

FIRST BAPTIST CHURCH OF DENTON, TEXAS
Amended and Restated Bylaws

These Amended and Restated Bylaws (also, the “Bylaws”) govern the affairs of First Baptist Church of Denton, Texas, a Texas nonprofit religious corporation (also, the “Church”). The Church is organized under the provisions of the Texas Business Organizations Code, Chapter 22, as amended (the “Code”).

ARTICLE 1
NAME AND PRINCIPAL OFFICE

The name of this nonprofit religious organization is First Baptist Church of Denton, Texas. The principal office of the Church shall be located in Denton County, Texas. The Board of Elders (*i.e.*, the “board of directors” pursuant to the Code) 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 the State of Texas. The Board of Elders may change the registered office and the registered agent as provided in the Code.

ARTICLE 2
STATEMENT OF FAITH AND BELIEFS

2.01 What We Believe.

God: There is only one true God who is the Creator and Ruler of the universe. God exists eternally as three distinct persons: the Father, the Son, and the Holy Spirit. *Jeremiah 10:10; Exodus 20:1-3; Acts 17:24-36.*

God the Father: He is the one and only true God, the provider of everything. He relates to His people as Father and is the redeemer of mankind. *Matthew 6:26; John 17.*

God the Son: Jesus Christ, God’s only Son, was and is fully God in human flesh. He was crucified for our sins, despite being sinless, and was resurrected to change the world. He ascended to Heaven’s glory and will return to Earth to reign as King of Kings and Lord of Lords. *John 1:1-14, 3:16,17, John 17; Philippians 2:6-11; Hebrews 9:28.*

God the Holy Spirit: The Holy Spirit convicts the unsaved. He also empowers the believer from the moment of salvation. The Christian seeks to be filled with the Holy Spirit daily. *Genesis 1:1-2, Deuteronomy 6:4, Psalm 4:1, Jeremiah 10:10, Matthew 1:23, John 1:1-2, 14, 16:8, Hebrews 1:1-3.*

The Bible: The Bible is God’s Word to all men. It was written by human authors under the supernatural guidance of the Holy Spirit. Because it is inspired by God, it is truth without any mixture of error. The Bible is the foundation of faith and practice for the First Baptist Church of Denton. *2 Timothy 3:14-4:2, John 17:17, 1 Peter 1:23, 2 Peter 1:20-21, Psalm 119:105.*

Salvation: Salvation is a free gift from God to us. Salvation is only by faith in the death, burial, and resurrection of Jesus Christ. We can never make up for our own sins. Only by trusting in Jesus Christ as Savior can we be saved from sin’s penalty. Once a person has received God’s free gift, it can never be taken away. *Matthew 7:13, John 3:3,16; 10:28-29; 14:6, Acts 2:21, 4:8-12, Romans 10:9-10, Ephesians 2:8-10.*

Eternity: We were created to exist forever. We will either exist eternally separated from God in Hell or in the presence of God in Heaven. Both Heaven and Hell are places of eternal existence. *John 3:16, Romans 6:23, 1 John 2:25, 5:11-13, Revelation 20:15.*

The Church: The church is composed of all believers of all the ages. There is the universal church and the local church. The local church is a body of baptized believers joined together to do the work of Jesus Christ here on this earth and to encourage one another. There are five purposes of the church: (i) Worship; (ii) Evangelism; (iii) Discipleship; (iv) Fellowship; and (v) Ministry. *Matthew 16:18, Matthew 20:26-28, 28:19-20, John 4:19-24, Acts 2:42, 2 Corinthians 5:18-19, Colossians 1:14-19.*

Baptism and the Lord's Supper: Baptism is an act of obedience and worship that demonstrates a person's decision to accept Christ as their Lord and Savior. Following Christ's example, this church will practice baptism by immersion, which symbolizes the death, burial, and resurrection of Jesus. The Lord's Supper is an act of obedience and worship that serves as a reminder of Christ's sacrificial death for our sins. *Mark 1:9-11, Acts 8:35-38, Matthew 26:26-29; 28:19-20, Luke 22:19, 1 Corinthians 11:23-26.*

Spiritual Gifts: Spiritual gifts are God-given abilities for service. Every believer has at least one gift, and no believer has all the gifts. All the gifts work together and are for the benefit of the entire body of Christ. *Romans 12:4-8, 1 Corinthians 12:8-10, 28-30, Ephesians 4:11, 1 Peter 4:11.*

Biblical Marriage: Marriage is a Biblical institution established by God as described in Scripture. We believe Biblical marriage can only occur between one man and one woman. This church recognizes that marriage is the uniting of one man and one woman in covenant commitment. *Genesis 1:26, 27; 2:24, Hebrews 13:4, Ephesians 5:22-33.*

2.02 Marriage Policy.

We believe that because God our Creator established marriage as a sacred institution between one (1) man and one (1) woman, the idea that marriage is a covenant only between one (1) man and one (1) 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 (1) man and one (1) 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 Church's Marriage Policy, the Traditional Definition of Marriage is the only definition of marriage that will be recognized or accepted. No Trustee, director, elder, deacon, 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 whatever, that would be inconsistent with, or that could be perceived by any person to be inconsistent with, full support of this Church's Marriage Policy and strict adherence to the Traditional Definition of Marriage rather than any alternative to the Traditional Definition of Marriage.

This Church's 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 could be perceived by any person to be inconsistent with this Church's Marriage Policy or the Traditional Definition of Marriage, including but 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 Church's 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.

2.03 Common Law Marriage Policy.

In no case shall persons be accepted into Church membership and/or Church employment that are known to be living in: (i) a common-law state of matrimony; or (ii) a manner inconsistent with the Church's teaching on marriage or sexuality pursuant to these Bylaws.

2.04 Sexuality and Gender Policy.

Sexuality and the divinely prescribed boundaries for the expression thereof are covered clearly in the Holy Scriptures, which limit sexual expression to the marital relationship of one (1) man with one (1) woman. Homosexual acts, adultery, bestiality, and all forms of fornication are categorically condemned in the Holy Scriptures. *See 1 Cor. 6:18; 1 Thes. 4:3; Rom. 1:26-27; Prov. 5:3-5, 8-13; 7:21-27; Gal. 5:19; Exodus 20:14; Deut. 5:18; Matt. 5:27; 19:18; Luke 18:20; Rom. 13:9; James 2:11; Lev. 20:10-21; 1 Cor. 10:8; and 6:18; Jude 7.* Furthermore, the Church believes that gender is immutably determined by God at conception, and the Holy Scripture does not permit an individual to alter their gender physically or otherwise. Rejection of one's biological gender is a rejection of the image of God within that person. *See Deut. 23:1.* By creating the human being, man and woman, God gives personal dignity equally to the one and the other. Each of them, man and woman, should acknowledge and accept his/her sexual identity.

2.05 Bathroom Policy.

Consistent with the Church's sincerely held religious beliefs, gender-specific bathroom facilities may only be utilized consistent with gender immutably determined by God at conception and not gender identity or expression (see Article 2.04 herein).

