

**AMENDED AND RESTATED BYLAWS OF
FIRST BAPTIST CHURCH OF GRAPEVINE**

These Amended and Restated Bylaws (hereinafter referred to as these “Bylaws”) govern the affairs of First Baptist Church of Grapevine (the “Church” or “Corporation”). The Church is organized under the Texas Business Organizations Code, Tex. Bus. Orgs. Code § 1.001 *et seq.*, as amended (hereinafter referred to as the “Code”). These Bylaws amend and restate, in its entirety, the previous bylaws of the Church, as amended.

**ARTICLE 1
NAME AND PRINCIPAL OFFICE**

The name of this corporation is First Baptist Church of Grapevine. The principal office of the Church in the State of Texas is located at 301 East Texas Street, Grapevine, Texas 76051. The Board of Directors of the Church, hereinafter referred to as the “Executive Council,” shall have full power and authority to change the principal office from one location to another. 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 is not required to be, identical to 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**

The Church adopts the following as its Statement of Faith:

- God is the Creator and Ruler of the universe. He has eternally existed in three persons: the Father, the Son, and the Holy Spirit. These three are co-equal and are one God. (*Genesis 1:1,26,27; Psalm 90:2; Matthew 28:19; I Peter 1:2; II Corinthians 13:14*)
- Man is made in the spiritual image of God, to be like Him in character. He is the supreme object of God’s creation. Although man has tremendous potential for good, he is marred by an attitude of disobedience toward God called “sin.” Sin separates man from God. (*Genesis 1:27; Psalm 8:3-6; Isaiah 53:6a, 59:1-2; Romans 3:23*)
- Man was created to exist forever. He will either exist eternally separated from God by sin, or in union with God, through forgiveness and salvation. To be eternally separated from God is Hell. To be eternally in union with Him is eternal life in Heaven. Heaven and Hell are places of eternal existence. (*John 3:16; I John 2:25; 5:11-13; Romans 6:23; Revelation 20:15*)
- Jesus Christ is the Son of God. He is co-equal with the Father. Jesus lived a sinless human life and offered Himself as the perfect sacrifice for the sins of all men by dying on a cross. He arose from the dead after three days to demonstrate

His power over sin and death. He ascended to Heaven's glory and will return again to earth to reign as King of Kings and Lord of Lords. (*Matthew 1:22-23; Isaiah 9:6; John 1:1-5; 14:10-30; Hebrews 4:14-15; I Corinthians 15:3-4; Romans 1:3-4; Acts 1:9-11; I Timothy 6:14-15; Titus 2:13*)

- Salvation is a gift from God to man. Man can never make up for his sin by self-improvement or good works. Only by trusting in Jesus Christ as God's offer of forgiveness can man be saved from sin's penalty. Eternal life begins the moment one receives Jesus Christ into his life by faith. (*Romans 6:23; Ephesians 2:8-9; John 1:12, 14:6; Titus 3:5; Galatians 3:26; Romans 5:1*)
- Because God gives man eternal life through Jesus Christ, the believer is secure in that salvation for eternity. Salvation is maintained by the grace and power of God, not by the self-effort of the Christian. It is the grace and keeping power of God that gives this security. (*John 10:29; II Timothy 1:12; Hebrews 7:25; 10:10-14; I Peter 1:3-5*)
- The Holy Spirit is equal with the Father and the Son as God. He is present in the world to make men aware of their need for Jesus Christ. He also lives in every Christian from the moment of salvation. He provides the Christian with power for living, understanding of spiritual truth, and guidance in doing what is right. The Christian seeks to live under His control daily. (*II Corinthians 3:17; John 16:7-13; 14:16-17; Acts 1:8; I Corinthians 2:12; 3:16; Ephesians 1:13; Galatians 5:25; Ephesians 5:18*)
- The Bible is God's Word to all men. It was written by human authors under the supernatural guidance of the Holy Spirit. It is the supreme source of truth for Christian beliefs and living. Because it is inspired by God, it is truth without any mixture of error. (*II Timothy 3:16; II Peter 1:20-21; II Timothy 1:13; Psalm 119:105,160; 12:6; Proverbs 30:5*)
- A New Testament church is an autonomous local congregation of baptized believers, associated by covenant in the faith and fellowship of the gospel; exercising the gifts, rights, and privileges invested in them by the Bible, and seeking to extend the gospel to the ends of the earth. (*Matthew 16:15-19; 28:18-20; Acts 2:41-42,47; Ephesians 3:8-11,21; Colossians 1:18; I Peter 5:14*)
- God has ordained the family as the foundational institution of human society. Marriage is the uniting of one man and one woman in covenant commitment for a lifetime. It is God's unique gift to reveal the union between Christ and His Church and to provide for the man and the woman in marriage the framework for intimate companionship, the channel of sexual expression according to biblical standards, and the means for procreation of the human race. Children, from the moment of conception, are a blessing and heritage from the Lord. Parents are to teach their children spiritual and moral values and to lead them to make choices based on biblical truth. Children are to honor and obey their parents. (*Genesis 2:18-25; Exodus 20:12; Deuteronomy 6:4-9; Psalm 139:13-16; Proverbs 22:6; Matthew 5:31-32; 19:3-9; Romans 1:18-32; I Corinthians 7:1-16; Ephesians 5:21-33; Colossians 3:18-21*)

MARRIAGE POLICY

The following Marriage Policy is a part of and is integrated with the Church's Statement of Faith:

We believe that because God our Creator established marriage as a sacred institution between one natural man and one natural woman, the idea that marriage is a covenant between only one man and one woman has been the traditional definition of marriage for all of human history ("Traditional Definition of Marriage"). Because of the longstanding importance of the Traditional Definition of Marriage to humans and their relationships and communities, and, most importantly, the fact that God has ordained that marriage be between one man and one woman, as clearly conveyed in God's inerrant Scriptures, including for example in Matthew 19:4-6 where in speaking about marriage Jesus referred to the fact that "he which made them at the beginning made them male and female," the Church hereby creates this policy, which shall be known as the "Marriage Policy."

