



**FIRST BAPTIST BURLESON**

**CONSTITUTION  
AND BYLAWS**

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# **CONSTITUTION**

First Baptist Church  
Burlson, TX

Adopted - February 5, 1995

Amended - December 7, 1997; July 30, 2000; May 18, 2003; February 27, 2011; December 18, 2018

## **Preamble**

Recognizing Jesus Christ as both foundation and head of the Church and as a local body of believers in Him, we establish this constitution. By it, we wish to state the basic principles of our faith and practice to help us preserve the fundamental aspects of our faith and to better enable us to function in an orderly and proper manner.

## **Article I. Name**

The name of this corporation is The First Baptist Church of Burlson (hereinafter referred to as the "Church"). This body was established on May 18, 1884, and incorporated as a non-profit corporation under the laws of the State of Texas, October 6, 1958. It is intended that the Church have the status of a corporation that is exempt from federal income tax under Section 501(a) of the Internal Revenue code of 1986, as amended, or any corresponding provisions of any future tax laws (hereinafter referred to as the "Code"), as an organization described in Section 501(c)(3) of the Code. The Church was organized pursuant to the Texas Non-Profit Organizations Act and operates as a Texas Non-Profit Corporation under Chapter 22 of the Texas Business Organizations Code.

## **Article II. Registered Office**

### **2.1 Church Office**

The principal office of the Church is located at 317 West Ellison Street, Burlson, Texas 76028. The principal office of the Church may not be moved to a different location without the approval of the membership.

### **2.2 Registered Office**

The registered office of the Church is required to be maintained in the State of Texas by the Texas Business Organizations Code, and may be identical to the principal office of the Church in the State of Texas. The address of the registered office may be changed by action of the Trustees without action by the membership.

## **Article III. Purpose**

### **3.1 The Purpose of the Church**

The purpose of the Church is to be a dynamic spiritual body empowered by the Holy Spirit to share the good news of Jesus Christ with as many people as possible in Burlson, and throughout the world. In pursuit of this purpose, the Church shall be a worshiping fellowship of Christ-

followers, experiencing an awareness of God, recognizing His person as expressed in the Father, Son and Holy Spirit, and responding in obedience to His leadership. The Church will use its gifts, talents, and resources to help people experience a growing knowledge of God and to minister unselfishly to persons in the community and in the world in the name of Jesus Christ.

### **3.2 The Expressed Purpose of the Church**

Because the local Church is the earthly body of Jesus Christ in the present age, we are to do on earth those things that Jesus would do; therefore, whether gathered or dispersed throughout the community, our purpose is expressed through the following:

- (a) To bear witness of the truth of God.
- (b) To proclaim the good news of salvation through Jesus Christ.
- (c) To minister unselfishly to one another, the community, and the world.
- (d) To praise and worship God.
- (e) To study and teach persons to obey the Bible.
- (f) To receive instruction from those the Holy Spirit has appointed.
- (g) To pray for and exhort one another to obedience to the commands of our Lord, Jesus Christ.
- (h) To execute those programs and services to which we have been led by the Holy Spirit.

## **Article IV. Church Government and Relationships**

### **4.1 Church Government**

The government of the Church rests in its members under the Lordship of Jesus Christ. This Church is autonomous, not under the control of any other ecclesiastical body. The membership retains unto itself the exclusive right of self-government in all phases of the spiritual and temporal life of this Church. Governance of the Church is ultimately vested in the body of believers who compose the Church (hereinafter referred to as the “Members”). While the ultimate authority for governance of the Church is vested in the Members in a congregational form of church governance, the Members have chosen, as evidenced by the Bylaws, to delegate substantial authority to the Trustees pursuant to Article 2.5(b) of the Bylaws.

### **4.2 Relationships**

The Church is subject to the control of no other ecclesiastical body, but recognizes and sustains a relationship of mutual cooperation among Baptist churches. The Church has chosen to affiliate and voluntarily cooperate with, support and send duly elected messengers to the Southwest Area Metroplex Baptist Association, the Baptist General Convention of Texas, and the Southern Baptist Convention.



## **Article V. Statement of Faith**

The Church endorses the statement of *The Baptist Faith and Message*, as adopted by the Southern Baptist Convention on May 9, 1963.

