

**BYLAWS
OF
CHRIST COMMUNITY CHURCH WEST HOUSTON**

These Bylaws (referred to as the “Bylaws”) govern the affairs of CHRIST COMMUNITY CHURCH WEST HOUSTON, a non-profit corporation (referred to as the “Church”) organized under the Texas Business Organizations Code, Chapter 22 (referred to as the “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 St., 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. This Church is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the “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, this 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 (I 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 on 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 (I Corinthians 14.26; II Peter 3.18), and spread the vision in evangelism, missions, and loving deeds (I 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(e). We believe...

- (a) 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. (Deuteronomy 6.4; Isaiah 45.5-6; Isaiah 46.9-10; John 17.3; 1 Corinthians 8.4-6; 1 Timothy 2.5, Genesis 1.26; Psalm 45.6-7; Psalm 110.1; Matthew 3.13-17; Matthew 28.17-20; 1 Corinthians 12.4-6).
- (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 6.5; Psalm 51.5; Jeremiah 17.9; Romans 3.23; 5.8,12-21; 7.18; Ephesians 2.1-3, Gen. 2.15-17; 3.19; Romans 5.12; 6.23; 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 (Matt. 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 (John 1.29; 10.1-18; Romans 5.8; 1 Cor. 15.1-4; 2 Cor. 5.21; Galatians 1.4; 1 Peter 3.18, Matthew 28.1-20; Mark 16.1-8; Luke 24.1-53; John 1.20-21.25; 1 Corinthians 15.12-34, John 14.3; Acts 1.11; 1 Thessalonians 4.16; Hebrews 9.28; 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; Philippians 1:6, 3:12-14; Galatians 5:16-25; Ephesians 1:13-14).
- (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 25.31-26; 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, 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, and 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 substantially in the form of Exhibit A, attached 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 recognize and 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 eighteen (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 living 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.

After receiving a two-thirds (2/3s) affirmative vote of the Council of Elders, a candidate may be presented to the Church for admission to membership. A candidate may be admitted to membership following a two-thirds (2/3s) affirmative 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 resign by delivering a written resignation to any Elder.
- (e) Termination of Membership. The Council of Elders may recommend the termination of the Church membership of any Member after a two-thirds (2/3s) affirmative vote of the Council of Elders. A Member's Church membership shall be terminated following a two-thirds (2/3s) affirmative vote of the Members present and voting at a properly called meeting at which a quorum is present. Voting shall be by written ballot.
- (f) Annual Meeting. An annual meeting of the Members shall be held prior to the end of the fiscal year of the Church, 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. At least thirty (30) days 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 or a petition signed by ten percent (10%) of the Members.
- (h) Quorum. The greater of (a) ten percent (10%) of the total number of Members or (b) twenty five (25) of the Members shall constitute a quorum for the transaction of business at any meeting of the Members.
- (i) Proxy. Members may not vote by proxy.
- (j) Required Member Vote. Following the approval of two-thirds (2/3s) of the Elders currently serving 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 (2/3s) affirmative vote of the Members present and voting at a properly called meeting at which a quorum is present. Except for admitting new Members into the Church, all Member votes shall be by written ballots.

1. Admitting new Members into the Church;
2. Terminating the membership of a Member as described in Section 3.01(e);
3. Electing Members to the Council of Elders and officers of the Church;
4. Removing Elders and officers from office;
5. 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;
6. Accepting, rejecting, or otherwise disposing of any matter submitted to the membership of the Church by the Council of Elders, or raised by motion at a business meeting;
7. Amending the Certificate of Formation;
8. Amending the Bylaws as described in Article 13;
9. Approving the call, initial job description and the removal of Vocational Pastors and Vocational Ministers;
10. The decision to consolidate with another like-minded church;
11. 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 that the Church has supported in the past.

