

BYLAWS OF CHRIST COMMUNITY CHURCH WEST HOUSTON

These Bylaws govern the affairs of Christ Community Church West Houston (“Church”), a non-profit corporation organized under Chapter 22 of the Texas Business Organizations Code (“Act”).

ARTICLE 1 OFFICES

- 1.01 Principal Office. The principal office of the Church in the State of Texas shall be located at 1303 Sherwood Forest Street, Houston, Texas 77043. The Church may have such other offices, either in Texas or elsewhere, as the Council of Elders may determine. The Council of Elders may change the location of any office of the Church.
- 1.02 Registered Office and Registered Agent. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Church's principal office in Texas. The Council of Elders may change the registered office and the registered agent as provided in the Act.

ARTICLE 2 NONPROFIT PURPOSES AND MINISTRY

- 2.01 Tax Exemption. The Church is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.
- 2.02 Specific Purpose. Specifically, the Church shall be organized and operated exclusively: (a) as a church as described in Section 170(b)(1)(A)(i) of the Code; and (b) for religious purposes within the meaning of Section 501(c)(3) of the Code. The Church is formed to support public worship of the triune God, study of His Word, and propagation of the Gospel of Jesus Christ.
- 2.03 Foundation, Object and Priorities of Ministry.
- a. The foundation of the Church is the Lord Jesus Christ (1 Corinthians 3:11) and the Word of God. The Church does herein affirm its faith that the Scriptures of the Old and New Testaments are the authoritative, inerrant Word of Almighty God (Mark 13:31).
 - b. The object of the Church shall be to worship God according to the teaching of His Word, to obey the commands, principles and examples of our Lord Jesus Christ as set forth in the New Testament, to practice its ordinances and doctrines, and to preach and

spread among all peoples the Gospel of Salvation, which is by grace through faith in Jesus Christ as Savior and Lord.

- c. The priorities of ministry of the Church flow from the vision of God's glory revealed in Jesus Christ. We exist to savor this vision in worship (John 4:23), strengthen the vision in nurture and education (1 Corinthians 14:26; 2 Peter 3:18), and spread the vision in evangelism, missions, and loving deeds (1 Peter 2:9, 3:15; Matthew 28:18-20, 5:16).

2.04 Members' Affirmation of Faith. The following beliefs represent the orthodox core of the historic Christian Faith. Members of the Church are expected to embrace these essentials of the Faith, and any explicit rejection of any one of these core doctrines disqualifies one from membership in the Church, as set forth in Section 3.01.

- a. The Scriptures - The Scriptures are true, authoritative, and sufficient. (Psalm 19:7-11; 2 Timothy 3:16; 2 Peter 1:20-21)
- b. The Godhead - There is only one God. The Father is God. The Son is God. The Holy Spirit is God. The Father is neither the Son nor the Holy Spirit. The Son is neither the Father nor the Holy Spirit. The Holy Spirit is neither the Father nor the Son. (Genesis 1:26; Deuteronomy 6:4; Psalm 45:6-7, 110:1; Isaiah 45:5-6, 46:9-10; Matthew 3:13-17, 28:17-20; John 17:3; 1 Corinthians 8:4-6, 12:4-6; 1 Timothy 2:5)
- c. The Fall of Man - Each person, *i.e.*, all humanity (Christ excluded), is by birth and action a sinner. The just penalty for sin is death, both physical and spiritual (*i.e.*, eternal). (Genesis 2:15-17, 3:19, 6:5; Psalm 51:5; Jeremiah 17:9; Romans 3:23, 5:8, 12-21, 6:23, 7:18; Ephesians 2:1-3; James 1:14-15)
- d. The Person of Jesus Christ - He is the eternal Son of God, was born of a virgin, and is both fully God and fully human. (Matthew 1:20; Luke 2:52; John 1:1-4, 14; Colossians 1:15-20; Hebrews 1:1-3)
- e. The Work of Jesus Christ - He died on the Cross as a substitute to pay the penalty for sin. Jesus Christ physically rose from the dead and physically ascended into heaven and will one day physically return to earth. (Matthew 28:1-20; Mark 16:1-8; Luke 24:1-53; John 1:20-21:25; Acts 1:11; Romans 5:8; 1 Corinthians 15:1-4, 12-34; 2 Corinthians 5:21; Galatians 1:4; 1 Thessalonians 4:16; Hebrews 9:28; 1 Peter 3:18; 1 John 3:2; Revelation 1:7)
- f. Salvation - Based on the Cross, salvation is by grace alone through faith alone in the person and work of Jesus Christ. Only by God's grace can one be reconciled to God, justified, sanctified, and ultimately glorified. (John 3:18, 36; 14:6; Acts 4:12; Romans 3:21-26; 1 Timothy 2:5-6)
- g. The Christian Life - Sanctification is the ongoing work of the indwelling Holy Spirit,