Under this Marriage Policy, the Traditional Definition of Marriage is the only definition of marriage that will be recognized or accepted. No officer, employee, servant, agent, or any person, corporation, organization, or entity under the direction or control of this Church shall commit any act or omission, or make any decision whatsoever, that would be inconsistent with, or that could be perceived by any person to be inconsistent with, full support of this Marriage Policy and strict adherence to the Traditional Definition of Marriage rather than any alternative to the Traditional Definition of Marriage.

This Marriage Policy specifically prohibits acts or omissions, including, but not limited to, permitting any Church assets or property, whether real property, personal property, intangible property, or any property or asset of any kind that is subject to the direction or control of the Church, to be used in any manner that would be, or is determined by the Executive Council, to be inconsistent with this Marriage Policy or the Traditional Definition of Marriage. Such prohibited use includes, but is not limited to, permitting any church facilities to be used by any person, organization, corporation, or group that would or might use such facilities to convey, intentionally or by implication, what might be perceived as a favorable impression about any definition of marriage other than the Traditional Definition of Marriage.

We believe this Marriage Policy is based upon God's will for human life as conveyed to us through the Holy Scriptures, upon which this Church has been founded and anchored, and this Marriage Policy shall not be subject to change through popular vote, referendum, prevailing opinion of members or the general public, influence of or interpretation by any government authority, agency, or official action; or legal developments on the local, state, or federal level. For purposes of employment or church membership, the Church does not recognize the validity of common law marriage.

ARTICLE 3 GENERAL PROVISIONS

3.01 Autonomy.

While the Church cooperates with and has representation in the denominational causes sponsored by the Southern Baptist Convention, the Baptist General Convention of Texas and the Tarrant Baptist Association, the Church is and shall remain autonomous and maintain 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, the Church may voluntarily affiliate with any churches of like precious faith.

3.02 Purposes.

The Church is formed for any lawful purpose or purposes not expressly prohibited under 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. Without limiting 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:

- To be a dynamic spiritual organization empowered by the Holy Spirit to share Christ with as many people as possible in our church, community and throughout the world. *Matthew 28:18-20; Acts 1:8*
- To be a worshipping fellowship, experiencing an awareness of God, recognizing His person and responding in obedience to His leadership. *Hebrews 10:22-25; Psalm 22:27; 1 John 1:1-4*
- To experience an increasingly meaningful fellowship with God and fellow believers. *Romans 12:1-8; Ephesians 2:19-22; Acts 2:42*
- To help people experience a growing knowledge of God and humankind. *Ephesians 3:14-21; 2 Peter 3:18; 2 Corinthians 2:14*
- To be a church that ministers unselfishly to persons in the community and world in Jesus' name. *1 John 3:16-24; Matthew 6:1-4; James 1:27*
- To be a church whose purpose is for its members to be Christ-like in their daily living by emphasizing total commitment of life, personality, and possessions to the Lordship of Christ. *Philippians 2:1-5; 2 Timothy 2:14-15; Matthew 6:19-21*

The 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 Church. 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.

3.03 Minister Recognition.

The Church may license, commission or ordain individuals into the ministry under qualifications and requirements adopted by the Executive Council. The Executive Council shall adopt requirements for candidates who desire to be recognized by the Church as a minister. The Church may discipline or revoke ministers holding credentials issued by the Church under standards and procedures approved by the Executive Council.

3.04 Ordinances.

The Church shall recognize and practice the following Ordinances.

a. Baptism.

- (i) The 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.
- (ii) Baptism shall be by immersion in water.
- (iii) The Senior Pastor, or whomever the Senior Pastor or Executive Council shall authorize, shall administer baptism.

b. The Lord's Supper.

- (i) The Church shall observe the Lord's Supper as directed by the Senior Pastor and the Executive Council.
- (ii) All Members and other believers who profess Christ as Savior may participate in the ordinance of the Lord's Supper.

3.05 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 purposes. 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, Executive Council, officers, Members 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 Articles of Incorporation and 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 Articles of Incorporation 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 acts; 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 acts.

(b) In the event this Corporation 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 any subsequent federal tax laws; or (iv) making a 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 that 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 4 GOVERNING BODY

The Church is operated as a Corporation in accordance with the Code and shall be subject to the Code, its Articles of Incorporation and these Bylaws. The Church is governed by its Executive Council.

ARTICLE 5

CHURCH MEMBERSHIP

5.01 Membership

Persons desiring membership in the Church must qualify in one of the following manners and must be favorably received by a majority vote of the Church Members at a duly called meeting of the Members:

A. **Baptism:** Upon profession of faith in Jesus Christ as Lord and Savior and after baptism by non-sacramental immersion in the name of the Father, Son, and the Holy Spirit.

B. **Letter:** Upon receipt of a letter of recommendation from a church of like faith and order as set forth in the Statement of Faith adopted by the Church.