ARTICLE 4 ELDERS

- 4.01. 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.
- 4.02. Number, Qualifications, and Tenure of Elders. The powers of the Church shall be exercised by or under the authority of, and the property, business and affairs of the

Church shall be managed under the direction of a Council of Elders (“Council of Elders”). The Council of Elders shall be comprised of not less than three (3) and not more than twelve (12) Elders, as may be determined by the Council of Elders from time to time, provided that the Council of Elders shall be comprised of at least as many Non-Vocational Elders as Vocational Elders and that no decrease in the number of Elders shall have the effect of shortening the term of any incumbent Elder. The Council of Elders shall be composed of men who are Vocational Pastors (“Vocational Elders”) or Non-Vocational Elders. Elders shall be qualified for the office as specified in the Bible. Relevant texts include I Timothy 3.1-7, Titus 1.6-9 and I Peter 5.1-4. Elders shall also agree with the Church’s Teaching Statement. Vocational Elders shall serve so long as they hold the position of Vocational Pastor. Non-Vocational Elders shall serve for a term of three (3) years.

- 4.03. 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 and shall be counted toward the maximum number of Elders serving on the Council of Elders.
- 4.04. 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 (2/3s) affirmative vote of the Council of Elders. A Non-Vocational Elder shall be elected following a two-thirds (2/3s) affirmative 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 for nomination, by the Council of Elders, as a Non-Vocational Elder.

Non-Vocational Elders shall be reaffirmed each year at the annual meeting of the Members. A Non-Vocational Elder shall be reaffirmed following a two-thirds (2/3s) affirmative vote of the Members present and voting at a properly called meeting at which a quorum is present. If a Non-Vocational Elder is not reaffirmed by the Members at the annual meeting, the procedure for removal of a Non-Vocational Elder set forth in Section 4.21 shall be followed.

After the Non-Vocational Elder’s term, the Non-Vocational Elder must wait an intervening one (1) year before being eligible to serve on the Council of Elders.

- 4.05. Vacancies. Vacancies on the Council of Elders shall exist upon: (a) the death, resignation, or removal of any Elder; (b) an increase in the authorized number of Elders; or (c) the failure of the Members to affirmatively vote for the full authorized number of Elders. The office of an Elder may be declared vacant if the Elder is adjudged incompetent by a court, is convicted of a crime involving moral turpitude, or does not accept the office of Elder, in writing or by attending a meeting of the Council of Elders, within thirty (30) days notice of election. Such vacancy shall be declared by the same votes required to remove an Elder. Any vacancy occurring in the Council of Elders and

any Elder position to be filled due to an increase in the number of Elders shall be filled as described in Section 4.04. A Non-Vocational Elder elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. Vacancies reducing the number of Elders to less than three (3) shall be filled before the transaction of any other business.

- 4.06. Regular Meeting. The Council of Elders may provide for regular meetings, which shall be conducted at least quarterly, by resolution stating the time and place of such meetings. The meetings may be held by conference call if the resolution does not specify the location of the meetings. No notice of regular meetings of the Council of Elders is required other than a resolution of the Council of Elders stating the time of meetings or conference calls.
- 4.07. Special Meetings. Special meetings of the Council of Elders may be called by or at the request of the Chairman, Senior Pastor, or any two Elders. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall give notice to the Elders as required in the Bylaws.
- 4.08. 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 by E- Mail to the action. Such consent may be given individually or collectively.
- 4.09. Notice. Written or printed notice of any special meeting of the Council of Elders shall be delivered to each Elder not less than five (5) nor more than sixty (60) days before the date of the meeting. 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.
- 4.10. 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 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 present at no time during a meeting, a majority of the Elders present may adjourn and reconvene the meeting one time without further notice.
- 4.11. Conduct of Meetings. At every meeting of the Council of Elders, the Chairman shall preside and if not, the Vice Chairman. The Secretary of the Church shall act as Secretary of the Council of Elders. When the Secretary is absent from any meeting, the Chairman, or the person presiding, may appoint any person to act as Secretary of the meeting.
- 4.12. Powers of Council of Elders. In addition to the powers and authorities 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.