who graciously sets apart for God's purposes those who trust in Christ. The presence and power of the indwelling Spirit enables the believer to progress in Christ-likeness and holiness. Growth in grace should continue throughout the believer's life, yet final perseverance is based on the sure promise of God Himself to preserve His own to the end. (Romans 6:5-14, 8:13; 2 Corinthians 3:18; Galatians 5:16-25; Ephesians 1:13-14; Philippians 1:6, 3:12-14)

- h. The Righteous and the Wicked - There will be a future physical resurrection of the dead. Those who trusted in Christ alone will be raised to eternal reward. Those who did not trust in Christ will be raised to eternal punishment. (Matthew 25:31-46; John 5:28-29; Acts 24:15)

2.05 Members' Covenant. Having been brought by divine grace to repent and believe in the Lord Jesus Christ as Savior and Lord, and having been baptized in the name of the Father and of the Son and of the Holy Spirit, we do now, in God's presence, solemnly and joyfully enter into covenant with one another as one body, the Church.

Regarding the Word of God, striving in the power of the Holy Spirit, we will faithfully engage in personal Bible study and prayer and not forsake the assembling of ourselves together for the worship of our God and proclamation of His Word. We will love our family with Christ-like love, honoring marriage and treasuring our spouse, and bringing up our children in the teaching and instruction of the Lord. We will cheerfully, regularly, and generously contribute toward the financial needs of the Church, and esteem and pray for our leaders. We will honor the restorative and discipline efforts of our church according to the instructions of God's Word.

Regarding the Community of the Body, depending on God's working in us, we will participate in the community endeavors of the Church family, pursuing authentic relationships. We will work and pray in humility for the unity of the Spirit in the bond of peace, being slow to take offense. We will pray for each other, walking together in brotherly love, shunning all gossip and slander. We will exercise affectionate care and watchfulness over each other, using our spiritual gifts and natural abilities to serve one another. We will faithfully admonish and entreat one another as occasion may require, and rejoice in each other's happiness and bear each other's burdens in tenderness and sympathy.

Regarding the Mission of the Church, trusting in our Lord's enabling, we will eagerly and lovingly seek the salvation of our family and friends while seeking to live carefully in the world, denying its lusts or any lifestyle displeasing to our Savior. We will endeavor to serve the poor and needy in our community and city in the name of Jesus, for the sake of His Gospel. We will work together for the continuance of the outreach ministries of the Church, spreading the Gospel in our neighborhoods, our city and nation, and to all peoples. We will, upon moving from the Church, as soon as possible, unite with another church family of like convictions, beliefs, practices, and covenant.

May the grace of the Lord Jesus Christ, and the love of God, and the fellowship of the Holy Spirit be with us all.

- 2.06 Teaching Statement. The Church's Teaching Statement is attached as Exhibit A to these Bylaws.
- 2.07 Minister Recognition. The Church may license, commission or ordain individuals into the ministry under qualifications and requirements adopted by the Council of Elders. The Church may discipline or revoke ministers holding credentials issued by the Church under standards and procedures approved by the Council of Elders.
- 2.08 Ordinances. The Church shall practice the two ordinances given to the Church by Christ her Lord: (a) believer's baptism by immersion and (b) the Lord's Supper.
- 2.09 Membership and Baptism. While the Church holds to and practices only "credobaptism" (that is, water baptism of believers by immersion after profession of faith), we admit as full members believers who, in good and honest conscience, hold to "covenantal paedobaptism" (that is, the belief that infant/child baptism, while not regenerative, is a covenant sign for children of believers).