2.06 Child Dedication Policy.

The Church believes that children are a gift from the Lord and desires to affirm the dedication of a child to the Lord, recognizing that dedication does not offer salvation but only serves as a reminder that all good gifts come from the Father of Heavenly lights. *See Psalm 127:3; James 1:17.* The Church reserves the right to dedicate children in the most God-honoring manner that, in its sole discretion and understanding of Biblical principles and methodology, as the Church determines is best.

ARTICLE 3 AUTONOMY

As a nonprofit religious corporation, 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, ministries, and organizations, this Church may voluntarily affiliate with any churches, ministries, and organizations of like precious faith.

ARTICLE 4 PURPOSES

The Church is formed for any lawful purpose or purposes not expressly prohibited under the Code, including any purpose described by 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 evangelize through witnessing to the unsaved locally, statewide, nationally, and worldwide.
- (c) To encourage and assist in the worship of God the Father, the Son, and the Holy Spirit.
- (d) To ordain, license, 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.
- (e) To collect and disburse any and all necessary funds for the maintenance of said Church, the care of its members, and the accomplishment of its purpose within the State of Texas and elsewhere.
- (f) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- (g) This Church is also organized to: promote, encourage, and foster any other similar religious, charitable, and educational activities; 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 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, as determined by the Board of Elders. 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

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 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 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; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

(b) In the event this Church is in any one (1) year a “private foundation” as defined by Section 509(a) of the Internal Revenue Code of 1986, 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; 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; (ii) retaining any “excess business holdings” as defined by Section 4943(c) of the Internal Revenue Code of 1986; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986; or (iv) making a taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.

(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 6 MEMBERSHIP

6.01 Authority.

As set forth in Article 7 of these Bylaws, the corporate governance of the Church is solely vested in the Board of Elders. As set forth in Article 7.01 and Article 8B.01 of these Bylaws, plenary power to oversee the spiritual affairs is vested with the Board of Elders, and the day-to-day operations of the Church are vested with the Executive Pastor. The Board of Elders shall establish the qualifications and termination, dismissal, and restoration guidelines for the Church's membership.

6.02 Classification.

The Church shall have two classes of membership (collectively, generally, "member" or "members").

(a) *Full Membership.* Full membership in this Church shall consist of all persons who have met the membership qualifications set forth in Article 6.03 herein, are approved for membership, and are listed on the membership roll (hereafter referred to as "Full Members"). Full members shall have all the rights, privileges, and responsibilities of a member of the Church.

(b) *Affiliate Membership.*

Those Christians who are temporary residents, college students, or members of other denominations who desire to enter into the fellowship of the Church and will support the objectives of the Church may pursue the designation of Affiliate Members. Upon completing the membership class and receiving approval from the ministry team leader, Affiliate Members may serve in volunteer leadership positions.

6.03 Qualifications for Full Membership.

A person shall become a Full Member in the Church in any of the following ways and upon completion of the Church's membership class, ensuring that he/she understands the Church's mission, beliefs, and expectations:

(a) By *profession of faith* in Jesus Christ as Savior and identifying with Him in baptism by immersion. Profession of faith in Jesus Christ involves the personal conviction of sin and the need for forgiveness, repentance, asking Christ for forgiveness, and receiving Christ as personal Savior and Lord.

(b) By way of transfer of membership through a *letter of good standing* from another Baptist church of like faith.

(c) By *statement of personal faith* in Christ, coming as a Christian from another denomination, having already been baptized by immersion.

(d) By *restoration from dismissal* as a result of Church discipline, upon evidence of his/her repentance and reformation presented to the Board of Elders as set forth in Article 6.09 herein.

6.04 Rights and Responsibilities of Members.

(a) *Responsibilities.* All Members are expected to live in accordance with biblical teachings, regularly attend worship services and Church gatherings, use their spiritual gifts to serve in ministry, give financially

to support the Church's mission, extend hospitality and love to others, remain accountable to Church leadership, and, for Full Members, participate in votes of affirmation.

(b) *Participation and Volunteerism.* Every Members may actively participate in Church business meetings. Additionally, a Member may serve in a teaching and/or leadership position within the Church, subject to approval by the ministry leader.

(c) *Voting.* **Full** Members may vote on major Church issues, including:

- (i) Purchase or sale of real property owned by the Church
- (ii) Issuance of debt obligations or non-budgeted capital expenditures in excess of \$150,000.00
- (iii) Annual budget
- (iv) Joining with or acquiring another church or a combination of churches
- (v) Dissolving the Church
- (vi) Selection of Senior Pastor and Called Ministers

(d) *Feedback.* The Board of Elders may periodically seek the Church Membership's input on various matters to obtain their feedback and/or seek their support.

6.05 Conflict Resolution.

Conflicts are inevitable in any church and shall be handled biblically in accordance with Matthew 18:15-17 with love, humility, and a commitment to unity through the following steps:

(a) When a Member has a conflict with another Member, he/she shall first try to resolve the issue privately to avoid unnecessary embarrassment or escalation; then,

(b) If the issue remains unresolved, the Member shall take one or two others (hereafter referred to as "Witnesses") along to help resolve the issue; then,

(c) If the conflict persists, the issue shall be brought before the Board of Elders by the member submitting a written request to be placed on the agenda for the next Board of Elders meeting. In advance of the meeting, the member shall provide the Board of Elders with the following:

- (i) a written summary of the member's concerns; and
- (ii) a list of the steps taken by the member to resolve the issue; and
- (iii) a list of witnesses the member plans to present.

(d) If the member rejects the advice/direction of the Board of Elders, he/she shall be regarded as outside of the fellowship of the Church, and his/her Membership may be revoked by the Board of Elders. This step signifies a break in fellowship with the unrepentant individual, acknowledging that he/she is no longer in right standing with the community.

6.06 Members' Grievance Process with a Church Staff Member.

(a) When a Member has a conflict with a Church staff member, he/she shall first try to resolve the issue privately to avoid unnecessary embarrassment or escalation; then,

(b) If the issue remains unresolved, the Member shall take one or two others (hereafter referred to as “Witnesses”) along to help resolve the issue; then,

(c) The Member should take the issue to the Executive Pastor for resolution; then,

(d) If the conflict persists, the issue shall be brought before the Board of Elders by the member submitting a written request to be placed on the agenda for the next Board of Elders meeting. In advance of the meeting, the member shall provide the Board of Elders with the following:

- (i) written summary of the member’s concerns; and
- (ii) a list of the steps taken by the member to resolve the issue; and
- (iii) a list of witnesses the member plans to present.

(e) If the Member rejects the advice/direction of the Board of Elders, he/she shall be regarded as outside of the fellowship of the Church, and his/her Membership may be revoked by the Board of Elders. This step signifies a break in fellowship with the unrepentant individual, acknowledging that he/she is no longer in right standing with the community.

(f) Any corrective action regarding a staff member shall be in accordance with Article 8C of these Bylaws.

6.07 Members’ Grievance Process with an Elder.

If a concern arises between a member and an Elder, it shall be addressed in accordance with Matthew 18:15-17 and 1 Timothy 5:19-20, which outline a biblical process for reconciliation and accountability. Throughout the process, the member and the Elder shall maintain confidentiality to prevent the spread of gossip, division, or defamation.

(a) The member shall respectfully approach the Elder and discuss the issue of concern outside the hours of Church programming.