- 4.13. Duties of Elders. 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, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church, professional advisors or experts such as accountants or attorneys.

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.

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 providing a moderator for business 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 world mission.

- 4.14. 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 officers or 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.

- 4.15. Delegation of Duties. 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.
- 4.16. Actions of Council of Elders. The Council of Elders shall try to act by consensus. However, the vote of two-thirds (2/3s) of 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.

Notwithstanding anything herein to the contrary, at least a majority of the Elders serving on the Council of Elders must approve the following actions of the Church:

- (a) an amendment to the Certificate of Formation;
- (b) a voluntary winding up under Chapter 11 of the Texas Business Organizations Code;
- (c) a revocation of a voluntary decision to wind up under Section 11.151 of the Texas Business Organizations Code;
- (d) a cancellation of an event requiring winding up under Section 11.152(a) of the Texas Business Organizations Code;
- (e) a reinstatement under Section 11.202 of the Texas Business Organizations Code;
- (f) a distribution plan under Section 22.305 of the Texas Business Organizations Code;

- (g) plan of merger under Subchapter F of the Texas Business Organizations Code;
 - (h) a sale of all or substantially all of the assets of a corporation under Subchapter F of the Texas Business Organizations Code;
 - (i) a plan of conversion under Subchapter F of the Texas Business Organizations Code; or
 - (j) a plan of exchange under Subchapter F of the Texas Business Organizations Code.
- 4.17. Proxies. An Elder may not vote by proxy.
- 4.18. 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. An Elder may be reimbursed expenses incurred by him to attend the Church's meetings.
- 4.19. Resignation. Any Elder may resign at any time by giving written notice to the Council of Elders, the Chairman of the Elders or the Secretary. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.
- 4.20. Removal of Non-Vocational Elders. Where a grievance exists against a Non-Vocational Elder of the Church either due to the adherence to and propagation of beliefs contrary to the beliefs of the Church as set forth in the Certificate of Formation or Bylaws or to 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 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 (2/3s) affirmative vote of the Council of Elders. An Elder shall be removed following a two-thirds (2/3s) affirmative vote of the Members present and voting at a properly called meeting at which a quorum is present. Vocational Elders may be removed as described in Section 6.04.
- 4.21. Chairman and Vice-Chairman. The Council of Elders shall annually elect a Chairman and Vice-Chairman. The duties of the Chairman and Vice-Chairman shall be those defined in these Bylaws and as determined by the Council of Elders.

ARTICLE 5 OFFICERS

- 5.01. Officer Positions. The officers of the Church shall be a Senior Pastor and a Secretary, and may include a Vice Senior Pastor and a Treasurer. The Council of Elders may create additional officer positions, define the authority and duties of each such position, and recommend persons to fill the positions. The same person, except the offices of Senior Pastor and Secretary, 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. Election and Term of Office. Officers shall be elected annually. The Council of Elders, at one of its regular meetings held before the annual meeting of the Members, shall vote to recommend the officers of the Church. The Council of Elders may recommend the election of an officer after a two-thirds (2/3s) affirmative vote of the Council of Elders. An officer shall be elected following a two-thirds (2/3s) affirmative vote of the Members present and voting at the annual meeting of the Members if a quorum is present. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office.
- 5.04. Removal. The Council of Elders may recommend the removal of an officer after a two-thirds (2/3s) affirmative vote of the Council of Elders. An officer shall be removed following a two-thirds (2/3s) affirmative vote of the Members present and voting at a properly called meeting at which a quorum is present. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.
- 5.05. Resignation. Any officer may resign at any time by giving written notice to the Council of Elders or the Secretary. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Church.
- 5.06. Vacancies. The Council of Elders may fill the vacancy in any office for the unexpired portion of that officer's term.
- 5.07. Senior Pastor. The Senior Pastor shall be the chief executive officer of the Church. The Senior Pastor 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 Senior Pastor shall preside at all meetings of the Members, except as provided in Section 5.08. The Senior 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 Senior 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 Senior

Pastor shall perform other duties prescribed by the Council of Elders and all duties incident to the office of Senior Pastor.