ARTICLE 3 MEMBERS

- 3.01 Members. The Church shall not have members as defined by the Act. Instead, persons who are 18 years of age or older may become ecclesiastical members of the Church ("Members"). The Members of the Church shall consist of persons who confess faith on the Lord Jesus Christ as personal Savior, who give evidence of regeneration by a life consistent with their profession and with the views of faith, doctrine and practice of the Church, who have been baptized by water, and who have been received into its membership as further outlined in the sections below.
- a. Qualifications and Admission. Only individuals may become Members. To become a Member, the individual shall offer himself as a candidate for membership in the Church. All candidates shall be qualified for admission to membership upon:
1. Their statement of a prior conversion experience and water baptism.
 2. Confirming the Members' Affirmation of Faith.
 3. Confirming the Members' Covenant.
 4. Acknowledging the Church's Biblical mandate to exercise Church discipline and restoration of erring Members, as described in the Church's Teaching Statement.

5. Upon the Council of Elders' determination that a candidate is qualified for membership, a candidate may be presented to the Church for admission to membership. A candidate shall be admitted to membership following a two-thirds majority vote of the Members present and voting at a properly called meeting at which a quorum is present.
- b. Dues or Assessments. No dues or assessments shall be placed on Members.
- c. Voting Rights. Members are entitled to one vote on all questions brought before the Members, as determined by the Council of Elders or these Bylaws.
- d. Resignation. Any Member may offer his or her resignation by delivering a written resignation to any Elder. The Council of Elders may also resign a Member who has left the Church in good standing but who has failed to submit a written resignation. Resignation is effective upon a two-thirds majority vote of the Council of Elders to accept the resignation.
- e. Termination of Membership. The Council of Elders may recommend the termination of the Church membership of any Member after a two-thirds majority vote of the Council of Elders. Termination is effective upon a two-thirds majority vote of the Members.
- f. Annual Meeting. An annual meeting of the Members shall be held before the end of the Church's fiscal year, at such place, date, and time as the Council of Elders shall determine. At the Annual Meeting, the Members shall conduct such business as may be properly considered. Before the Annual Meeting, the Council of Elders shall approve a list of the Members eligible to vote at the Annual Meeting.
- g. Special Meetings. Special meetings may be called by the Council of Elders.
- h. Quorum. A quorum for the transaction of business at any meeting of the Members is 10% of the total number of Members.
- i. Proxy. Members may not vote by proxy.
- j. Required Member Vote. Following the approval of two-thirds of the Elders on the Council of Elders, the Members must vote on the following items. Unless otherwise specified in these Bylaws, the required vote for action of the Members is a two-thirds majority vote of the Members present and voting at a properly called meeting at which a quorum is present.
 1. Admitting new Members into the Church;
 2. Electing Members to the Council of Elders or to the Diaconate;
 3. Removing Elders and Deacons from office;

4. Approving annual budgets of the Church, authorizing any expenditure of the funds of the Church when such expenditure is not covered by an approved budget, approving the incurrence of debt for borrowed money, and approving any transactions regarding real property;
5. Accepting, rejecting, or otherwise disposing of any matter submitted to the membership of the Church by the Council of Elders;
6. Amending the Certificate of Formation;
7. Amending the Bylaws as described in Article 14;
8. Consolidating with another church; and
9. Approving a Plan of Dissolution for the Church, which shall include the distribution of Church assets to churches and Christian organizations qualified as exempt from taxes under Section 501(c)(3) of the Code.

ARTICLE 4 ELDERS

- 4.01 Composition. The Council of Elders shall be composed of Vocational Elders and Non-Vocational Elders.
- 4.02 Responsibilities. The Council of Elders shall manage the affairs of the Church. Elders are to lovingly govern, care for, and equip the Members of the Church to do the work of the ministry. The Elders are responsible for governing the Church, teaching the Word, tending to the flock of God in the Church and devoting themselves to prayer and the Word. These responsibilities of the Elders shall include, but not be limited to: examining prospective members and acquainting them with the Members' Affirmation of Faith and Members' Covenant, overseeing the process of Church discipline, examining prospective candidates for office, scheduling and moderating Members' meetings, providing for reporting and recording of official Church business, overseeing the work of the Deacons and appointed Church agents and committees, conducting worship services, administering the ordinances of the Gospel, equipping the membership of the Church for the work of the ministry, teaching the whole counsel of God both formally and informally, correcting error, overseeing, coordinating and promoting the ministries of the Church, giving oversight to the Church's stewardship, and mobilizing the Church for missions.
- 4.03 Qualifications. Elders shall be men qualified for the office as specified in the Bible. Relevant texts include 1 Timothy 3:1-7, Titus 1:6-9, and 1 Peter 5:1-4. Elders shall also affirm the Church's Teaching Statement.