# **BYLAWS**

First Baptist Church  
Burleson, Texas

The bylaws serve as a legal and practical framework for governing the work of the Church. All entities of First Baptist Church Burleson (hereinafter referred to as the “Church”) are subject to these Bylaws (hereinafter referred to as the “Bylaws”), unless the entity is incorporated into a separate legal entity, in which case, its bylaws would apply.

## **Article I. Biblical Foundation**

### **1.1 Church Mission**

Our mission is to develop fully devoted Christ-Followers and to share the message of Jesus Christ with everyone.

### **1.2 Church Values**

- (a) Jesus is the Lord of all, head of the Church, and the only means of salvation.
- (b) The Bible is the inspired and inerrant word of God and is the foundation of our beliefs.
- (c) We are accountable for sharing the message of Jesus with everyone.
- (d) We are accountable for making disciples by teaching and nurturing Christ-Followers.
- (e) Prayer is essential to all we do.
- (f) We are responsible to help those in need.
- (g) We are accountable to be good stewards of God’s gifts through serving and giving.
- (h) We believe that growing relationships with God and others are essential.
- (i) Worship is an expression of our love for God.
- (j) God established marriage and the family and it is our responsibility to encourage and promote family values. It is our sincere belief and religious conviction that marriage is between a man and a woman.
- (k) Every person is equally loved by God.

### **1.3 Church Ordinances**

The Ordinances of the Church (hereinafter referred to as the “Ordinances”) are baptism by immersion and the Lord’s Supper. We refer to these ceremonies of the Church as “Ordinances” because Jesus Christ ordained them during His earthly ministry. We do not view either of these ordinances of the Church as a means of salvation, but they are a means of grace extended by God, through His son Jesus Christ, in and by the Holy Spirit, to bring blessings to His people.

- (a) **Baptism.** A person who accepts Jesus Christ as Savior by personal faith, who confesses Him publicly at any worship service, and who indicates a commitment to follow Christ as Lord, shall be received for baptism. Baptism shall be by immersion in water. Baptism shall be administered by the Senior Pastor or one designated by the Senior Pastor. Baptism shall be administered as an act of worship in any of the worship services of the Church.
- (b) **The Lord's Supper.** The Lord's Supper is an act of obedience whereby members of the Church, through partaking of the bread and the cup, commemorate the death of Jesus Christ and anticipate His second coming. The Lord's Supper shall be observed regularly. The Senior Pastor, or one designated by the Senior Pastor, and deacons shall be responsible for the administration of the Lord's Supper.

## **Article II. Membership**

### **2.1 General**

The membership of the Church shall be composed of persons who give evidence of regeneration, who have experienced believer's baptism by immersion, who subscribe to the constitution of this Church, and who have been received by vote of the Church. The membership reserves the exclusive right to determine who shall be Members of this Church and the conditions of membership.

- (a) Resident members shall be those persons living in the geographical area of the Church.
- (b) Non-resident members shall be those persons living outside the geographical area of the Church, at a distance, which precludes their regular attendance and participation in the worship, life, and ministry of the Church or with whom the Church, after one year's time, is unable to communicate or make contact. Persons shall be moved from resident to non-resident status upon notification to the Church Secretary by ministerial staff or other church officers, after a proper investigation has been completed. A non-resident Member will be moved to resident status upon request.
- (c) Resident members may be categorized as active or inactive determined by the level of involvement in the Church over the course of a given year. Further amplification is provided in Section 2.4 below.

### **2.2 Candidacy for Membership**

Any person may offer him or herself as a candidate for membership in the Church. Should there be dissent as to any candidate, such dissent shall be referred to the Senior Pastor and the deacons for investigation. They shall make recommendations to the Trustees within thirty (30) days as to whether the candidate should be presented to the Church for membership. All candidates for membership shall be presented to the Church at any regular church service in any of the following ways:

- (a) Upon profession of faith in Christ Jesus and upon baptism by immersion according to the policies of the Church,
- (b) Upon promise of the letter of recommendation from another Baptist church,

- (c) Upon a statement of faith, prior conversion experience, and baptism by immersion in a church of like faith and order, or
- (d) By statement of a prior conversion experience but upon baptism by immersion by the Church.