C. **Statement:** Persons desiring membership by statement must affirm their acceptance of Christ as personal Savior and must have been baptized by immersion, as stated in these Bylaws. Admission by statement shall apply only where a letter of recommendation cannot be obtained because of unusual circumstances.

D. **Restoration:** Any person who is separated from fellowship by disciplinary action or personal choice, either in this Church or in a church of like faith and order, may be restored into Church fellowship upon expression and demonstration of repentance or satisfactory explanation to the Membership Committee. Matthew 18:15-17; 2 Corinthians 2:5-11.

E. **Proxy:** Upon the presentation by the Senior Pastor or Membership Committee to the Church of the name of the candidate for membership by letter, statement, or restoration, in cases where health would prevent the personal appearance of the candidate. No person may be accepted for membership in the Church by proxy until he has been baptized as stated in these Bylaws.

F. **Membership Committee:** The Senior Pastor may refer any candidate to the Membership Committee prior to submitting the name for membership in the Church. The Membership Committee shall make a recommendation to the Church within thirty (30) days.

5.02 New Member Orientation

New church members are encouraged to participate in the Church's new member orientation. Such classes will be held at the discretion of the Senior Pastor.

5.03 Voting Rights of Members

Each member of the Church (the "Members") shall have the right to participate in any meeting of the Members and shall have the right to vote on only the following matters:

- The election of the Executive Council Members At Large;
- The approval of the annual budget of the Church;
- The calling of a Senior Pastor of the Church;
- The calling of pastoral staff;
- The incurring by the Church of any indebtedness other than trade obligations;
- The naming of Deacons of the Church;
- Any amendments to these Bylaws or the Articles of Incorporation of the Church;
- The approval or removal of any Members of the Church;
- The purchase or sale of any real estate assets; and
- Any other matter either required by the Code or as determined by the Executive Council.

All other matters of Church governance are delegated to the Executive Council.

5.04 Meetings of Members/Voting

The Church shall hold quarterly meetings of the Members at a date and time designated by the Executive Council. Additionally, special meetings of the Members may be called by a vote of the Executive Council or by the Senior Pastor as necessary. All meetings of the Members shall be noticed, in the church bulletin or announcements, at least one week prior to the meeting. Those Members present at a duly called and noticed meeting shall constitute a quorum. Each Member of the Church is entitled to one vote on each matter brought to a meeting of the Members. No Member may vote by proxy. All meetings shall be conducted in accordance with *The Standard Code of Parliamentary Procedure*, except where these Bylaws establish the procedure to be followed.

5.05 Termination of Membership

Membership in this Church shall be terminated in one of the following manners:

- A. Upon death, the Member's name shall be removed from the Church roll by the Church Clerk.
- B. Upon proper request of another church of like faith and order, a letter shall be granted for any Member who is in good standing in the Church. In no case shall a blank letter be granted and given to an individual; it shall be mailed directly to the church requesting it. A church letter is not individual property; it is a letter of recommendation from one church to another.
- C. Upon satisfactory evidence that a Member of this Church has joined with another denomination or faith, the name of that member shall be removed from the Church roll by the Church Clerk.

D. If any person whose name appears on the Church roll shall personally declare in writing to the Senior Pastor or the Executive Council that he or she is not a regenerated child of God or has no desire to be a Member, that person will be removed from the Church roll by the Church Clerk.

E. Should some serious condition(s) exist which would cause a Member to become a liability to the general welfare of the Church, every reasonable measure will be taken by the Senior Pastor and by the deacons to resolve the problem. (Matthew 18:15-17). All such proceedings shall be pervaded by a spirit of Christian kindness and forbearance. But finding that the welfare of the Church will best be served by the exclusion of the Member, the Church may take this action by majority vote of the Members present at a meeting called for this purpose; and the Church may proceed to declare the offender to be no longer in the membership of the Church.

All terminations of membership, except in the case of death or Paragraph D above, shall be by a majority vote of the Church assembled at a regular or called meeting of the Members.

5.06 Rights of Members.

Each Member shall have those rights and privileges specified in these Bylaws and by the Code.

ARTICLE 6 CHURCH GOVERNMENT

The Church seeks to be led by the Holy Spirit in all things. The Senior Pastor, the Executive Council, the Officers and the Membership all have a certain role in the Church's government.

(a) Role of the Senior Pastor: The Senior Pastor has executive and supervisory control over and is ultimately responsible for both the spiritual and the corporate health of the Church, including communicating the ministry vision for and overseeing the day-to-day operations of the Church.

(b) Role of the Executive Council: The Executive Council shall have the duties and responsibilities generally associated with and exercised by a corporate board and are to serve the Church by setting and assuring compliance with the Church's management policies and procedures.

(c) Role of the Officers: The Officers are to serve the Church in accordance with those certain roles and responsibilities as may be determined from time to time by the Executive Council.

ARTICLE 7 THE SENIOR PASTOR

7.01 The Office of the Senior Pastor: Dual and Concurrent Responsibilities.

The Church finds its headship under the Lord Jesus Christ and in its Senior Pastor. The Senior Pastor shall have authority over and shall be responsible for directing all of the ministries and spiritual activities of the Church. Concurrently, the Senior Pastor shall serve as the President of the Corporation and shall have authority over and shall be responsible for directing all of the day-to-day business activities and operations of the Church.