4.04 Number. The number of Elders shall be the number of qualified men whom God has given to the Church (see 4.03) and who are duly nominated by the Council of Elders and affirmed by the Members (see 3.01(j)(2), 4.06, 4.07). The Council of Elders must have at least three Elders in accordance with the Act. Further, the Council of Elders shall have at least as many Non-Vocational Elders as Vocational Elders. No decrease in the number of Elders shall have the effect of shortening the term of any incumbent Elder.

4.05 Term. Elders' service shall not be limited to a term. An Elder shall serve until he resigns or is removed in accordance with these Bylaws.

4.06 Calling and Affirmation of Vocational Elders. All men called and affirmed as Vocational Pastors as described in Article 6 shall automatically serve on the Council of Elders.

4.07 Calling and Affirmation of Non-Vocational Elders. The Council of Elders may nominate persons to be considered as Non-Vocational Elders. A person who meets the qualification requirements to be an Elder, who has been duly nominated, and who has been given notice may be recommended by the Council of Elders as a Non-Vocational Elder. The Council of Elders may recommend the call of a Non-Vocational Elder after a two-thirds majority vote of the Council of Elders. A Non-Vocational Elder shall be elected following a two-thirds majority vote of the Members present and voting at a properly called meeting at which a quorum is present. Members may recommend, in writing, to the Council of Elders candidates to be considered by the Council of Elders for nomination as a Non-Vocational Elder.

After serving for three years, a Non-Vocational Elder shall be reaffirmed by a two-thirds majority vote of the Members present and voting at a meeting of the Members, so long as a quorum is present. If a Non-Vocational Elder is not reaffirmed, then the Council of Elders shall consider the merits of removal in accordance with Section 4.22 and may recommend the removal of a Non-Vocational Elder upon a two-thirds majority vote of the Council of Elders. If the Council of Elders recommends removal of a Non-Vocational Elder pursuant to Section 4.22, a Non-Vocational Elder shall be removed following a simple majority vote of the Members present and voting at a properly called meeting at which a quorum is present. Removal by this means shall not be considered disciplinary action.

4.08 Regular Meeting. The Council of Elders may provide for regular meetings of the Elders, which shall be conducted at least quarterly with notice to all the Elders. The meetings may be held by conference call.

4.09 Special Meetings. Special meetings of the Council of Elders may be called by or at the request of the Lead Pastor or any two Elders, with notice to all the Elders.

4.10 Action by Consent of Council of Elders Without Meeting. Any action required or permitted to be taken by the Council of Elders may be taken without a meeting, and with the same force and effect as a unanimous vote of the Elders, if all Elders consent in writing or electronically

to the action. Such consent may be given individually or collectively.

- 4.11 Notice. Written or electronic notice of any special meeting of the Council of Elders shall be delivered with the same amount of advance notice to each Elder. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.
- 4.12 Quorum. A majority of the number of Elders then in office shall constitute a quorum for the transaction of business at any meeting of the Council of Elders. The Elders present at a duly called or held meeting at which a quorum is initially 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 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 time without further notice.
- 4.13 Conduct of Meetings. The Council of Elders shall ensure that minutes of the meetings of the Council of Elders are kept, including a record of votes taken.
- 4.14 Powers. In addition to the powers expressly conferred by these Bylaws upon the Council of Elders, the Council of Elders may exercise all such powers of the Church and do all such lawful acts and things as are not directed or required to be exercised or done by statute, the Certificate of Formation, or these Bylaws.
- 4.15 Legal Duties. Elders shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. In the discharge of any duty imposed or power conferred on Elders, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, that were prepared or presented by other persons, including but not limited to employees of the Church, professional advisors, or experts.

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.

- 4.16 Duty to Avoid Improper Distributions. Elders who vote for an improper distribution are liable, to the extent permitted by law, to the Church for the value of improperly distributed assets, to the extent that such debts, obligations, and liabilities of the Church are not thereafter paid and discharged. Any distribution made when the Church is insolvent, other than in payment of corporate debts, or any distribution that would render the Church insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities, is also improper.

An Elder is not liable if, in voting for or assenting to a distribution, the Elder (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more employees of the Church' legal counsel, public accountants, or other persons as to matters the Elder reasonably believes are within the person's professional or expert competence; or a Church committee of which the Elder is not a member; (2) while acting in good faith and with ordinary care, considers the assets of the Church to be at least that of their book value; or (3) in determining whether the Church made adequate provision for payment, satisfaction, or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Elders are immune from liability if, in the exercise of ordinary care, they acted in good faith.