### **2.3 Effective Membership**

- (a) Membership shall become effective upon:
  - 1) Presentation to the Church according to Section 2.2 above.
  - 2) Baptism by immersion if presentation is pursuant to subparagraphs Section 2.2.
  - 3) Completion of new member orientation.
  - 4) Upon completion of Section 2.3(a)1–3 and affirmation from the membership at a regularly scheduled worship gathering, membership will become effective.
- (b) If a candidate for membership does not complete the requirements of Section 2.3(a)1–3 within twelve (12) months, such person shall be counseled by a Member of the ministerial staff. If after such counseling the candidate fails to complete these requirements within a reasonable time, the candidate shall not be presented to the Church for membership.

### **2.4 Expectations of Members**

Membership in a New Testament body of believers is not a trivial association (Heb 10:24–25). Active membership in a local Church connects the individual believer to the ongoing work of the body of Christ and provides the context for discipleship and the identification, development and exercise of spiritual gifts in the life and work of the Church (1 Cor 12:1–31). Because the members of the Church believe that active church membership is vital to the health of the congregation and the individual Member, every Member is expected to maintain active involvement in the Church.

- (a) Evidences of active membership include, but are not limited to the following:
  - 1) Regularly worshipping God, individually and in community;
  - 2) Practicing spiritual discipline(s) and living under the authority of God’s Word daily;
  - 3) Contributing to God’s work systematically, proportionally and sacrificially from the time, talents and treasure that God has entrusted to each Member’s stewardship;
  - 4) Impacting God’s world by reaching out to the lost through missions, by inviting unchurched neighbors, co-workers or friends to Church and prayer for conviction and salvation of the lost;

- 5) Supporting and undergirding the work of the Church through prayer, maintaining a Christ-like attitude and humility, having a teachable spirit, and;
  - 6) Exercising one's spiritual gift(s) through personal involvement in at least one ministry area of the Church.
- (b) Benefits and responsibilities of active membership for the individual believer include but are not limited to:
- 1) The opportunity to experience God's ministering presence and to participate with other believers in vibrant corporate worship;
  - 2) The excitement of discovering God within the pages of His Word and the deepening of the relationship to God through the daily practice of spiritual discipline(s);
  - 3) The joy of giving cheerfully to the local Church;
  - 4) The leading of others to Christ and the satisfaction of making an impact in the local and global communities in the name of Christ;
  - 5) The establishment of meaningful and accountable relationships with fellow believers;
  - 6) The experience of ongoing spiritual growth and deepening spiritual maturity as spiritual gifts are identified, developed and exercised within the Church body, and;
  - 7) Vote on Church matters set forth in Section 2.5(a).

Members who do not maintain active membership over the course of a calendar year will be contacted by a deacon to determine how the Church may assist the Member in becoming an active Member. If, after contact is made by a deacon, the Member remains inactive, the Trustees may proceed to declare the Member inactive and direct the Church Secretary to remove the Member from the active Church membership roll. Because redemption, rather than punishment, is the guideline that governs the attitude of one believer toward another, any person whose membership has been declared inactive by the Trustees pursuant to this section may, upon request to the Trustees and with the recommendation of the Senior Pastor and the Chair of deacons, be reinstated to active membership. It is expected that the Member will have resumed one or more of the practices outlined in Section 2.4(a), and will have done so regularly over the course of at least six months prior to return to the roll of active members.

### **2.5 Rights and Authority of Active Members**

The Church is a sovereign and democratic Southern Baptist Church under the Lordship of Jesus Christ. The active membership retains unto itself the exclusive right of self-government in all phases of the spiritual and temporal life of the Church except to the extent the membership shall delegate responsibilities and authorities under the terms of the Constitution, these Bylaws, or by action taken by the active members.

- (a) Every active Member of the Church is entitled to vote at all elections and on all questions submitted to the Church in business meeting, provided the Member is present or provision has been made for absentee balloting (See Section 3.7 (c)). The Members have retained the following authority exercised via the Church vote pursuant to Section 3.7.
- 1) Calling and dismissing the Senior Pastor.
  - 2) Approval of an interim Senior Pastor.
  - 3) Licensing and ordaining those called to vocational ministry.
  - 4) Electing and ordaining deacons and approving the Deacon Ministry Fellowship Policy.
  - 5) Electing or removing Trustees.
  - 6) Approving or amending the Church's mission, objectives, vision, values, statement of faith, or Ordinances.
  - 7) Adopting or amending the Church's Constitution or Bylaws.
  - 8) Adopting or amending the Church's annual budget.
  - 9) Purchasing, selling, or encumbering real property.
  - 10) Borrowing money other than that which is consistent with the approved annual Church budget or accruing debt.
  - 11) Establishing a mission, church or other church campuses.
  - 12) Approving affiliations of the Church with other conventions, associations, or groups.
- (b) The members have delegated all other congregational authority to the Trustees. The Church may, by amendment to the Constitution or Bylaws, rescind such delegation of authority and responsibility, in whole or in part, at any time. The Trustees are authorized to act on behalf of the Church in all matters (see Section 4.1) not specifically retained by the members in Section 2.5(a), or the Senior Pastor in 6.2(a).
- (c) All active members of the Church are eligible for consideration as candidates for elective positions in the Church according to Church policy and biblical guidelines.