5.08. Vice Senior Pastor. When the Senior Pastor is absent, is unable to act, or refuses to act, a Vice Senior Pastor may perform the duties of the Senior Pastor. When a Vice Senior Pastor acts in place of the Senior Pastor, the Vice Senior Pastor shall have all the powers of and be subject to all the restrictions upon the Senior Pastor. If there is more than one Vice Senior Pastor, the Vice Senior Pastors shall act in place of the Senior Pastor in the order assigned by the Council of Elders. A Vice Senior Pastor shall perform other duties as assigned by the Senior Pastor or Council of Elders.

5.09. Treasurer. The Treasurer shall:

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

5.10. Secretary. The Secretary shall:

- (a) Give all notices as provided in the Bylaws or as required by law.
- (b) Take minutes of the meetings of the Members and of the Council of Elders and keep the minutes as part of the corporate records.
- (c) Maintain custody of the corporate records and of the seal of the Church.
- (d) Affix the seal of the Church to all documents as authorized.

- (e) Keep a register of the mailing address of each Elder, Member, officer, Deacon, and employee of the Church.
 - (f) Perform duties as assigned by the Senior Pastor or by the Council of Elders.
 - (g) Perform all duties incident to the office of Secretary.
- 5.11. Assistant Officers. The Council of Elders may appoint one or more assistant secretaries and one or more assistant treasurers. Each assistant secretary and each assistant treasurer shall hold office for such period as the Council of Elders may prescribe. Any assistant secretary may perform any of the duties or exercise any of the powers of the Secretary or otherwise as occasion may require in the administration of the business and affairs of the Church, and any assistant treasurer may perform any of the duties or exercise any of the powers of the Treasurer at the request or in the absence or disability of the Treasurer or otherwise as occasion may require in the administration of the business and affairs of the Church. Each assistant secretary and each assistant treasurer shall perform such other duties and/or exercise such other powers, if any, as the Council of Elders shall prescribe. To establish the authority of an assistant secretary or an assistant treasurer to take any action on behalf of the Church in place of the Secretary or the Treasurer, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence or disability of, the Secretary or Treasurer or any other assistant secretary or assistant treasurer, respectively.
- 5.12. Salaries. The salaries of the Senior Pastor and staff shall be fixed by, or in accordance with the directions of, the Council of Elders and an Independent Compensation Committee. All salaries shall be reasonable compensation for services rendered or to be rendered to the Church.
- 5.13. 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 MINISTERS

- 6.01. Qualifications and Duties of Vocational Pastors and Vocational Ministers.
- (a) 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 4.02 and affirm the Church's Teaching Statement.

- (b) Vocational Ministers. Vocational Ministers are the ministers of the Church who, in response to God's call, serve the Church as their primary vocation. Vocational Ministers 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 the calling. Vocational Ministers are not necessarily called to the Eldership, but as assisting partners in the ministry and shall meet all Biblical qualifications of Elders and affirm the Church's Teaching Statement. Vocational Ministers may, when appropriate, be called by the Church to serve on the Council of Elders.