- 4.17 Delegation of Duties. The Council of Elders are 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. The Elders shall be immune for actions taken or omitted by the advisor if the Council of Elders acts in good faith and with ordinary care in selecting the advisor. The Council of Elders may remove or replace the advisor, with or without cause.
- 4.18 Actions. The Council of Elders shall try to act by consensus. However, the two-thirds majority vote of the Elders present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Council 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 Council of Elders.
- 4.19 Proxies. An Elder may not vote by proxy.
- 4.20 Compensation. Elders may not receive salaries for their services on the Council of Elders. An Elder may serve the Church in any other capacity and receive compensation for those services.
- 4.21 Resignation. The resignation of any Elder is effective at the time mutually agreed upon by the resigning Elder and the Council of Elders. Resignation is effective upon a two-thirds majority vote of the Council of Elders to accept the resignation. The Council of Elders will not withhold consent unreasonably.
- 4.22 Removal of Elders. Where a grievance exists against an Elder of the Church either due to (1) the adherence to and propagation of beliefs contrary to the beliefs of the Church as set forth in

the Teaching Statement or Bylaws, or (2) alleged conduct on his part not befitting an Elder, such grievance may be brought before the Council of Elders by any two Members in good standing. A meeting of the Council of Elders to consider the removal of an Elder may be called with notice to the Council of Elders. The notice of the meeting shall state that the issue of possible removal of an Elder will be on the agenda. If the Council of Elders, after thorough investigation and consideration, believes the grievance to be true and substantial, then the Council of Elders may recommend the removal of the Elder after a two-thirds majority vote of the Council of Elders. An Elder shall be removed following a two-thirds majority vote of the Members present and voting at a properly called meeting at which a quorum is present.

ARTICLE 5 OFFICERS

- 5.01 Officer Positions. The Council of Elders may create officer positions, define the authority and duties of each such position, and appoint persons to fill the positions. Except for the Lead Pastor, the same person may hold any two or more offices.
- 5.02 General Duties. All officers and agents of the Church, as between themselves and the Church, shall have such authority, perform such duties and manage the Church as may be provided in these Bylaws or as may be determined by resolution of the Council of Elders not inconsistent with these Bylaws.
- 5.03 Removal. The Council of Elders may remove an officer after a two-thirds majority vote of the Council of Elders. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.
- 5.04 Resignation. The resignation of any officer is effective at the time mutually agreed upon by the resigning officer and the Council of Elders. The Council of Elders will not withhold consent unreasonably. Such resignation shall be without prejudice to the contract rights, if any, of the Church.
- 5.05 Segregation of Financial Responsibilities. The Council of Elders is responsible for the financial management of the Church and may delegate persons or teams to keep records and report their results. At all times, the day-to-day responsibility for calculating and managing financial gifts to the Church and the day-to-day responsibility for managing and reporting expenses will be held by separate individuals.
- 5.06 Disallowed Payments. Any payments made to an officer of the Church such as a salary, commission, bonus, interest or rent, or expense reimbursement incurred by him, which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service, shall be reimbursed by such officer to the Church to the full extent of such disallowance. It shall be the duty of the Council of Elders to enforce payment of each such amount disallowed.