## **2.6 Termination of Membership.**

Membership shall be terminated in the following ways:

- (a) Death of the Member.
- (b) Transfer to another Baptist Church.
- (c) Exclusion by action of the Trustees on behalf of the Church (Section 2.7(b)).

- (d) Erasure upon request or proof of membership in another church.

## **2.7. Discipline of Members**

- (a) The Church, consistent with the teachings of Galatians 6:1, will use every reasonable effort to minister to and assist any Member experiencing spiritual, emotional, financial, or other problems. The Church through its Trustees may discipline any Member whose conduct is inconsistent with the teachings of the Church. Because of the sensitive nature of such action and to protect all parties concerned, the Church has committed to the Trustees the responsibility to deal with all dismissal issues. Should some serious situation exist which would cause a Member to become a liability to the general welfare of the Church, the Trustees will take every reasonable measure to resolve the problem, following the process outlined in Scripture [Matt 18:15–17; Gal 6:1, etc.].
- (b) In accordance with the instructions of Jesus, any proceeding to discipline a Member shall be pervaded by a spirit of Christian kindness and forbearance. If the Trustees determine that the welfare of the Church will be best served by the exclusion of a Member, the Trustees may act on behalf of the Church and may take this action by voting pursuant to Section 5.12 and the Trustees may proceed to declare the person no longer in fellowship with the Church. The attitude of members toward one another shall be guided by a concern for redemption rather than punishment.
- (c) Because redemption rather than punishment is the guideline that governs the attitude of one believer toward another, any person whose membership has been terminated by the Trustees pursuant to Section 2.7(b) may, upon request to the Trustees and with the recommendation of the Senior Pastor and the Chair of Deacons, be presented to the Church for membership. The Church may then restore to membership any person previously excluded, upon the request of the excluded person, examination by the Senior Pastor and Chair of Deacons of evidence of the excluded person's confession, repentance and reformation, and by vote of the Church.

## **Article III. Meetings**

### **3.1 Worship Services**

- (a) **Regular Corporate Services.** The Church shall meet weekly (weekend and midweek) for preaching, teaching, evangelism, and other modes of worship. The Senior Pastor, or someone designated by him, shall direct these services for the benefit of the Church membership and all people who choose to attend.
- (b) **Cancellation of Regularly Scheduled Services.** Services can be canceled by the Senior Pastor in discussion with the Chair of Trustees and the Chair of Deacons due to inclement weather or special circumstances. Except in extreme conditions, at least one worship service will be held each Sunday.
- (c) **Special Corporate Services.** The Senior Pastor shall also schedule such special services as he shall deem appropriate for worship, praise, teaching, celebration, baptism, remembrance, or child dedication.

- (d) **Worship Service Evaluation** The Trustees shall review and approve proposals from the Senior Pastor regarding the number of corporate worship service opportunities, ongoing worship experiences for selected audiences, and the proposed worship leaders.

### **3.2 Business Meetings**

(a) Types of meetings:

- 1) A regular meeting of the Church to conduct business shall be held at least semi-annually during a regularly scheduled corporate worship service on a date designated by the Trustees. At such meetings, the Trustees, Church Treasurer, Senior Pastor, and others designated by the Trustees also shall report on the activities of the Church.
- 2) A special business meeting may be called to consider matters that cannot wait to be considered at the next scheduled business meeting. The Church may be called into special session by the Trustees for consideration or approval of items pursuant to Section 2.5(a) and to address any items pursuant to Section 3.2(b). The date of the called meeting is selected at the discretion of the Trustees in consultation with the Senior Pastor, Executive Pastor, and Church staff with notice of at least ten (10) days to the members pursuant to Section 3.2(b). When notifying the Church of a called meeting, the nature of the business is stated at the time of the announcement.
- 3) Any business meeting shall be held in conjunction with scheduled Sunday morning worship services.