Because the Church has two simultaneous and complimentary expressions: (1) the spiritual life of a body of believers (the Church); and (2) the corporate entity that houses the Church's functions and activities (the Corporation), it is the Senior Pastor that bridges the gap between these dual and concurrent expressions. The Senior Pastor, is primarily responsible for the spiritual life of the Church, and at the same time, he must be in the position to ensure the Church's corporate health and direct its resources toward the ministries he deems fit and in furtherance of the Church's best interests.

7.02 Duties and Responsibilities.

The Senior Pastor is responsible to lead the Church in accordance with Biblical principles to accomplish the New Testament purposes of the Church and his duties require that he:

- (a) Provide Biblical vision and direction for the congregation;
- (b) Serve as the leader of the Church body of believers, the Church staff, all church organizations, and all Church ministries to accomplish the New Testament purposes of the Church;
- (c) Define and communicate the Church's purpose;
- (d) Administer and coordinate the day-to-day ministry to the congregation and administration and operations of the Church;
- (e) Select individuals who will assist in the business operations of the Church;
- (f) Hire, direct, oversee, and terminate Church staff as he deems necessary to manage the administrative affairs of the Church, subject to the requirements of Section 9.07 of these Bylaws;
- (g) Ensure that all official and duly authorized directives and corporate resolutions of the Executive Council are properly carried out; and
- (h) Do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incident to the office of President of a corporation.

7.04 Senior Pastor's Responsibility for Worship Services.

The scheduling of worship times, the ordering of worship services, and the leadership of worship services, as well as all other uses of Church owned facilities are to be determined by the Senior Pastor, or his designee. No person shall be invited to speak, teach or minister at a service held in Church-owned facilities, or in the name of the Church, without the specific approval of the Senior Pastor, or his designee.

7.05 Church Discipline Regarding the Senior Pastor.

The Senior Pastor shall serve at the pleasure of the church.

7.06 Installation of New Senior Pastor.

If a vacancy in the position of Senior Pastor occurs for any reason, the Executive Council shall name an interim pastor to fill the pulpit of the Church until such time as a new Senior Pastor is called and approved by the Church. The Executive Council shall elect seven (7) Members of the Church to serve as a Pastor Search Committee. The Pastor Search Committee shall be charged with identifying and recommending to the Executive Council a potential replacement for the Senior Pastor. Following a recommendation by the Pastor Search Committee and approval by the Executive Council of a new Senior Pastor, the Executive Council shall call a special meeting of the Members to vote whether or not to call the recommended person as the new Senior Pastor of the Church. The Executive Council shall negotiate the terms of the new Senior Pastor's employment by the Church.

ARTICLE 8 EXECUTIVE COUNCIL

8.01 General Powers and Authority of the Executive Council.

The term "Executive Council" as used herein shall mean a "board of directors" as described in the Code. The Executive Council shall have the duties and the responsibilities generally associated with and exercised by a corporate board and as such, is the only governing body within the Church. All corporate powers shall be exercised by or under the authority of the Executive Council and in accordance with the Code and these Bylaws. Accordingly, the Executive Council shall have the final authority over affairs pertaining to corporate matters of the Church, subject to the right of the Members to vote on such matters as are specified in these Bylaws or as required by the Code.

8.02 Number, Qualifications, Appointment, Term, and Resignation or Removal of Executive Council.

(a) Number. There shall be seven (7) members of the Executive Council; however, the Executive Council may not consist of less than three (3) members at any time. The total number of Executive Council members shall always be an odd number.

(b) Members of Executive Council. The Executive Council shall consist of the Senior Pastor, the Business Administrator, and five (5) other members elected by the Members (collectively, the “Executive Council Members”). The five (5) Executive Council Members, other than the Senior Pastor and the Business Administrator, shall be the “Executive Council Members At Large”. The Executive Council Members At Large shall not be related by blood or marriage to any other Executive Council Member. The Executive Council Members At Large shall, at all times, constitute a majority of the Executive Council Members.

(c) Election. The Senior Pastor and Business Administrator shall serve as an Executive Council Members for as long as they hold their positions as Senior Pastor and Business Administrator. The Executive Council Members at Large shall be elected by a vote of the Members from a slate of candidates nominated by the Executive Council. Members may submit names of individuals to the Executive Council for consideration as Executive Council Members At Large. The initial Executive Council Members at Large shall be nominated by the Senior Pastor and the Chairman of the Deacons and elected by the Members at the meeting set to approve these Bylaws To be eligible for nomination as an Executive Council Member, the individual must have been a Member for at least two (2) years and demonstrate wisdom, spiritual maturity, sound judgment and a commitment to Christ. The Executive Council Members at Large shall serve rotating three (3) year terms. The Executive Council shall determine the rotation of the Executive Council Member at Large positions. However, the initial Executive Council Members At Large may serve rotating terms of up to five (5) years.

(d) In the event of an Executive Council Member at Large vacancy, whether due to resignation or removal, the Executive Council shall nominate a qualified individual to be elected by the Members to complete the unexpired term of his or her predecessor. In the event of a vacancy of an Executive Council Member appointed by the Senior Pastor, the Senior Pastor shall name a replacement.

(e) Resignation or Removal. Any Executive Council Member may resign at any time by giving written notice to the Executive Council. Such resignation shall take effect on the date of the receipt of such notice and, acceptance of such resignation shall not be necessary to make it effective. The Executive Council may vote to remove any Executive Council Member at Large if such person is adjudged incompetent by a court, is convicted of a crime of moral turpitude, acts in a manner that is inconsistent with the Statement of Faith of the Church, or if the Executive Council Member is found to be incapable of adequately performing his or her duties.