(b) If the issue remains unresolved, the member shall invite two or more members (hereafter referred to as “Witnesses”) to discuss the issue again with the Elder.

(c) If the issue remains unresolved (no less than two weeks after the last discussion with the Witnesses), the member may submit a written request to be placed on the agenda for the next Board of Elders meeting to discuss the issue. In advance of the meeting, the member shall provide the Board of Elders with the following:

- (i) a written summary of the member’s concerns; and
- (ii) a list of the steps taken by the member to resolve the issue; and
- (iii) a list of Witnesses the member plans to present.

(d) During the meeting, the Board of Elders (excluding the Elder in question) shall hear from the member and any accompanying Witnesses before discussing the issue.

(e) After the members have left the meeting, the Board of Elders shall invite the Elder in question into the meeting to provide an account of the accusation and explain the steps taken to address the concern.

(f) After the Board of Elders has reached a consensus, they shall immediately communicate their decision to the member and meet with the Elder in question to explain their decision. The decision or direction of the Board of Elders shall be final and binding upon the Church.

(g) Upon determining that the Elder's actions warrant public admonishment or removal, the Chairman of the Board of Elders shall take appropriate action as soon as practicable. This action shall occur at the next gathering of a significant portion of the Church Members (*e.g.*, Sunday Service, Business Meeting).

6.08 Termination of Membership.

A person's Membership in the Church may be terminated under the following circumstances:

- (a) *Death* of the Member.
- (b) *Transfer of membership* through a letter of request from another Baptist church.
- (c) *Revocation* by action of the Board of Elders.
- (d) *Erasure* upon request or reasonable evidence of membership in another church.

6.09 Restoration of Membership.

Any person previously excluded may request restoration. If the person seeks restoration, he/she shall:

- (a) acknowledge his/her actions, and
- (b) demonstrate genuine repentance, and
- (c) submit to the Board of Elders for evaluation of his/her spiritual growth and commitment.

The decision to reinstate a Member shall be at the sole and final discretion of the Board of Elders.

ARTICLE 7
MANAGEMENT OF THE CHURCH
BOARD OF ELDERS

7.01 Management.

Power to manage and govern the affairs of the Church is vested in the Board of Elders of the Church. The term “Board of Elders” (or “Elders” as applicable) shall mean the “board of directors” as required by the Code. For the avoidance of doubt, only active Elders (as defined in and by the Board of Elders’ sole and final discretion) shall serve on the Board of Elders.

7.02 Composition and Structure of Elders.

(a) The term “Elders” refers to the group of men appointed to active Elder status to oversee the Church under Christ, the chief Shepherd. These men serve in various capacities, including Vocational Elders (staff Elders) and Lay Elders (members of the congregation not employed by the Church).

(b) The Elders shall elect from the Church’s Lay Elders a Chairman and a Vice Chairman. The Board of Elders shall elect other officers as necessary to conduct the business of the Board of Elders.

(c) The Vocational Elder members shall include the Senior Pastor and the Executive Pastor.

(d) The Elders may, at their sole discretion, appoint a third Vocational Elder from the staff as needed.

(e) An Elder’s status may be classified as active, inactive, or emeritus as defined and determined by the Board of Elders in the Board of Elders’ sole and final discretion.

3. Qualifications of Elders.

(a) Lay Elders shall be members of the Church for a minimum of three years.

(b) The minimum qualifications for an Elder shall not be less than those listed in 1 Timothy 3:1-7 and Titus 1:6-9. Elders are men whom God calls to their task. Therefore, there should be a strong, inward compulsion or desire to shepherd, which consists of teaching, feeding, caring for, and protecting the flock.

(c) One of the primary qualifications for Elders is the ability to teach the Bible. An Elder shall be:

- (i) Skilled to teach the Bible and exhort in sound doctrine (1 Timothy 3:2; Acts 20:20; Ephesians 4:11; Titus 1:9).
- (ii) Able to silence rebellious men, empty talkers, and deceivers (Titus 1:10-11).
- (iii) Able to refute those who contradict sound Bible doctrine (Titus 1:9).

(d) In addition to the qualifications given in Scripture, an Elder shall be a member who fully affirms the Church’s Statement of Faith, Membership Covenant, and Bylaws; is faithful in stewardship, including personal finances; and respected in the Church and the broader community.

(e) Only staff pastors who have been ordained and faithfully served under that ordination for a season determined by the Elders are eligible to serve as Vocational Elders.

7.04 Number of Elders.

There shall at all times be a plurality of Elders (Acts 14:23; Philippians 1:1). The desired minimum number of active Elders is seven (7) persons. However, the Board of Elders shall consist of at least three (3) persons as required by the Code, but shall not consist of more than nine (9) persons. At all times, the Church shall have a majority of active Elders who are Lay Elders. If, for any reason, the number of Staff Elders is equal to or greater than the number of Lay Elders, the Elders shall reinstate inactive Lay Elders or seek new Lay Elders as soon as possible, pursuant to the procedure described in Article 7.06 herein. However, the Elders are not prohibited from taking action or voting during the interim period when the number of Staff Elders is equal to or greater than Lay Elders.

7.05 Term of Elders.

Once a man is appointed as a Lay Elder by the Board of Elders, he is expected to actively serve in this capacity for a six-year (6-year) term. After serving for a term of six years, each Lay Elder shall take a minimum of a one-year (1-year) sabbatical from active service. Following the sabbatical, the active Elders may reactivate the inactive Lay Elder.

7.06 Powers.

The Board of Elders 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 Board of Elders. The Board of Elders shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Board of Elders shall be responsible for the acquisition and disposition of Church property, which includes the management of its financial resources. The Board of Elders shall have the power to buy, sell, mortgage, pledge, or encumber any property of the Church and incur related indebtedness, subject to any limitations set forth in these Bylaws.

7.07 Selection and Affirmation.

(a) The Elder selection and training process shall occur at a minimum of each odd-numbered year to develop a reserve of additional candidates, ready to serve, when called, which will allow for the maintenance of at least seven Elders. Church members are encouraged to submit the names of candidates on an ongoing basis, irrespective of the timing of the most recent or next Elder selection process.

(b) The Elders shall make recommendations for and receive recommendations from the Church members for Elder candidates. Elders may appoint an Advisory Team composed of Elders and qualified others to vet Elder candidates and report its findings to the Elders. The Elders shall qualify the candidate according to the Biblical criteria for Elders, simultaneously acting as ordination council for the candidate (questioning and challenging the candidate as one seeking ordination to the pastoral ministry of the Gospel). A man shall be appointed as an Elder candidate by a unanimous vote of the Elders after he has been tested and proven to meet the qualifications stated above. The Elders shall have the sole authority to bring (or withdraw) Elder candidates to (or from) the congregation for affirmation.

(c) The name(s) of the proposed Elder candidate(s) to be affirmed by the Church, along with the date and time of the affirmation vote, shall be announced at a Public Worship Meeting at least thirty (30) days in advance of the affirmation vote. The affirmation vote shall take place at a Regular Worship Service or called Church Meeting, with the date and time to be determined by the Elders in compliance with the foregoing requirements.