(b) **Presentation of Resolution by the Trustees**

- 1) A resolution is any item of business presented to the Church, and requiring a vote by the Church, pursuant to Section 2.5(a).
- 2) Prior to submitting any resolution to the Church for a vote, the Trustees shall first present such resolutions to the Members for review and prayer. The Trustees shall determine the best way to present the resolution to the Members. The Trustees may present the resolution by written notice (such as admission of new Members, electing of Trustees, standing team members, and deacons), at one or more informational meetings (such as future Church strategy, annual budget, purchase of property, etc.).
- 3) At such informational meetings, the last of which shall be at least nine (9) days prior to the first date on which voting shall occur, the Trustees shall provide information concerning the resolution and shall receive from the Members recommendations, suggestions for amendments, additions to, or deletions from the resolution. The Trustees may amend the proposed resolution based upon the recommendations from the congregation at the informational meeting.
- 4) Failure of Trustees to Present Resolution. If the Trustees shall fail to present a resolution to the members for action within sixty (60) days after receiving such



resolution for consideration from the deacons or a standing team of the Church, the deacons or the standing team may submit such resolution to the Church for action after notice and opportunity for discussion consistent with this Section 3.2(b)1. In presenting the resolution to the Church, the Trustees shall determine the date, time, place, agenda, and procedures for the informational meetings required by Section 3.2(b)1–2, but shall conduct the informational meeting within the next sixty (60) days. The deacons or standing team presenting the resolution and the Trustees shall have equal time and opportunity to present their respective views, comments, and recommendations with regard to the resolution at any informational meeting and in all communications with the members. The Trustee Chair shall agree with the standing team Chair or the deacon Chair upon a suitable date for the Church to vote on the resolution.

(c) **Presentation of Resolution by an Individual Church Member.** If the Deacon Ministry Fellowship, and one of the two standing teams, declines to proceed with a presentation of the Member(s) resolution to the Church, then the resolution shall not be presented to the Church.

- 1) No Member may propose a resolution directly from the floor during a regular or special business meeting. A resolution may be presented by an active individual Church Member, or members, of the Church in writing to the Trustees for their consideration. Within sixty (60) days of receipt of the resolution, the Trustees may move to present the resolution at the next scheduled business meeting, or the Trustees may elect not to proceed with a presentation to the Church. If the Trustees elect to present an active Member's resolution, the presentation will follow the same procedure outlined in Section 3.2(b).
- 2) If the Trustees decline to present the resolution to the Church, the trustees must notify the Member(s) in writing of their decision. If the Trustees fail to act, or if the Member(s) wish(es) to appeal the decision of the Trustees, the Member(s) may present the resolution in writing to the Deacon Ministry Fellowship, or either of the two standing teams, for presentation of the resolution to the Church. If the Deacon Ministry Fellowship, or one of the two standing teams, votes to present the resolution to the Church, the Trustees will present the resolution to the Church following the guidelines in Section 3.2(b).
- 3) If the Deacon Ministry Fellowship, or one of the two standing teams, declines to proceed with a presentation of the Member(s) resolution to the Church, then the resolution shall not be presented to the Church and the Member(s) presenting the resolution will be notified of that decision by the Chair of the Deacon Ministry Fellowship, or the Chair of the standing team that acted on the appeal. Once the Deacon Ministry Fellowship, or one of the two standing teams of the Church, has declined to proceed with a presentation of the Member(s) proposed resolution to the Church, the decision may not be appealed further.

### **3.3 Quorum**

For any resolution to be approved at least ten percent (10%) of the active membership must participate by submitting a valid ballot and an affirmative vote of seventy-five percent (75%) of valid votes cast by active Members must be received.

### **3.4 Parliamentary Rules**

*Robert's Rules of Order*, current edition, shall be the parliamentary guide for all Church business meetings, except where the rules conflict with Scripture or the express provisions of this Constitution and these Bylaws.

### **3.5 Moderator**

The moderator of all business meetings will be the Chair of Trustees. In the absence of the Chair of Trustees, the Vice-Chair of the Trustees will serve as moderator. In the absence of both, the Trustees will designate one of the other Trustees to serve as moderator.