ARTICLE 6
VOCATIONAL PASTORS AND STAFF

- 6.01 Qualifications and Duties of Vocational Pastors. Vocational Pastors are Elders of the Church who, in response to God's call, have devoted their vocational lives to the ministry of the Word and prayer in the service of the Church. Vocational Pastors shall perform the duties determined by the Council of Elders. The duties shall be in writing at the time of the call to service, and substantial changes shall be approved in the same manner as the calling. The Church's call of a Vocational Pastor is a call to the Eldership of the Church. Vocational Pastors shall automatically be members of the Council of Elders, have all the Biblical qualifications of an Elder as described in Section 4.03, and affirm the Church's Teaching Statement.
- 6.02 Vocational Call by the Church. After receiving a two-thirds majority vote of the Council of Elders, a candidate may be presented to the Church as a candidate for Vocational Pastor. A candidate shall be appointed Vocational Pastor following a two-thirds majority vote of the Members present and voting at a properly called meeting at which a quorum is present.
- 6.03 Reaffirmation of Vocational Call. After serving for three years, each Vocational Pastor shall be reaffirmed by a two-thirds majority vote of the Members present and voting at a meeting of the Members, so long as a quorum is present. If a Vocational Pastor is not reaffirmed, then the Council of Elders shall consider the merits of removal in accordance with Section 4.22) and may recommend the removal of a Vocational Pastor upon a two-thirds majority vote of the Council of Elders. If the Council of Elders recommends removal of a Vocational Pastor pursuant to this Section 6.03, a Vocational Pastor shall be removed following a simple majority vote of the Members present and voting at a properly called meeting at which a quorum is present. Removal and termination of the vocational call by this means shall not be considered disciplinary action.
- 6.04 Lead Pastor. The Lead Pastor shall be a Vocational Pastor. He shall supervise and manage all of the business and affairs of the Church, subject to the authorization and approval of the Council of Elders, which shall not be unreasonably withheld. The Lead Pastor may execute any deeds, mortgages, bonds, contracts, or other instruments that the Council of Elders and Members have authorized to be executed. However, the Lead Pastor may not execute instruments on behalf of the Church if this power is expressly delegated to another officer or agent of the Church by the Council of Elders, the Members, the Bylaws, or statute. The Lead Pastor shall perform other duties prescribed by the Council of Elders and all duties incident to the office of Lead Pastor.
- 6.05 Interim Lead Pastor. When the Lead Pastor is absent, is unable to act, or refuses to act, the Elders may appoint an interim Lead Pastor for a designated period of time to perform the

duties of the Lead Pastor. When an Interim Lead Pastor acts in place of the Lead Pastor, the Interim Lead Pastor shall have all the powers of and be subject to all the restrictions upon the Lead Pastor. An Interim Lead Pastor shall perform other duties as assigned by the Lead Pastor or Council of Elders. Upon one year of service by the Interim Lead Pastor, a two-thirds majority vote of the Members present and voting at a properly called meeting at which a quorum is present shall extend the interim period an additional year. A two-thirds majority vote of the Members will thereafter be required every twelve months until a permanent lead pastor is affirmed.

- 6.06 Resignation. The resignation of any Vocational Pastor or staff member is effective at the time mutually agreed upon by the resigning person and the Council of Elders. The Council of Elders will not withhold consent unreasonably.
- 6.07 Salaries. The Lead Pastor and Non-Vocational Elders shall vote to approve the salaries of staff members except the Lead Pastor. The Non-Vocational Elders shall vote to approve the salary of the Lead Pastor. All salaries shall be reasonable compensation for services rendered or to be rendered to the Church.
- 6.08 Disallowed Payments. Any payments made to a Vocational Pastor or staff member, such as a salary, commission, bonus, interest or rent, or expense reimbursement incurred by him or her, which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service, shall be reimbursed by such Vocational Pastor or staff member to the Church to the full extent of such disallowance. It shall be the duty of the Council of Elders to enforce payment of each such amount disallowed.
- 6.09 Participation in Marriage Ceremonies. Because God has ordained marriage and defined it as a covenant relationship between a man, a woman, and Himself, all Vocational and Non-Vocational Elders and staff members shall only officiate weddings and solemnize marriages between one biological man and one biological woman. Additionally, only marriages between one biological man and one biological woman will be held at facilities owned or leased by the Church.

ARTICLE 7 DEACONS

- 7.01 Composition, Term, and Calling. The number of Deacons shall be determined by the Council of Elders based on the needs of the ministry and by the call and qualification of Members. Deacons' service shall not be limited to a term. A Deacon shall serve until he or she resigns or is removed in accordance with these Bylaws. The removal and resignation of Deacons shall be conducted in the same manner as provided in Sections 4.21 and 4.22 of these Bylaws.
- 7.02 Qualifications. Deacons and nominees for Deacon shall be qualified for the office as specified

in the Bible. Relevant texts include 1 Timothy 3:8-12.

- 7.03 Responsibilities. The Deacons shall serve the Church and be ready to assist the Elders in any service that shall support and promote the ministry of the Word, new and existing ministries of the Church, and the care for the Members. The Elders or the Deacons may designate any specific Deacon or group of Deacons to perform these responsibilities.
- 7.04 Organization. The Deacons shall organize themselves so as to best achieve the mission of the Church. Meetings of the Deacons, or subcommittees thereof, shall be held as needed to best fulfill the responsibilities of the Deacons.