6.02. Vocational Call by the Church. After receiving a two-thirds (2/3s) affirmative vote of the Council of Elders, a candidate may be presented to the Church as a candidate for Vocational Pastor or Vocational Minister. A candidate shall be appointed Vocational Pastor or Vocational Minister following a two-thirds (2/3s) affirmative 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 (3) years, each Vocational Pastor and Minister shall be reaffirmed by a two-thirds (2/3s) affirmative vote of the Members present and voting at the annual meeting of the Members, so long as a quorum is present. If a Vocational Pastor or Vocation Minister fails to be reaffirmed, then the Council of Elders shall consider the merits of removal in accordance with Section 6.04 and may recommend the removal of a Vocational Pastor or Vocational Minister after a two-thirds (2/3s) affirmative vote of the Council of Elders. If the recommendation of the Council of Elders for removal of a Vocational Pastor or Vocational Minister is pursuant to this Section 6.03, a Vocational Pastor or Vocational Minister shall be removed following a simple majority affirmative 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. Removal. Where a grievance exists against a Vocational Pastor or Vocational Minister of the Church either due to his preaching or teaching contrary to the Church's Teaching Statement or to alleged conduct on his part not conforming to the scriptural requirements for or to alleged conduct on his part unfitting an Elder (where applicable), such grievance may be brought before the Council of Elders by any two Members in good standing. A meeting to consider the removal of a Vocational Pastor or Vocational Minister may be called with notice to the Council of Elders. The notice of the meeting shall state that the issue of possible removal of a Vocational Pastor or Vocational Minister 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 Vocational Pastor or Vocational Minister after a two-thirds (2/3s) affirmative vote of the Council of Elders. A Vocational Pastor or Vocational Minister

shall be removed following a two-thirds (2/3s) affirmative vote of the Members present and voting at a properly called meeting at which a quorum is present. The removal of a Vocational Pastor or Vocational Minister shall be without prejudice to the contract rights, if any, of the Vocational Pastor or Vocational Minister.

- 6.05. Resignation. Any Vocational Pastor or Vocational Minister may resign at any time by giving written notice to the Council of Elders or the Secretary. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Church.
- 6.06. Salaries. The salaries of Vocational Pastors or Vocational Ministers shall be fixed by, or in accordance with the directions of, the Council of Elders and an Independent Compensation Committee. All salaries shall be reasonable compensation for services rendered or to be rendered to the Church.
- 6.07. Disallowed Payments. Any payments made to Vocational Pastor or Vocational Minister, 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 Vocational Pastor or Vocational Minister 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.
- 6.08. Participation in Marriage Ceremonies. Because God has ordained marriage and defined it as a covenant relationship between a man, a woman, and Himself, all Church Elders, vocational and non-vocational, and Ministers shall only participate in 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. Each Deacon shall be called by the Members to a three (3) year term. The call, removal and resignation of Deacons shall be conducted in the same manner as provided in Sections 6.02, 6.04, and 6.05 above pertaining to Vocational Pastors and Ministers.
- 7.02. Qualifications. Deacons and nominees for Deacon shall be qualified for the office as specified in the Bible. Relevant texts include I 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 COMMITTEES

- 8.01. Establishment of Committees. The Council of Elders may adopt a resolution establishing one or more committees, delegating specified authority to a committee, and appointing or removing members of a committee. A committee shall include two or more Elders and may include persons who are not Elders. If the Council of Elders delegates any of its authority to a committee, the majority of the committee shall consist of Elders. The Council of Elders may establish qualifications for membership on a committee. The Council of Elders may delegate to the Senior Pastor its power to appoint and remove members of a committee that has not been delegated any authority of the Council of Elders. The establishment of a committee or the delegation of authority to it shall not relieve the Council of Elders, or any individual Elder, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Council of Elders to:
- (a) Amend the Certificate of Formation.
 - (b) Adopt a plan of merger or a plan of consolidation with another corporation.
 - (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church.
 - (d) Authorize the voluntary dissolution of the Church.
 - (e) Revoke proceedings for the voluntary dissolution of the Church.
 - (f) Adopt a plan for the distribution of the assets of the Church.
 - (g) Amend, alter, or repeal the Bylaws.
 - (h) Elect, appoint, or remove a member of a committee or an Elder or officer of the Church.
 - (i) Approve any transaction to which the Church is a party and that involves a potential conflict of interest as defined in Section 9.05, below.
 - (j) Take any action outside the scope of authority delegated to it by the Council of Elders.