### **3.6 Voting Rights of Members**

- (a) Only active members may vote. Each Member present at any meeting may vote once on each matter submitted for a vote.
- (b) Members may not vote by proxy.
- (c) Absentee voting may be allowed on an issue-by-issue basis, if the membership decides to provide the opportunity. Care shall be exercised to ensure that each Member has only one vote on the election or resolution.
- (d) Every active Member of the Church is entitled to vote at all elections and on all resolutions submitted to the Church.
- (e) A valid ballot must include only one Member's vote.
- (f) Voting Records. The Secretary of the Trustees shall maintain a record of all actions taken by the members including a copy of the resolution and a record of the vote thereon.

## **Article IV. Trustees**

### **4.1 Responsibilities of the Trustees**

The Trustees of the Church serve as a lay leadership team elected by, and accountable to, the members. The Trustees are empowered by the members to ensure alignment of ministries with the Church's mission and vision, to give oversight to the ongoing operations of the Church, and to provide accountability, counsel, and support to the Senior Pastor on behalf of the Membership. The Trustees serve as a liaison between the Church and the staff to integrate the total work of the Church. Membership has delegated and entrusted to the Trustees all governing authority for the Church not specifically retained by the members in the Constitution or these Bylaws. All Trustees shall be active members of the Church.

## **4.2 Number**

There shall be twelve (12) Trustees elected from the membership. The Senior Pastor shall serve as a voting member of the Trustees bringing the number of voting members to thirteen (13). The Executive Pastor may attend and participate in meetings of the Trustees as a non-voting attendee.

## **4.3 Tenure**

Three (3) Trustees shall be elected annually by the Church to serve four-year terms. A Trustee may not serve more than two consecutive terms.

## **4.4 Qualifications**

In seeking to fill the office of Trustee, the Church's goal is to identify and elect those persons who have demonstrated the agape love described in 1 Corinthians 13 toward God's Kingdom and the Church. That is, Trustees are expected to have demonstrated toward the Church, and its members, patience, kindness, humility, and self-sacrifice.

A Trustee, with the exception of the Senior Pastor, may not serve as a ministry team leader, a deacon officer, a member of a standing team, an employee of the Church, or be an immediate family Member of an employee of the Church at the same time that person serves as Trustee. A person serving in one of these positions may be nominated and elected as a Trustee, but must resign the conflicting position prior to assuming the role of Trustee. Immediate family members, defined as spouse, parents, siblings, or children, by blood or marriage, may not serve concurrently as a Trustee or member of a standing team of the Church.

The Trustees' lives are expected to reflect the fruit of the Spirit described in Galatians 5. In addition, a nominee must meet the qualifications outlined in 1 Timothy 3:1–7 and Titus 1:6–9 as well as the following qualifications:

- (a) A nominee must be at least thirty (30) years of age and have been a Member of the Church for a minimum of three (3) years at the time service as a Trustee begins.
- (b) A nominee must reflect and have demonstrated spiritual maturity, godly wisdom, and a committed faith that evidences ongoing spiritual growth and the lordship of Jesus Christ.
- (c) A nominee must affirm that they are consistent in stewardship with the tithe through the Church as a minimal level of giving.
- (d) A nominee must be actively involved in the Church and must have demonstrated a commitment to the mission, objective, and values of the Church.
- (e) A nominee must be willing to follow scriptural principles for conflict resolution, maintain confidentiality, and make decisions objectively without bias to particular areas of ministry.
- (f) A nominee must be viewed as demonstrating a high standard of the Christ-like life and be free from behavior that would negatively affect the ministry of the Church.
- (g) A nominee shall agree with the principles of the *Baptist Faith and Message* pursuant to the Church's statement of faith in the Constitution.

#### **4.5 Nominations and Elections**

- (a) The Trustees shall form an ad hoc Trustee nominating committee consisting of three current or former Trustees, the Deacon Chair, and two other members of the Church to evaluate candidates for service as Trustee. The committee will present a slate of up to four names for every vacancy to the Trustees for approval by majority vote, and presentation to the Church.
- (b) The committee shall contact each person nominated to discuss the role of a Trustee, to confirm willingness to serve, and to verify fulfillment of the qualifications listed in Section 4.4. In making this determination, the committee shall consult with the Senior and Executive Pastors. The vetting process and procedures will be maintained in the church operations manual.
- (c) Any Member of the Church may nominate a Member meeting the requirements of Section 4.4 in writing for service as a Trustee. Those persons nominated by a Member shall be included in the pool of candidates to be contacted pursuant to Section 4.5(a) above. Trustees eligible for a second term are automatically considered a nominee if the above qualifications are maintained and if a majority of the Trustees affirm the nomination.
- (d) Church voting shall occur during the last quarter of the year preceding the year in which the term of office begins. Trustees not on the ballot and the deacon Chair or deacon representative shall count the ballots and promptly announce to the Church the results of the election. Trustees elected shall assume office on January 1 of the year following their election.