ARTICLE 8 TRANSACTIONS OF THE CHURCH

- 8.01 Contracts. Except in the case where approval is required by Members as described in Section 3.01, the Council of Elders may authorize any 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.
- 8.02 Deposits. All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Council of Elders selects.
- 8.03 Gifts. The Council of Elders may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Church.
- 8.04 Loans and Related Parties. The Church shall not make any loan to an Elder, Deacon or officer of the Church.
- 8.05 Affiliated Transactions. No contract or transaction between the Church and one or more of its Elders or officers, or between the Church and any other corporation, partnership or association or other organization in which one or more of its Elders or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, if:
- a. The material facts concerning the financial interests are disclosed to the Council of Elders and the Council of Elders authorizes the contract or transaction by the vote of a two-thirds majority of the disinterested Elders.
 - b. The contract or transaction is fair and reasonable to the Church at the time of the approval. Nothing herein shall prevent retroactive approval of a transaction.
 - c. The interested Elder that is present may be counted towards a quorum for purposes of voting on the contract or transaction. The interested Elder may participate in the

discussion of the matter, but may not vote.

- 8.06 Prohibited Acts. As long as the Church is in existence, no Elder, Deacon, officer, or Member of the Church shall:
- a. Do any act in violation of the Bylaws or a binding obligation of the Church.
 - b. Do any act with the intention of harming the Church or any of its operations.
 - c. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Church.
 - d. Receive an improper personal benefit from the operation of the Church.
 - e. Use the assets of this Church, directly or indirectly, for any purpose other than carrying on the business of this Church.
 - f. Wrongfully transfer or dispose of Church property, including intangible property such as goodwill.
 - g. Use the name of the Church (or any substantially similar name) or any trademark or trade name adopted by the Church, except on behalf of the Church in the ordinary course of the Church's business.
 - h. Disclose any of the Church's business information not generally known to the business community to any person not authorized to receive it.
- 8.07 Merger with Like-Minded Church. Should conditions arise where a consolidation with another like-minded church has been approved by a two-thirds majority vote and recommendation of the Council of Elders and subsequent two-thirds majority vote of the Members, the Council of Elders shall be authorized by the Church to negotiate the terms of such consolidation in so far as the property of the Church is concerned.

ARTICLE 9 BOOKS AND RECORDS

- 9.01 Required Books and Records. The Church shall keep correct and complete books and records of account. The Church's books and records shall include:
- a. A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Church, including, but not limited to, the Certificate of Formation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.

- b. A copy of the Bylaws, and any amended versions or amendments to the Bylaws.
- c. Minutes of the proceedings of the Members and Council of Elders.
- d. A list of the names and addresses of the Members, Elders, Deacons, officers, and any committee members of the Church.
- e. A financial statement showing the assets, liabilities, and net worth of the Church at the end of the three most recent fiscal years.
- f. A financial statement showing the income and expenses of the Church for the most recent fiscal years.
- g. All rulings, letters, and other documents relating to the Church's federal, state, and local tax status.
- h. The Church's federal, state, and local information or income tax returns for each of the Church's three most recent tax years.

9.02 Inspection and Copying. Any Elder or officer of the Church may inspect and receive copies of all books and records of the Church required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Church and if the person submits a request in writing. Any person entitled to inspect and copy the Church's books and records may do so. A person entitled to inspect the Church's books and records may do so at a reasonable time no later than required by Internal Revenue Regulation after the Church's receipt of a proper written request. The Council of Elders may establish reasonable fees for copying the Church's books and records. The fees may cover the cost of materials and labor, but may not exceed the Internal Revenue Service guidelines for providing copies. The Internal Revenue Service requires copies to be made available to the legitimate, requesting public. The Church shall receive and respond as required by Internal Revenue Service guidelines to requests from the public for copies of the Church's Form 1023 and Form 990, if any. The Church shall maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.

ARTICLE 10 FISCAL YEAR

The fiscal year of the Church shall begin July 1st and end June 30th of the following calendar year.