- 8.02. Term of Office. Each member of a committee shall continue to serve on the committee until a successor is appointed or the committee is terminated. However, the term of a committee member may terminate earlier if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.
- 8.03. Chair and Vice-Chair. If necessary, one member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be elected by the members of the committee or appointed by the Senior Pastor of the Church. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.
- 8.04. Notice of Meetings. Notices of committee meetings shall be delivered to each member of a committee in reasonable form with reasonable notice as agreed by the committee members.
- 8.05. Quorum. One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.
- 8.06. Actions of Committees. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.
- 8.07. Compensation. Committee members may not receive salaries for their services.
- 8.08. Rules. Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Council of Elders.

ARTICLE 9
TRANSACTIONS OF THE CHURCH

- 9.01. Contracts. Except in the case where approval is required by Members as described in 3.01(j), 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.
- 9.02. 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.
- 9.03. 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.
- 9.04. Loans and Related Parties. The Church shall not make any loan to an Elder, Deacon or officer of the Church.
- 9.05. 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 affirmative vote of a 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.
- 9.06. Prohibited Acts. As long as the Church is in existence, and except with the prior approval of the Council of Elders, no Elder, Deacon, officer, or committee 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 good will.
 - (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 business information not generally known to the business community to any person not authorized to receive it.
- 9.07. Merger with Like-Minded Church. Should conditions arise where a consolidation with another like-minded church has been approved by a two-thirds (2/3s) vote and recommendation of the Council of Elders and subsequent two-thirds (2/3s) 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 10 BOOKS AND RECORDS

- 10.01. 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.

10.02. 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 that 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 11 FISCAL YEAR

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

ARTICLE 12 INDEMNIFICATION

12.01. When Indemnification is Required, Permitted, and Prohibited.

- (a) The Church shall indemnify a Elder, Deacon, officer, committee member, 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, committee member, 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, committee member, 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 12.01(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.

12.02. 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 12.02(c), below. The Church may make these determinations and decisions by any one of the following procedures:
 - 1. 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 majority vote of a committee of the Council of Elders, designated to act in the matter by a 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 12.02(a)1 or 12.02(a)2, or if such a quorum cannot be obtained and such a committee cannot be established, by a 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 12.02(a)(iii), 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 12.01, 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 12.02(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 13 NOTICES

- 13.01. Notices. Any notice required or permitted by the Bylaws to be given to an Elder, Deacon, officer, Member or a committee member of the Church may be given in any manner allowed by the Act. Notice of Member meetings shall be sufficient if it is orally announced in two consecutive Sunday services. 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 Secretary of the Church. Without a preference designation, the person serving the notice shall give notice by mail.

- 13.02. 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.
- 13.03. 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 14 SPECIAL PROCEDURES CONCERNING MEETINGS

The Council of Elders, and any committee, 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 15 AMENDMENTS TO BYLAWS

The Council of Elders may recommend amendments to the Bylaws after a two-thirds (2/3s) affirmative vote of the Council of Elders. The Members shall approve amendments to the Certificate of Formation by a two-thirds (2/3) 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 16
MISCELLANEOUS PROVISIONS

- 16.01. 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.
- 16.02. 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.
- 16.03. Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.
- 16.04. 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.
- 16.05. Seal. The Council of Elders may provide for a corporate seal.
- 16.06. 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.
- 16.07. Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Elders, Deacons, officers, committee 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.

CERTIFICATE OF SECRETARY

I hereby certify that I am duly elected and acting Secretary of said corporation and that the foregoing Bylaws, comprised of twenty-five (25) pages, constitute the Bylaws of said corporation as duly adopted by the Council of Elders at a meeting held on _____ and the Members at a meeting held on _____.

DATED: _____

_____ [Signature]

_____ [Typed Name]
Secretary of the Church