8.03 Chairman of the Executive Council.

The Senior Pastor shall serve and preside as the Chairman of the Executive Council. The Vice Chairman of the Executive Council shall be elected by the Executive Council. The Chairman shall call the Executive Council Member meetings and shall determine the agenda for all meetings. If the Chairman is not in attendance, then the Vice Chairman shall serve as Chairman. If neither the Chairman nor the Vice Chairman is able to attend the meeting, then the Executive Council Members in attendance shall elect a Chairman for that meeting and proceed in order, keeping minutes of their

actions for the corporate record. Any resolutions passed during an Executive Council meeting without either the Chairman or the Vice Chairman present shall not take effect until the next properly called Executive Council meeting when either the Chairman or the Vice Chairman is present and the minutes of the prior meeting are put forward for approval by the Executive Council.

8.04 Meetings.

(a) Regular or Special 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 Texas if the 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.

(b) Telephonic Meetings.

Any meeting, regular or special, may be held by telephone conference, video conference or similar communication means, so long as all Executive Council Members participating in the meeting can simultaneously hear one another and participate. All Executive Council Members participating in the meeting shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence.

(c) Notice Requirements for Regular or Special Meetings.

A regular meeting of the Executive Council shall occur at least quarterly. 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. The Senior Pastor or any three (3) Executive Council Members may call a special meeting of the Executive Council. The Notice of Special Meetings shall include:

1) *Manner of Giving Notice.* Notice of the date, time and place of special meetings shall be given to each Executive Council Member by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage paid; (c) by telephone communication, directly to the Executive Council Member; (d) by facsimile to the Executive Council Member's office or home; or (e) by electronic mail ("e-mail").

2) *Time Requirements.* Notice sent by first class mail shall be deposited in the United States mail at least ten (10) 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 three (3) days before the time set for the meeting.

3) *Notice Contents.* The notice shall state the date, 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. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

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.

8.05 Action of Executive Council Without a 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. Any such written consent may be signed in multiple counterparts and electronic or emailed signatures shall be acceptable.

8.06 Quorum.

Unless otherwise provided for in these Bylaws, 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 a majority 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, a majority of the Executive Council Members present may adjourn and reconvene the meeting one time without further notice.

8.07 Proxies. Voting by proxy is prohibited.

8.08 Duties of Executive Council of the Church.

The Executive Council Members 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. The Executive Council of the Church 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 was prepared or presented by a variety of persons, including Officers, 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 such reliance unwarranted.

8.09 Delegation of Duties.

The Executive Council, in consultation with the Senior Pastor, 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. No Executive Council Member shall have personal liability for actions taken or omitted by the advisor if the Executive Council act in good faith and with ordinary care in selecting the advisor. The Executive Council may, in consultation with the Senior Pastor, remove or replace the advisor at any time, with or without cause.

8.10 Interested Parties.

Pursuant to the Code and the provisions of Article 16 below, a contract or transaction between the Church and an Executive Council Member is not automatically void or voidable simply because the Executive Council Member, an employee or other control party, has a financial interest in the contract or transaction.

8.11 Actions of Executive Council.

The Executive Council shall try to act by consensus. However, if action by consent is impossible and the vote of a greater number than a simple majority is not required by the Code or these Bylaws, then the vote of a majority of the Executive Council Members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Executive Council. 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. The burden is on each individual Executive Council Member to ensure their votes are properly recorded in the minutes as either a "yes," "no," or "abstain."

8.12 No Compensation.

The Executive Council shall not receive any compensation in exchange for services rendered as an Executive Council Member. The Executive Council may however, adopt a resolution providing for reimbursement to Executive Council for reasonable expenses incurred as a result of attendance at a meeting of the Executive Council.

8.13 Ecclesiastical Board. The highest ecclesiastical board 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 Directors according to the teachings of the Holy Bible.

8.14 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.

8.15 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 member of the Executive Council shall incur any liability for acting in good faith in the interests of the Church pursuant to this section.

ARTICLE 9 OFFICERS AND PASTORS

9.01. Officer Positions.

The officers of the Church shall be a President, a Secretary and a Treasurer (the “Officers” and each an “Officer”). The Senior Pastor shall be the President of the Church. The Business Administrator shall be the Treasurer of the Church. The Executive Council shall designate the Secretary (who shall also be referred to as the “Church Clerk”). The Executive Council may create additional officer positions, define the authority and duties of each such position, and nominate persons to fill the positions. The same person may hold any two or more offices; provided, however, that the person holding the office of President, Treasurer or Church Clerk may not hold more than one office.

9.02. General Duties.

All Officers and agents of the Church, as between themselves and the Church, shall have such authority, perform such duties and manage the Church as may be provided in these Bylaws or as may be determined by resolution of the Executive Council not inconsistent with these Bylaws.

9.03. Election and Term of Office.

The Executive Council shall elect the Officers of the Church, except for the President and Treasurer, at the annual meeting of the Executive Council. If the election of Officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each Officer shall hold office until a successor is duly selected and qualified. All Officers, except the

President and Treasurer, will serve for a term of one (1) year. An Officer may be elected to succeed himself or herself in the same office.

9.04. Removal.

Except for the President (who may only be removed in accordance with the procedures set forth in Section 7.05 of these Bylaws), any other Officer may be removed by a majority vote of the Executive Council at any time. To the extent that such Officer is an employee of the Church, the removal of that officer shall be without prejudice to the contract rights, if any, of the Officer.

9.05. Resignation.

Any Officer may resign at any time by giving written notice to the Executive Council, the Senior Pastor, or the Church Clerk. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Church.