(d) During the thirty-day (30-day) period, Church members shall evaluate Elder candidates according to Biblical qualifications and shall individually have an opportunity to submit questions, comments, and concerns about any Elder candidate confidentially to the Elders in writing, which will be considered by the Elders on a case-by-case basis.

(e) After the thirty-day (30-day) period allowing for congregational input, the Elders shall present the Elder candidates during a Regular Worship Service or called Church Meeting, and allow each Elder candidate to give their testimony. The procedure for the vote of affirmation is as follows:

- (i) There shall be no questions or discussion at this time.
- (ii) Church members shall vote by ballot to affirm the Elder candidates. Upon a two-thirds (2/3) affirmative vote by the attending Church members in good standing, an Elder candidate shall be affirmed as an Elder.
- (iii) An Elder's service shall be effectuated upon his ordination.

7.08 Vacancies.

Any vacancy occurring in the Board of Elders, and any Elder position to be filled due to an increase in the number of Elders, shall be filled by the Board of Elders. A vacancy is filled by the affirmative two-thirds (2/3) majority vote of the remaining Elders, even if it is less than a quorum of the Elders, or if it is a sole Elder. A person so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office through the selection process set forth in Article 7.07 of these Bylaws.

7.09 Meetings.

Regular or special meetings of the Board of Elders may be held either within or outside the State of Texas, but shall be held at the Church's principal office 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 Elders, 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 remote communication technology, as long as all Elders participating in the meeting can communicate concurrently with each other. All Elders shall be deemed to be present in person at a Board of Elders meeting conducted in accordance with the foregoing sentence. A regular meeting of the Board of Elders shall occur at least annually.

(a) *Regular Meetings.* Regular meetings of the Board of Elders shall be held at a time and in a location the Board of Elders deems appropriate, and the Board of Elders is required to meet at least once per month. Any meeting may be held via telephone conference or similar communication equipment, provided all of the Elders participating in the meeting can hear one another. All Elders participating electronically shall be deemed present at such meetings.

(b) *Special Meetings.* A special meeting of the Board of Elders may be called by the Chairman of the Board of Elders or any three (3) members of the Board of Elders.

(c) *Notice of Special Meetings.*

(1) Manner of Giving. Notice of the date, time, and place of special meetings shall be given to each Elder by one (1) of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage paid; (c) by telephone communication, either directly to the Elder or to a person at the Elder's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Elder; (d) by telecopy to the Elder's office or home; (e) by electronic mail ("e-mail"); or (f) a Church-authorized platform, software, or application (e.g., Google Chat) from an Elder or officer in a message with the subject "Notice of Special Meeting."

(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, telecopy, e-mail, or a Church-authorized platform, software, or application (e.g., Google Chat) shall be delivered, telephoned, faxed, or e-mailed to the Elder 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. 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 Elder at a meeting shall constitute waiver of notice of such meeting, except where the Elder attends a meeting for the express purpose of objecting that the meeting is not properly called.

7.10 Action Without Meeting.

Any action required or permitted to be taken by the Board of Elders may be taken without a meeting if *all* of the Elders, 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.

7.11 Quorum.

A majority (at least fifty percent (50%)) of the number of Elders then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Elders. The Elders present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Elders 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 Elders in attendance required to constitute a quorum. If a quorum is not present at any time during a meeting, a majority of the Elders present may adjourn and reconvene the meeting one (1) time without further notice.

7.12 Proxies.

Voting by proxy is prohibited.

7.13 Duties and Responsibilities of Elders.

Elders are to lead the Church to fulfill its purpose as directed by Scripture, The Church's Mission, Vision, and Core Values. Elders 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. In fulfilling the Church's purpose, the Elders may receive counsel and recommendations from appropriate staff, Ministry Support Teams, or Advisory Teams. The Elders may delegate the implementation of specific tasks to others as they deem appropriate.

Elders 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.

Elders' responsibilities may include, but are not limited to:

(a) Teach the Church from the authority of the Bible. Discern and direct how the Church is to glorify God in carrying out the mission of Jesus to make disciples of all nations by teaching them the commands of Christ. (Acts 20:20,27; 1 Timothy 3:2, 5:17; Titus 1:9; Matthew 28:19-20).

(b) Provide general oversight of the Church, Deacons, staff, ministries, finances, and property, holding all accountable to the Word of God and the mission of the Church (Acts 15-16:4; Acts 20:28; Hebrews 13:17; 1 Thessalonians 5:12-13).

(c) Protect the Church from false teaching and wrong doctrine (Acts 20:28-29) and maintain the doctrinal and theological statements and integrity of the Church. This includes authority over filling the pulpit in the Senior Pastor's temporary absence or permanent departure and over the ministry of Bible teaching/preaching (Acts 15; Ephesians 4:11-16; 2 Timothy 3:16).

(d) Equip the Church by assessing members' overall spiritual health and developing general strategies to present every member complete in Christ (Ephesians 4:11-16; Colossians 1:28; Acts 20:28; 1 Peter 5:2).

(e) Model godliness to the Church (1 Timothy 3:1-7).

(f) Provide for the orderly functioning of the Church (Titus 1:5; Acts 6:1-6).

(g) Oversee Church property on behalf of the Church and develop general plans to provide for personnel, property, and financial needs of the Church. The Elders may delegate implementation of the plans and stewardship of the resources as they determine necessary (1 Timothy 5:17).

(h) Accept recommendations for Elders, Deacons, and ministry staff candidates; qualify and select such candidates (to be approved or affirmed by the congregation as set forth in Article 7 of these Bylaws); oversee ordination of Elders and Deacons; and oversee ordination of qualified ministry staff to the Ministry of the Gospel (Acts 6:3; Titus 1:5).

(i) Oversee matters of Church discipline (Acts 20:28; Titus 1:9-16; Matthew 18:15-17)

(j) Oversee the search process when a vacancy arises within the ministerial staff, pursuant to Article 8C.04 of these Bylaws.

- (k) Present major decisions to Church membership in accordance with Article 6.04(c) herein..

7.14 Delegation of Duties.

The Board of Elders 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. Elders have no personal liability for actions taken or omitted by the advisor if the Board of Elders acts in good faith and with ordinary care in selecting the advisor. The Board of Elders may remove or replace the advisor, with or without cause.

7.15 Interested Parties.

Pursuant to the Code and the provisions of Article 12 of these Bylaws, a contract or transaction between the Church and an Elder of the Church is not automatically void or voidable simply because the Elder has a financial interest in the contract or transaction.

7.16 Actions of the Board of Elders.

The Board of Elders shall try to act by consensus. However, the vote equal to or greater than seventy-five percent (75%) of the Elders present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Elders unless the act of a greater number is required by law or these Bylaws. An Elder 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 Board of Elders. Elders may not be present by proxy.

7.17 No Compensation.

Elders shall not receive salaries or compensation for their services to the Board of Elders. The Board of Elders may adopt a resolution providing for payment to Elders for expenses of attendance, if any, at a meeting of the Board of Elders. An Elder may serve the Church in any other capacity and receive reasonable compensation for those services.