ARTICLE 11
INDEMNIFICATION

11.01 When Indemnification is Required, Permitted, and Prohibited.

- a. The Church shall indemnify a Elder, Deacon, officer, employee, or agent of the Church who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Church. For the purposes of this article, an agent includes one who is or was serving at the request of the Church as a director, officer, partner, venturer, proprietor, or trustee of a partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Church shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Church's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Church shall not indemnify a person who is found liable to the Church or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable and all appeals have been exhausted.
- b. The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Church.
- c. The Church shall pay or reimburse expenses incurred by an Elder, Deacon, officer, employee, or agent of the Church in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Church when the person is not a named defendant or respondent in the proceeding.
- d. In addition to the situations otherwise described in this section, the Church may indemnify an Elder, Deacon, officer, employee, or agent of the Church to the extent permitted by law. However, the Church shall not indemnify any person in any situation in which indemnification is prohibited by the terms of Section 11.01(a), above.
- e. Before the final disposition of a proceeding, the Church may pay indemnification expenses permitted by the Bylaws and authorized by the Church. However, the Church shall not pay indemnification expenses to a person before the final disposition of a proceeding if the person is a named defendant or respondent in a proceeding brought by the Church or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.
- f. If the Church may indemnify a person under the Bylaws, the person may be

indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Church, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

11.02 Procedures Relating to Indemnification Payments.

- a. Before the Church may pay any indemnification expenses (including attorney's fees), the Church shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in Section 11.02(c), below. The Church may make these determinations and decisions by any one of the following procedures:
 1. Two-thirds majority vote of a quorum consisting of Elders who, at the time of the vote, are not named defendants or respondents in the proceeding.
 2. If such a quorum cannot be obtained, by a two-thirds majority vote of a committee of the Council of Elders, designated to act in the matter by a two-thirds majority vote of all Elders, consisting solely of two or more Elders who at the time of the vote are not named defendants or respondents in the proceeding.
 3. Determination by special legal counsel selected by the Council of Elders by vote as provided in Section 11.02(a)(1) or 11.02(a)(2), or if such a quorum cannot be obtained and such a committee cannot be established, by a two-thirds majority vote of all Elders.
- b. The Church shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by Section 11.02(a)(3), above, governing the selection of special legal counsel. A provision contained in the Certificate of Formation, the Bylaws, or a resolution of the Council of Elders that requires the indemnification permitted by Section 11.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
- c. The Church shall pay indemnification expenses before final disposition of a proceeding only after the Church determines that the facts then known would not preclude indemnification and the Church receives a written affirmation and undertaking from

the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under Section 11.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Church if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

ARTICLE 12 NOTICES

- 12.01 Notices. Any notice required or permitted by the Bylaws to be given to an Elder, Deacon, officer, or a Member of the Church may be given in any manner allowed by the Act. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Church, with postage prepaid and in a sealed wrapper. If notice is served by facsimile or email, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate number or email address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Elders. Without a preference designation, the person serving the notice shall give notice by mail.
- 12.02 Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Certificate of Formation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.
- 12.03 Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 13 SPECIAL PROCEDURES CONCERNING MEETINGS

The Council of Elders may hold a meeting by telephone conference call or other electronic means, if:

(a) each person entitled to participate in the meeting consents to the meeting being held by means of

that system; and (b) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. The notice of a meeting by electronic means must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a meeting by electronic means constitutes presence of that person at the meeting.

ARTICLE 14 AMENDMENTS TO BYLAWS

The Council of Elders may recommend amendments to the Bylaws after a two-thirds majority vote of the Council of Elders. The Members shall approve amendments to the Bylaws by a two-thirds majority vote of the Members present and voting at a meeting at which a quorum is present, or in any manner authorized by the Texas Business Organization Code, Chapter 22, provided that the notice of any meeting at which the Bylaws are to be altered, amended, or repealed, or at which new Bylaws are to be adopted shall include the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE 15 MISCELLANEOUS PROVISIONS

- 15.01 Legal Authorities Governing Construction of Bylaws. The 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.
- 15.02 Legal Construction. 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.
- 15.03 Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.
- 15.04 Gender. Except when referencing Elders, wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.
- 15.05 Power of Attorney. A person may execute any instrument related to the Church by means of

a power of attorney if an original executed copy of the power of attorney is kept with the Church records.

15.06 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Elders, Deacons, officers, Members, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

CERTIFICATION

I hereby certify that I am a duly elected Elder of Christ Community Church West Houston and am authorized by the Council of Elders to provide this certification. The foregoing Bylaws, comprised of _____ pages, constitute the Bylaws of said corporation as duly adopted by the Council of Elders at a meeting held on _____ and by the Members at a meeting held on _____.

DATED: _____

_____ [Signature]

_____ [Printed Name]

Secretary of the Church