9.06. Vacancies.

The Executive Council may fill the vacancy of the Church Clerk office. The Senior Pastor shall fill the vacancy of the Treasurer office. In the event of a vacancy in the office of President, the Executive Council shall appoint an interim President (who need not be the same person as the interim Senior Pastor) to serve until such time as the Church calls and elects a new Senior Pastor pursuant to the provisions of Section 7.06 of these Bylaws.

9.07. Other Pastors and Professional Staff.

The Church may have other pastors and professional staff who assist the Senior Pastor in leading the Church and carrying out the pastoral ministries of the Church. Duties of these pastors and professional staff are assigned by the Senior Pastor, in consultation with the Personnel Committee. The Senior Pastor shall be entitled to appoint the Business Administrator and the Executive Pastor of the Church with Executive Council approval. All other pastors and professional staff positions shall be hired by the Senior Pastor with the approval of the Executive Council; provided, however, that the calling of pastoral staff shall require the approval of the Members as set forth in Section 5.03 of these Bylaws.

9.08. Treasurer.

The Treasurer shall:

- a) Have charge and custody of and be responsible for all funds and securities of the Church.
- b) Receive and give receipts for funds due and payable to the Church from any source.
- c) Deposit all funds in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Executive Council.
- d) Write checks and disburse funds to discharge obligations of the Church.
- e) Properly maintain the financial books and records of the Church.
- f) Prepare financial reports at least quarterly.
- g) Perform other duties as assigned by the Senior Pastor or by the Executive Council.
- h) If required by the Executive Council, the Church shall arrange a bond or insurance coverage for the faithful discharge of his or her duties in a sum and with a surety as determined by the Executive Council. The cost of such bond or insurance coverage is to be paid by the Church.
- i) Perform all other duties incident to the office of Treasurer.

9.09. Church Clerk.

The Church Clerk shall have the duties of Secretary as defined in the Code. The Church Clerk shall:

- a) Give all notices as provided in the Bylaws or as required by law or the Code.
- b) Take minutes of the meetings of the Members and keep the minutes as part of the corporate records.
- c) Maintain custody of the corporate records and of the seal of the Church.
- d) Affix the seal of the Church, if any, to any documents as authorized.
- e) Keep a register of the mailing address of each Executive Council Member, Officer, Member, and employee of the Church.
- f) Perform duties as assigned by the Senior Pastor or by the Executive Council.

- g) Perform all other duties incident to the office of Secretary.

9.10. Moderator

The Senior Pastor shall be the Moderator at all Member meetings. In the absence of the Senior Pastor, the Executive Council shall appoint a moderator.

9.11. Parliamentarian

The Executive Council shall designate the Parliamentarian. Meetings shall be conducted in accordance with *The Standard Code of Parliamentary Procedure*.

ARTICLE 10 COMMITTEES

10.01 Establishment of Committees.

The Executive Council may, at its discretion, adopt a resolution establishing one or more Committees or Advisory Committees. Any and all Committees and Advisory Committees shall conform to rules established by the Executive Council. The standing committees shall be the Finance Committee, the Personnel Committee and the Membership Committee.

10.02 Finance Committee.

The Executive Council shall appoint the Treasurer and eight (8) Members of the Church to serve on the Finance Committee of the Church. The Finance Committee shall have the following duties:

- a) To select and engage the Church's Independent Auditors to perform a periodic audit of the Church's financial records at such times as determined by the Executive Council. After reviewing the audit results, the Finance Committee shall report its findings to the Executive Council at a meeting of the Executive Council.
- b) To assist the Business Administrator in preparing the annual budget for the Church.
- c) To review the Church's quarterly and annual financial statements.
- d) To recommend financial policies and procedures to the Executive Council.

10.03 - Membership Committee.

The Membership Committee shall be an ad hoc committee composed of the then current Deacon officers. The Membership Committee shall have the duties specified in Article 5.01 of these Bylaws.

10.04 Personnel Committee.

The Executive Council shall appoint a staff member and six (6) Members of the Church to serve on the Personnel Committee. Each member of the Personnel Committee must be “independent” and not have any conflict of interest with respect to any decision to be made by the Personnel Committee, as determined in accordance with Article 16 of these Bylaws. The role of the Personnel Committee shall be to:

- a) To make recommendations to the Senior Pastor and the Executive Council regarding employment policies, procedures and benefits.
- b) At the request of the Senior Pastor or the Executive Council, to assist the Senior Pastor in identifying and hiring staff of the Church.
- c) To serve as an “independent compensation committee” for the purpose of determining and approving the compensation and benefits package of the Senior Pastor, any family members of the Senior Pastor who are employees of the Church, and the executive staff of the Church. The Personnel Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information to assist it in ensuring the amount of total compensation paid to each individual is reasonable and in compliance with current IRS guidelines for nonprofit organizations.

10.05 Delegation of Authority.

If the Executive Council establishes or delegates any of its authority to a Committee, it shall not relieve the Executive Council, or any Executive Council Member, of any responsibility imposed by these Bylaws or otherwise imposed by the Code. 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.

No Committee shall have the authority to: (a) amend the Articles of Incorporation; (b) adopt a plan of merger or a plan of consolidation with another Church; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church; (d) authorize the voluntary dissolution of the Church; (e) revoke proceedings for the voluntary dissolution of the Church; (f) adopt a plan for the distribution of the assets of the Church; (g) amend, alter, or repeal the Bylaws; (h) elect, appoint, or remove a member of a Committee or an Executive Council Member or Officer of the Church; (i) approve any transaction to which the Church is a party and that involves a potential conflict of interest as defined in Article 16 below; or (j) take any action outside the scope of authority delegated to it by the Executive Council or in contravention of the Code.