7.18 Resignation and/or Removal of Elders.

The resignation and/or removal process of an Elder on the Board of Elders is as follows:

(a) To resign, an active Elder shall notify, in writing, the officers of the Elders. Such officers shall notify the remaining Elders and the congregation. A vacancy in the Elders shall be filled only in the manner prescribed in these Bylaws.

(b) Any Elder may be removed from the office of Elder by a vote of the remaining active Elders for a valid cause. Elders or Church members may bring specific charges against an Elder to the Elders, consistent with the standards set in Scripture (1 Timothy 5:19), in accordance with Article 6.07 of these Bylaws.

(c) A written notice of the proposed removal of any Elder shall be given to such Elder at least ten (10) days prior to the meeting at which an action to effectuate such removal is to be taken to ensure that the Elder is given a reasonable opportunity to defend himself.

(d) Elders shall only consider an accusation against an Elder based on two or three eyewitnesses (1 Timothy 5:19). The Elders will vote to either receive the accusation and move to final determination or reject the accusation. The accused Elder has the prerogative to answer his accusers (where permitted by law) or to be heard privately by the Elders. The Elders will meet privately to discuss and vote on his removal and/or restoration, but the accused Elder shall not be present during the discussion and vote. Such removal shall take place only upon and after a vote of all active Elders (with the exception of the accused Elder).

(e) The vote to remove an Elder shall be scheduled as a meeting with a single-item agenda.

(f) To the extent necessary, the Chairman of the Elders may make a statement to the congregation or affected parties.

(g) Notwithstanding the foregoing, a Staff Elder who voluntarily or involuntarily leaves the employment of the Church is deemed to have resigned as an Elder effective upon the last day of his employment unless the remaining Elders determine otherwise.

7.19 Church Polity.

Unless otherwise outlined in these Bylaws, the highest authority of the Church shall be the Board of Elders. The Board of Elders shall be the express and final arbiter of Church polity, religious doctrine, and 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 Board of Elders shall use the standards of: (a) the best spiritual, financial, and operating interests of the Church in light of the Holy Bible and the Church's tenets of faith; and (b) the furtherance of the religious purposes of the Church as discerned by the Board of Elders according to the teachings of the Holy Bible. Any final decision by the Board of Elders under this Article 7.19 is final.

7.20 Church Questions.

Unless otherwise outlined in these Bylaws, in any case where a question arises regarding Church polity, Christian doctrine, or Church 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 Board of Elders shall decide such question by two-thirds (2/3) majority vote. Any final decision by the Board of Elders under this Article 7.20 is final.

7.21 Church Disruptions.

Unless otherwise outlined in these Bylaws, any person deemed by the Board of Elders, Senior Pastor, Executive Pastor, or an authorized party as approved by the Board of Elders, Senior Pastor, or Executive Pastor, 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 Elder, Employee, or Volunteer shall incur any liability for acting in good faith in the interests of the Church pursuant to this Article 7.21.

Consistent with this Article 7.21 and for the avoidance of doubt, the Church's "Security Team" (as authorized by the Board of Elders) shall have the authority to perform the Security Team's security and safety role in protecting the Church and Church property from disruption according to any applicable Church policy, procedure, or process. Accordingly, the Security Team is hereby authorized to utilize the Security Team's reasonable judgment, based on the facts and circumstances of each Church situation, to remove any person from the Church deemed by the Security Team to be a person causing, participating, instigating, or otherwise engaging in a disruption at the Church.

7.22 Reserved (for Future Procedural Items).

[Reserved.]

7.23 Licensing and Ordination of Ministers.

(a) The Church may make provisions to license or ordain qualified candidates. Any individual wishing to obtain licensure or ordination shall apply to the Board of Elders of the Church. The Board of Elders shall establish requirements for licensure and ordination.

An ordination or licensure from the Church shall endow the minister with the full ecclesiastical powers accorded to ordained or licensed ministers by the State of Texas and by other comparable church denominations.

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 gift to the needs of the Church.

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

ARTICLE 7A DEACONS

7A.01 Composition and Structure of Deacons.

Deacons are appointed servants of the Church, assisting the Senior Pastor and the Board of Elders in their pastoral responsibilities. Their primary focus is to address the physical needs of Church members, enabling the Board of Elders to dedicate more time to prayer and the ministry of the Word. As a servant, a deacon typically recruits other Church members to join them in meeting specific tasks, engaging, encouraging, modeling, and motivating them to do good works. The role of deacon is one of service and honor through ministry, not authority or position. (*Acts 6:1-7; 1 Timothy 3:8-13*).

- (a) *Officers.* Deacons shall elect a Chairman, Vice-Chairman, and Secretary for one-year (1-year) terms.
- (b) *Officer Vacancies.* Vacancies shall be filled by a majority vote of the Deacon Body.
- (c) *Leadership.* The Chairman shall organize deacon ministry teams and temporary work groups.
- (d) *Status.* A Deacon's status may be classified as active, inactive, or emeritus.

7A.02 Qualifications of Deacons.

- (a) Members shall be eligible to serve as a Deacon following three (3) years of Church membership.
 - (i) Exceptions, based on previous service at other churches, may be granted on a case-by-case basis by the members of the Deacon leadership team.
 - (ii) Previous service as an ordained deacon shall reduce this requirement to one (1) year.
- (b) Candidates must also meet the following scriptural qualifications:
 - (i) *Spirit-filled and full of wisdom (Acts 6:3).* Deacons should exhibit the guidance of the Holy Spirit in their actions, decisions, and interactions with others. Wisdom is essential in addressing the diverse needs of the congregation.
 - (ii) *Blameless, above reproach, and respected (1 Timothy 3:8).* Deacons must have a reputation that reflects the integrity of the Gospel.
 - (iii) *Temperate, self-controlled, not given to excess (1 Timothy 3:8).* A deacon should demonstrate emotional and behavioral control, avoiding actions or habits that could tarnish their testimony.

- (iv) *Not greedy for money (1 Timothy 3:8).* Deacons should be free from materialism, not driven by a love for money, and act in a manner that promotes financial integrity.
- (v) *Husband of one wife, pure, moral (1 Timothy 3:12).* Married Deacons should have a strong, biblical marriage relationship, upholding the sanctity of marriage as a reflection of Christ's relationship with the Church. This Article 7A.02(b)(v) does not preclude single, widowed, or divorced Members from seeking to serve as a Deacon.
- (vi) *Manages his household well, with children in submission (1 Timothy 3:12).* The home life of a deacon is an indicator of their leadership capacity. A deacon should be a godly leader in their home before leading others.
- (vii) *Not given to much wine or addictions (1 Timothy 3:8).* Deacons should demonstrate self-control in all areas, especially regarding substances that may impair judgment or spiritual wellness.

7A.03 Selection and Ordination of Deacons.