10.06 Term of Office.

Each member of a Committee shall serve until the next annual meeting of the Executive Council, or until a successor is appointed. However, the term of any Committee member may terminate earlier if the Committee is terminated by the Executive Council, or if the member dies, ceases to qualify, resigns, or is removed as a Member. A vacancy on a Committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a Committee shall serve for the unexpired portion of the terminated Committee member's term.

10.07 Chair and Vice-Chair.

Unless otherwise expressly stated herein, one member of each Committee shall be designated as the chair, and another member shall be designated as the vice-chair. The chair and vice-chair of each Committee shall be appointed by the Senior Pastor with consultation from the outgoing chairman. The chair shall call and preside at all meetings. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

10.08 Quorum.

One half the number of members of a Committee 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 one time without further notice.

10.09 Actions.

Committees shall try to take action by consensus. However, the vote of a 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 unless the act of a greater number is required by Code 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.

ARTICLE 11 DEACONS

11.01 Requirements and Biblical Qualifications to Be a Deacon.

A candidate for the office of deacon must fulfill the qualifications of I Timothy 3:8-13, Acts 6:3 and other requirements included in the Deacon Qualifications document. A candidate for the office of deacon must have been a Christian and a member of a Southern Baptist church for at least two years and must have been a Member of this Church for at least six months.

11.02 Deacon Election

1. The Church shall elect deacons at a meeting of the Members. The Members so elected shall be called "Deacons."
2. In as much as qualified men are available and willing to serve, there shall be at least one deacon elected to the active deacon body for every fifteen (15) church families.
3. Candidates for the office of Deacon shall be nominated by the Members. The Deacon Review Committee, appointed annually by the chairman of the deacons, will consider these candidates. Following this review, the deacon body will select candidates for the church ballot.
4. In case of a deacon's death or removal or incapacity to serve, the Church may, at a meeting of the Members, hold an election to fill the unexpired term.

11.03 Tenure of Office

1. Deacons are ordained for a life-time ministry of service. Rotating off the active deacon body does not void a deacon's ordination.
2. Deacon rotation will be needs-based. The deacon body will strive for one-fourth (1/4) of the active deacons, as of January 1, to rotate off as allowed based on need. Those chosen to rotate off will consist of the deacons who became inactive during the year, and then those with the longest continuous service. An election shall be held to fill vacancies and to add to the deacon body such numbers as the Church size warrants.
3. When a deacon rotates off the active deacon body, he is expected to return to active service after the passage of one year, pending review of the deacon body and election by the Church.

11.04 Deacon Officers

The deacons shall elect the following officers at their last regular meeting prior to the new Church year: chairman, vice-chairman and secretary. These officers shall serve as the Deacon Steering Committee.

11.05 Functions of the Active Deacon Body

In accordance with New Testament practice, Deacons are to be servants of the Church. As such, they shall:

1. Cooperate with and assist the Senior Pastor in promotion of all the interests of the Church;
2. Act as an advisory body for the Senior Pastor, the ministerial staff, church committees and the membership at large, and shall bring recommendations to the Church and Executive Council as needed;
3. Assist the Senior Pastor in the ordinances of Baptism and the Lord's Supper;
4. Administer the benevolence program in conjunction with the Finance Committee and its staff liaison in accordance with the Benevolence Policies; and
5. Actively participate in ministry to widowed Members.

11.06 Meetings

The active Deacons shall meet in regular business session once each month.

1. The date and time of all regular meetings shall be specified by the chairman after due consideration of all Deacons as to their ability to attend. If possible, meetings shall be held prior to the regular Church conference.
2. Special meetings may be called by the chairman, the vice-chairman, or the Senior Pastor.
 - a. Any meeting other than a regular monthly meeting shall be designated a "special called" meeting.
 - b. Deacons shall be notified of "special called" meetings as soon as possible.
 - c. The notice shall specify the date and time of the special called meeting and the purpose for the meeting.
3. Those Deacons present at a duly called meeting shall constitute a quorum at all meetings of the Deacons.
4. All meetings shall be conducted in accordance with *The Standard Code of Parliamentary Procedure*, except where these Bylaws establish the procedure to be followed.

ARTICLE 12 BUSINESS PRACTICES

12.01 Fiscal Year.

The fiscal year of the Corporation shall be October 1 through September 30.

12.02 Contracts.

The Executive Council may authorize any Officer or Officers, agent or agents of the Church, in addition to the Officers so authorized by these Bylaws, by written resolution, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church. Such authority may be general or may be confined to specific instances.

12.03 Checks, Drafts, or Orders.

All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Church, and in such manner, as shall from time to time be determined by resolution of the Executive Council. In the absence of such determination by the Executive Council, either the Secretary, Treasurer or the President of the Church in accordance with their duties outlined in these Bylaws may sign such instruments.

12.04 Deposits.

All funds of the Corporation shall be deposited to the credit of the Church in such banks, trust companies, or other depositories as the Executive Council may select in accordance with these Bylaws.

12.05 Gifts.

Subject to Article 3.05(b) of these Bylaws, the President may accept on behalf of the Corporation any contribution, gift, bequest or device for any purpose of the Corporation.