- (a) *Nomination.* Any Church member may nominate a candidate(s) to serve as a Deacon(s). *Scripture Reference:* Acts 6:3 – “Brothers, pick out from among you seven men of good repute, full of the Spirit and wisdom.”
- (b) *Verification.* Deacon Candidates shall be interviewed and vetted by a Deacon leadership team according to the guidelines outlined in the Deacon Handbook.
- (c) *Approval.* The Deacon Body shall submit to the Elders all deacon candidates they have verified meet scriptural qualifications, following the process outlined in the Deacon Handbook. *Scripture Reference:* 1 Timothy 3:10 – “Let them also be tested first, then let them serve as deacons if they prove themselves blameless.”
- (d) *Affirmation.* Elders shall review the candidates and submit them to the congregation for affirmation. *Scripture Reference:* Acts 6:6 – “These they set before the apostles, and they prayed and laid their hands on them.”
- (e) *Ordination.* Deacons who have not been previously ordained by a church of like faith shall be ordained following the Church's established process, based on 1 Timothy 4:14, where the laying on of hands is a sign of commissioning and ordination.

7A.04 Service, Training, and Continuing Education of Deacons.

- (a) The Chair of the Deacon Body shall be responsible for initial and continuing education for all Deacons in accordance with the Deacon Handbook.
- (b) Deacons shall voluntarily reaffirm their commitment to serve for the upcoming calendar year no later than December 15th of each calendar year.
- (c) Each Deacon shall participate in a Spiritual Wellness Review with the Deacon leadership team every third (3rd) year of service.

7A.05 Resignation and/or Removal.

(a) Any Deacon may be removed from the office of Deacon by a vote of the active Elders for a valid cause.

(b) To resign, an active Deacon shall notify, in writing, the chairman of the Deacon Body to request inactive or emeritus status.

ARTICLE 8 OFFICERS

8.01 Officer Positions.

Consistent with the requirements of nonprofits in the State of Texas, the Board of Elders shall designate from the Church membership a President, Secretary, and Treasurer. The Board of Elders shall define the authority and duties of each officer position, may create additional officer positions, and appoint persons to fill the positions.

8.02 Election and Term of Office.

All officers of the Church shall be elected by the Board of Elders by a two-thirds (2/3) majority vote of the Board of Elders. The term of office of all officers shall be three (3) years unless otherwise prescribed in these Bylaws; however, such officers may serve consecutive terms without limitation.

8.03 President.

The President of the Church shall serve as the moderator of the annual business meeting. In the absence of the President, the Board of Elders shall appoint an Elder to serve as Moderator.

8.04 Treasurer.

The Treasurer shall have the financial background necessary to understand proper accounting procedures. The Treasurer shall work with the Finance staff to assist the Board of Elders in providing oversight of the Church's finances and may attend Board of Elders meetings as needed. Working with the Finance staff, the Treasurer shall be responsible for ensuring that Church financial audits are completed and their reports are communicated and considered by the Board of Elders in a timely manner. At the discretion of the Board of Elders, the Treasurer may have check signing authority.

8.05 Secretary.

The Secretary of the Church shall take minutes of the annual business meeting and submit them to the Board of Elders as part of the corporate records.

8.06 Removal of Officers.

Any Church officers may be removed, with or without cause, by a two-thirds (2/3) majority vote of the Board of Elders (excluding the applicable officer who is the subject of the removal action if such officer is also an Elder).

8.07 Resignation of Officers.

Any officer may resign at any time by giving written notice to the Board of Elders. 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.

8.08 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 8A SENIOR PASTOR

8A.01 Senior Pastor Requirements.

The Senior Pastor is entrusted with shepherding the Church, preaching the Word, and leading the congregation in spiritual growth. This Article 8A outlines the qualifications, responsibilities, and tenure expectations for the Senior Pastor.

8A.02 Qualifications.

(a) *Biblical Character.* The Senior Pastor shall meet the biblical qualifications outlined in 1 Timothy 3:1-7 and Titus 1:5-9.

(b) *Doctrinal Soundness.* The Senior Pastor shall adhere to and ensure the teaching of sound biblical doctrine throughout the Church's ministries.

(i) Shall affirm the Church's doctrinal statement, including the Baptist Faith & Message.

(ii) Shall be capable of effectively preaching, teaching, and applying God's Word.

(c) *Calling, Competence, Commitment.* The Senior Pastor shall demonstrate a clear calling to pastoral ministry.

(i) Shall possess formal seminary education and/or significant pastoral experience.

(ii) Shall exhibit strong leadership, shepherding, and discipleship skills.

(iii) Shall show evidence of a fruitful ministry and the ability to lead and nurture the congregation effectively.

(iv) Shall commit to supporting the Southern Baptist Convention Cooperative Program.

8A.03 Responsibilities.

The Senior Pastor shall provide spiritual leadership for the Church. Key areas of responsibility include, but are not limited to, the following:

(a) *Preaching & Teaching.*

(i) Preach the Word of God with clarity, faithfulness, and conviction.

(ii) Ensure that all preaching and teaching within the Church remains doctrinally sound and

aligned with biblical truth.

(b) *Pastoral Care.*

- (i) Shepherd the congregation through counseling, prayer, and pastoral ministries.
- (ii) Provide for the spiritual guidance, encouragement, and support to individuals and families within the Church.
- (iii) Ensure that pastoral care is available to all Church members.

(c) *Spiritual Leadership.*

- (i) Provide leadership in creating, shaping, and communicating the Church's vision in alignment with its mission and biblical values.
- (ii) Collaborate with elders, deacons, and other leaders to advance and promote the Church's mission and vision.
- (iii) Serve as an Elder of the Church.
- (iv) Mentor and develop pastoral staff by fostering growth in character, competency, and calling.

(d) *Evangelism & Discipleship.*

- (i) Lead the Church in evangelism, outreach, and community engagement.
- (ii) Promote and cultivate discipleship and spiritual growth throughout the Church.

8A.04 Selection and Term of Service.

(a) The Senior Pastor shall be affirmed by the congregation through a thorough and prayerful selection process led by the Elders.

(b) The Senior Pastor shall continue to serve as long as he meets the biblical qualifications, demonstrates effectiveness in ministry, and maintains alignment with the Church's mission and values.

8A.05 Evaluation and Accountability.

(a) The Senior Pastor shall be accountable to the Elders.

(b) The Elders shall regularly review the performance of the Senior Pastor, related to biblical integrity, sound doctrine, and faithful pastoral leadership.

(c) Review of the Senior Pastor by the Elders shall occur at least annually.

8A.06 Resignation and/or Removal.

(a) *Resignation.* The Senior Pastor may voluntarily resign by providing thirty (30) days' written notice to the Elders.

(b) *Removal.* The Elders may remove the Senior Pastor for reasons that include, but are not limited to:

- (i) Moral failure.
- (ii) Departure from sound doctrine.
- (iii) Inability to fulfill the duties of pastoral leadership.
- (iv) Any other valid reason as determined by the Elders.

8A.07 Retirement and Transition.

(a) A Senior Pastor planning to retire shall provide ample notice to ensure a smooth and well-planned transition.

(b) A succession plan shall be developed in collaboration with the Elders to ensure the Church's stability and continuity of leadership.

(c) The retiring pastor may serve in an advisory capacity during the transition period if deemed appropriate by the Elders.

ARTICLE 8B EXECUTIVE PASTOR

8B.01 Executive Pastor Requirements.

The Executive Pastor serves as a key leader in the Church, overseeing the daily operations, administration, and strategic initiatives of the Church. This role ensures the effective implementation of the Church's vision and mission while providing leadership to staff, ministries, and operational functions.

8B.02 Qualifications.

(a) *Biblical Character.* The Executive Pastor shall meet the biblical qualifications outlined in 1 Timothy 3:1-7 and Titus 1:5-9.

(b) *Doctrinal Soundness.* The Executive Pastor shall adhere to and ensure the teaching of sound biblical doctrine throughout the Church's ministries.

- (i) Shall affirm the Church's doctrinal statement, including the Baptist Faith & Message.
- (ii) Shall be capable of effectively preaching, teaching, and applying God's Word.
- (iii) Shall commit to supporting the Southern Baptist Convention Cooperative Program.

(c) *Calling, Competence, Commitment.* The Executive Pastor shall demonstrate a clear calling to pastoral ministry and Church administration.

- (i) Shall possess formal seminary education and/or significant pastoral experience.
- (ii) Shall exhibit strong mentoring/discipling and shepherding skills.
- (iii) Shall show evidence of a fruitful ministry and the ability to lead and nurture the Church staff and congregation effectively.
- (iv) Shall have proven experience in church administration, staff management, strategic planning, and organizational leadership.

8B.03 Responsibilities.

The Executive Pastor shall provide spiritual leadership for the Church. Key areas of responsibility include, but are not limited to, the following:

(a) *Leadership & Vision Implementation.*

- (i) Partner with Elders to implement and execute the Church's vision and mission.
- (ii) Oversee Church-wide strategic planning and ministry alignment with the Church's vision and mission.
- (iii) Provide leadership to staff, deacons, ministry leaders, and volunteers.

(b) *Church Operations & Administration.*

- (i) Oversee the Church's finances, budgeting, and stewardship strategies in coordination with the Elders.
- (ii) Supervise the Church staff and ensure effective personnel management, hiring, and staff development.
- (iii) Oversee facilities, technology, and operations, ensuring Church resources are used effectively.
- (iv) Oversee the development and implementation of policies and procedures that support ministry effectiveness and accountability.

8B.04 Selection and Term of Service.

(a) The Executive Pastor shall be affirmed by the congregation through a thorough and prayerful selection process led by the Elders.

(b) The Executive Pastor shall continue to serve as long as he meets the biblical qualifications, demonstrates effectiveness in ministry, and maintains alignment with the Church's mission and values.

8B.05 Evaluation and Accountability.

- (a) The Executive Pastor shall be accountable to the Elders.

(b) The Elders shall regularly review the performance of the Executive Pastor, related to administrative and organizational leadership, and the faithful execution of his role and responsibilities (as defined in Article 8B.02 herein).

(c) Review of the Executive Pastor by the Elders shall occur at least annually.

8B.06 Resignation and/or Removal.

(a) *Resignation.* The Executive Pastor may voluntarily resign by providing thirty (30) days' written notice to the Elders.

(b) *Removal.* The Elders may remove the Executive Pastor for reasons that include, but are not limited to:

- (i) Moral failure.
- (iv) Departure from sound doctrine.
- (ii) Inability to fulfill the duties of the position.
- (iv) Any other valid reason as determined by the Elders.

8B.07 Retirement and Transition.

(a) An Executive Pastor planning to retire shall provide ample notice to ensure a smooth and well-planned transition.

(b) A succession plan shall be developed in collaboration with the Elders to ensure the Church's stability and continuity of leadership.

(c) The retiring pastor may serve in an advisory capacity during the transition period if deemed appropriate by the Elders.

ARTICLE 8C
MINISTERIAL STAFF AND NON-MINISTERIAL STAFF

8C.01 Ministerial Staff.

The Church's Ministerial Staff shall be comprised of vocational pastors and ministers as determined by the Elders.

8C.02 Qualifications.

The Elders shall determine the qualifications for each ministerial position.

8C.03 Responsibilities.

The Elders shall determine the responsibilities and job description for each ministerial position.

8C.04 Selection and Term of Service.

(a) The Elders shall approve and vet candidates for any other positions deemed necessary by the Elders for the proper functioning of the Church.

(b) The Elders may utilize search advisory teams, seek congregational input, and consider staff recommendations for the selection of the Church's ministerial staff.

(c) The Executive Pastor shall have day-to-day administrative oversight of ministry staff and shall oversee administrative staff in consultation with the Elders.

8C.05 Evaluation and Accountability.

The Church's Ministerial Staff shall be evaluated by and held accountable to the Elders.

8C.06 Resignation and/or Removal.

(i) *Resignation.* A member of The Church's Ministerial Staff may voluntarily resign by providing written notice to the Elders.

(ii) *Removal.* A member of the Church's Ministerial Staff may be removed at the discretion of the Elders.

8C.07 Non-Ministerial Staff.

The Church staff shall be composed of all persons employed by the Church except the ministerial staff and the Senior Pastor. The Church staff shall be employed or terminated by the action of the Executive Pastor.

ARTICLE 9 ADVISORY TEAMS

9.01 Overview.

Advisory Teams shall operate under the authority and at the discretion of the Board of Elders to gather information and analyze specific situations, events, or decision-making processes that require specialized skills and/or significant time. Tasks or analyses that may hinder the Board of Elders' ministry effectiveness due to their time demands may be delegated to Advisory Teams.

9.02 Qualifications.

Advisory Team members shall be members of the Church. Additional qualifications shall be determined based on the subject matter at hand.

9.03 Appointment Process.

The Board of Elders shall appoint and reappoint Advisory Team members as needed.

9.04 Advisory Team Duties.

The duties of Advisory Teams include, but are not necessarily limited to, the following:

- (a) Support the Board of Elders in matters requiring specific knowledge, experience, training, or certifications.
- (b) Research, review, and provide advice, counsel, or guidance to the Board of Elders on matters as requested.
- (b) Operate within the scope, tasks, and timeline provided by the Board of Elders at the commencement of the team's assignment.

9.05 Term of Service.

Advisory Team members shall serve for the duration of the assignment or the time period designated by the Board of Elders.

ARTICLE 9A MINISTRY SUPPORT TEAMS

9A.01 Overview.

The purpose of a Ministry Support Team is to assist the Ministry Leader in planning, executing, identifying resources, volunteer training & leadership development, curriculum, programming, and other issues necessary for the ministry to be successful.

9A.02 Qualifications.

Ministry Support Team members shall be members of the Church. Candidates for Ministry Support Teams should include volunteers showing commitment or passion for the ministry. Additional qualifications shall be determined by the Ministry Leader.

9A.03 Appointment Process.

Ministry Leaders shall appoint and reappoint Ministry Support Team members as needed.

9A.04 Ministry Support Team Duties.

Ministry Support Team members may assist the Ministry Leader in planning, executing, identifying resources, volunteer training & leadership development, curriculum, programming, and other issues necessary for the ministry to be successful. Ministry Support Team members shall serve under the direction of the Ministry Leader.

9A.05 Term of Service.

Ministry Support Team members shall serve at the pleasure of and for the duration designated by the Ministry Leaders.

ARTICLE 10 TRANSACTIONS OF THE CHURCH

10.01 Contracts and Legal Instruments.

Subject to Article 12 of these Bylaws, the Board of Elders may authorize an individual officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

10.02 Deposits.

All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Board of Elders approves for the Church.