12.06 Books and Records.

The Church shall keep correct and complete books and records and shall also keep minutes of the proceedings of its Members, Executive Council, committees having and exercising any of the authority of the Executive Council, and any other committee, and shall keep at the principal office a record giving the names and addresses of all Executive Council Members. To the extent required by the Code, any Member in good standing may request, in writing and for a proper stated purpose, to inspect those books and records of the Church which are relevant to the purpose stated in the request, at any reasonable time.

12.07 Annual Budgeting Process

The Business Administrator, with the assistance of the Finance Committee, shall prepare and put forward a proposed annual budget of the Church for the Executive Council's consideration and

approval. Following approval by the Executive Council, the budget shall be submitted to the Members for approval at a meeting of the Members. The Senior Pastor shall have full authority to approve expenditures within the approved budget. Expenditures outside of the approved budget must be approved by the Executive Council; provided, however, that the Senior Pastor or the Business Administrator may approve any unbudgeted expenditure up to Five Thousand Dollars (\$5,000.00). The Executive Council shall establish further detailed financial policies for the Church.

ARTICLE 13 INDEMNIFICATION

13.01 Indemnification.

To the fullest extent permitted by the Code, as amended from time to time, the Church shall indemnify any Executive Council Member, the Senior Pastor, any Officer, committee member, employee, agent or volunteer of the Church who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her good faith actions or omissions within the scope of his or her official capacity in the Church.

13.02 Determination of Right to Indemnification.

Legal counsel selected by the majority vote of the Executive Council shall make a recommendation to the Executive Council as to the right to indemnification under the Code. The Executive Council, by majority vote, shall determine whether there is a right to indemnification. Once there has been a determination of a right to indemnification, the Church shall provide indemnification and advance reasonable costs of defense.

13.03 Insurance.

The Business Administrator shall take all steps necessary to procure directors and officers insurance coverage for the Church in an amount and with an insurance provider approved by the Executive Council.

ARTICLE 14 DISSOLUTION

14.01 Dissolution and Distribution of Property.

(a) 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.

(b) "Dissolution" means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Church shall be paid and

discharged, or adequate provision shall be made therefore; (2) 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; and (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to the Southern Baptist Convention or successor organizations of the SBC. This distribution shall be done pursuant to a plan adopted by the Executive Council.

ARTICLE 15 WHISTLEBLOWER POLICY

15.01 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 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, Officers, employees, or volunteers, or entities with whom the Church has a business relationship, is in violation of an 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. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Church prior to seeking resolution outside the Church.

15.02 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 this Whistleblower Policy.

If an Executive 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 which are knowingly 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 any reported 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 she or he has been retaliated against in violation of this Whistleblower Policy shall follow the same procedures as she or he did when s/he filed the original complaint.

15.03 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 Whistleblower 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 may be stated in the Church's employment policies.

(d) Malicious Allegations. The Executive Council recognizes that intentionally untruthful, malicious, erroneous, or harassing allegations may be damaging to the mission, integrity, and morale of the Church and the reputation of the accused individual. The safeguards stated in this Whistleblower 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 16 CONFLICT OF INTEREST POLICY

16.01 Purpose.

The purpose of this 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, 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 and is not intended as an exclusive statement of responsibilities.

16.02 Definitions.

(a) Interested Person. Any Executive Council Member, 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 business transaction or financial arrangement;
- 2) A compensation arrangement with any entity or individual with which the Church has a business transaction or financial 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 business transaction or financial 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.

16.03 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 the Executive Council meeting while the determination of whether a conflict of interest exists is discussed and voted upon. The remaining Executive Council 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 the 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 chairman 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 an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

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

16.04 Records of Proceedings.

Concerning conflict of interest determinations, 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.

16.05 Compensation.

(a) Any Executive Council Member who receives compensation, directly or indirectly, from the Church for services rendered 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) Any Executive Council Member or any committee member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church is prohibited from providing information to any committee regarding compensation.

ARTICLE 17 MISCELLANEOUS PROVISIONS

17.01 Construction of Bylaws.

These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in these 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 these Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in these Bylaws. The headings used in these Bylaws are used for convenience and shall not be considered in construing the terms of these Bylaws. Wherever the context requires, all words in these 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.

17.02 Seal.

The Executive Council may provide for a corporate seal.

17.03 Power of Attorney.

A person may execute any instrument related to the Church by means of a power of attorney if approved and authorized by the Executive Council. An original executed copy of the power of attorney shall be provided to the Church Clerk to be kept with the Church's records.

17.04 Parties Bound.

The Bylaws shall be binding upon and inure to the benefit of the Members, Senior Pastor, Executive Council Members, Officers, pastoral staff, employees, agents and volunteers of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in these Bylaws.

17.05 Christian Alternative Dispute Resolution.

In keeping with 1 Corinthians 6:1-8, all disputes, arising out of or related to the Bylaws or any other church matter, other than those which are subject to the jurisdiction of the Executive Council in Article 8.13, which may arise between any Member and the Church itself, or between any Member and the Senior Pastor, any Executive Council Member, officer, employee, volunteer, agent, or other Member, shall first be attempted to be resolved through prayerful dialogue. If such disputes cannot be resolved thereby, then such disputes shall be submitted to non-binding 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. In the event that this group ceases to exist, arbitration under this section 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 these Bylaws, 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 18 AMENDMENT OF BYLAWS

Upon the recommendation of the Executive Council these Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted at any meeting of the Members. The altered, amended, repealed, or new Bylaws shall be presented in writing at a meeting of the Members at least 30 days before such changes are voted upon.