10.03 Gifts.

The Board of Elders 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 Board of Elders 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.

10.04 Ownership 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 church 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; (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 one (1) 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, and are engaged in activities substantially similar to those of the Church; this distribution shall be done pursuant to a plan adopted by the Board of Elders; and (4) 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 Church 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.

10.05 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 two-thirds (2/3) vote of the Board of Elders. Real property of the Church may be sold, mortgaged, conveyed, transferred, or otherwise disbursed with the affirmative two-thirds (2/3) vote of the Board of Elders. Notwithstanding, any Church real property purchase or sale shall require: (i) an affirmative vote of two-thirds (2/3) of the Board of Elders; and (ii) an affirmative vote of two-thirds (2/3) of the Church membership at a specially called meeting for the specific real property purchase or sale matter.

10.06 Approval of Purchases.

Consistent with Article 6 and Article 7 of these Bylaws, the purchases of fixed assets in excess of \$10,000.00 shall be subject to the prior approval of the Board of Elders.

ARTICLE 11

WHISTLEBLOWER POLICY

11.01 Purpose.

The Church requires all of its Elders, directors, 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 Elder, director, officer, employee, or volunteer of the Church reasonably believes that the Church, by and through its Elders, directors, 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 Board of Elders of the Church. 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.

11.02 Procedure.

(a) *Reporting Responsibility.* It is the responsibility of all of the Church's Elders, directors, 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 Elder, director, 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 Elder, director, 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 Board of Elders. Elders are required to report suspected violations directly to the entire Board of Elders.

(d) *Accounting and Auditing Matters.* The Board of Elders shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Board of Elders 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 shall demonstrate 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 Elder to whom the complaint was made shall provide the complaint to the entire Board of Elders. The Board of Elders 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 Board of Elders shall receive a report on each complaint and a follow-up report on action taken.

(g) *Handling of Reported Violations.* The Elder 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 he or she has been retaliated against in violation of this Whistleblower Policy shall follow the same procedures as he or she did when he or she filed the original complaint.

11.03 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 shall 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 shall 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 shall 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 consequences. 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 stated in the Church's employment policy.

(d) *Malicious Allegations.* The Board of Elders recognizes that intentionally untruthful, malicious, erroneous, or harassing allegations would be damaging to the mission, integrity, and morale of the Church or 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 Church membership.

ARTICLE 12

CONFLICT OF INTEREST POLICY

12.01 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 Elder or officer of the Church or might result in a possible excess benefit transaction. This Conflict of Interest Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

12.02 Definitions.

(a) *Interested Person.* Any Elder, principal officer, or member of an Advisory Team with powers delegated by the Board of Elders 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.

12.03 Procedures.

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

(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 Board of Elders meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Elders 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 the Board of Elders 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 Board of Elders may, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Board of Elders 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 Board of Elders shall determine by a majority vote of the disinterested Elders 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 Conflict of Interest Policy.*

(1) If the Board of Elders 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 Board of Elders determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

12.04 Records of Proceedings.

The minutes of the Board of Elders 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 Board of Elders' 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.

12.05 Compensation.

- (a) A voting member of the Board of Elders 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 Board of Elders 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 13 INDEMNIFICATION

13.01 Indemnification

The Church may provide a trust fund, insurance, or other arrangement to effectuate this Article 13. As described herein, requests for indemnification shall not be unreasonably withheld.

(a) *Mandatory Indemnification.* To the maximum extent permitted by the 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 13.01(a) 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 Elder (either elected or ex-officio) or officer of the Church, 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:

(1) The Proceeding was instituted by reason of the fact that such person is or was an Elder or officer of the Church; and

(2) The Elder or officer conducted himself in good faith, and he reasonably believed:
(a) in the case of conduct in his official capacity with the Church, that his conduct was in its best interest; (b) in all other cases, that his conduct was at least not opposed to the best interests of the Church; and (c) 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 Elder or officer did not meet the standard of conduct herein described.

(b) *Permissive Indemnification.* The Church may, to the maximum extent permitted by the 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 13.01(b) 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 this Article 13, 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 this Article 13. 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 these Bylaws, by contract, or by general or specific action of the Board of Elders.

ARTICLE 14 BOOKS AND RECORDS

14.01 Required Books and Records.

The Church shall keep correct and complete books and records of account.

14.02 Fiscal Year.

The fiscal year of the Church shall begin on the first day of January and end on the last day of December in each calendar year.

14.03 Audited Financial Statements.

The Church may have each annual financial statement of the Church reviewed by a certified public accounting firm selected by the Board of Elders.

ARTICLE 15 MISCELLANEOUS PROVISIONS

15.01 Amendments to Bylaws.

These Bylaws may only be altered, amended, or repealed, and new bylaws may only be adopted, by: (i) the unanimous written consent of the Board of Elders and a majority vote of the membership; or (ii) by a two-thirds (2/3) majority vote of the Board of Elders, and a majority vote of the membership.

15.02 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.

Generally, 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. However, this generality does not apply to Article 2 of these Bylaws, Holy Scripture (including references and citations herein), and any sincerely held religious beliefs of the Church as set forth in these Bylaws (whether explicitly or implicitly).

15.03 Seal.

The Board of Elders may provide for a corporate seal.

15.04 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.

15.05 Parties Bound.

The Bylaws shall be binding upon and inure to the benefit of the Church's Elders, directors, 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.

15.06 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 corporate matter (excluding matters relating to Article 6.05-6.09 and Articles 7.19-7.20 of these Bylaws as all such matters are final), which may arise between any member of the Church and the Church itself, or between any member of the Church and any Elder, director, officer, employee, volunteer, agent, or other member of this Church, shall be resolved by mediation with one (1) mediator, and if not resolved by mediation, then by binding arbitration, with a panel of one (1) arbitrator 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 these Bylaws, arbitration under this Article 15.06 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 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 the 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, conduct hearings, or administer discipline of Church members.

15.07 The Holy Bible.

The Holy Bible, referred to in these Bylaws, is the New American Standard Bible 1995 (NASB 1995) of the Old and New Testament of the Christian faith or any other translation that may be adopted or used by the Board of Elders from time to time.

ARTICLE 16
EMERGENCY POWERS AND BYLAWS

An “emergency” exists for the purposes of this Article 16 if a quorum of the Board of Elders cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Elders may: (i) modify lines of succession to accommodate the incapacity of any Board of Elders 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 Board of Elders only needs to be given to those Board of Elders members for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One (1) or more officers of the Church present at a meeting of the Board of Elders may be deemed Board of Elders 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 Board of Elders member, officer, employee, or agent of the Church on the ground that the action was not authorized. The Board of Elders may also adopt emergency bylaws, subject to amendments or repeal by the full Board of Elders, which may include provisions necessary for managing the Church during an emergency including: (i) procedures for calling a meeting of the Board of Elders; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Board of Elders 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 First Baptist Church of Denton, Texas, and that the foregoing Amended and Restated Bylaws constitute the Bylaws of First Baptist Church of Denton, Texas. These Amended and Restated Bylaws were duly adopted by the Board of Elders of First Baptist Church of Denton, Texas, on _____.

DATED: _____

By: _____

Name: _____

Title: Secretary