### **Article V. Church Officers**

#### **5.1 Officers of the Church**

The Trustees shall elect a Chair, Vice-Chair, and Secretary from among the Trustees. The Senior Pastor may not serve as an officer of the Church or Trustees. For purposes of the Texas Business Organizations Code, these officers shall be deemed the President, Vice President, and Secretary of the Church and corporation, respectively. The Chair of the Stewardship Team shall serve in the office of Treasurer of the Church and corporation.

#### **5.2 Chair of the Trustees**

The Chair of the Trustees shall serve as president of the Church and corporation for purposes of Texas law and moderator of any meeting of the members or the Trustees. The Chair shall have all authority incidental to the office of Chair and such other duties as may from time to time be prescribed by the Trustees consistent with the constitution or bylaws of the Church.

#### **5.3 Vice-Chair of the Trustees**

In the absence of the Chair or in the event of his or her death, inability, or refusal to act, the Vice Chair shall perform the duties of Chair (pending election, if necessary, of a successor Chair), and when so acting, shall have all the powers of the Chair. The Vice-Chair shall be the Vice President of the Church and corporation.

#### **5.4 Secretary of the Church and Trustees**

The Secretary of the Trustees shall be the secretary of the Church and corporation and shall: 1) keep the minutes of the proceedings of the Trustees and members in one or more books provided for that purpose; 2) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; 3) keep a register of the post office address, electronic mail address, and phone numbers of each Trustee, which information shall be furnished to the secretary by each Trustee; 4) and, in general perform all duties incident to the office of Secretary of the Trustees and Church and such other duties as from time to time may be assigned to him or her by the Chair of the Trustees. The Secretary shall be responsible for keeping a register of the names of members, with dates of admission, dismissal, or death, together with a record of baptisms. The Secretary shall issue letters of dismissal approved by the Trustees pursuant to Section 6, preserve on file all communications and written official reports, and provide legal notice of all meetings of the membership where such notice is necessary, as indicated by the Constitution, Bylaws or by applicable law. The Secretary may delegate clerical responsibilities to administrative personnel of the Church.

#### **5.5 Election of Officers of the Church**

The Chair, the Vice-Chair, and the Secretary shall be elected by the Trustees for a term of office of one year or until his or her successor shall have been duly elected and qualified, or until his or her earlier death, resignation, or removal from office in the manner hereinafter provided. An officer may succeed himself or herself in his or her office.

#### **5.6 Removal from an Office of the Church**

Any Member of the Trustees removed from office pursuant to Section 5.15 shall be automatically removed as an officer. The Trustees by the affirmative vote of nine (9) members may remove an officer when, in its judgment, the best interest of the Church will be served thereby.

#### **5.7 Vacancy of Office**

A Trustee vacancy because of death, resignation, removal, disqualification, termination of membership, or otherwise, may be filled by the affirmative vote of nine (9) Trustees for the unexpired portion of the term. Serving an unexpired term of less than one year shall not constitute a full term for purposes of Section 4.3. The Trustees shall consider the individual receiving the highest vote in the last election but not elected as the vacancy candidate and shall continue in the order of votes received until a candidate agrees to serve. The candidate must be voted on in a regular meeting of the Trustees by an affirmative vote of a majority of the Trustees. The election is announced to the Church.

#### **5.8 Resignation of Officer**

An officer may resign his or her office at any time by tendering his or her resignation in writing to the Chair or, in the case of the resignation of the Chair, to the secretary. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by the Church at its principal place of business.

#### **5.9 Salaries and Expenses**

No officer of the Church shall receive a salary or other compensation for services rendered to the Church. Reasonable expenses incurred by any officer of the Church or the Trustees in the course of coordinating the affairs of the Church shall be reimbursed by the Church upon proper substantiation.

### **5.10 Meetings**

The Trustees shall meet at least quarterly at a time and place announced by the Chair. Meetings will be announced to the membership through normal communication channels of the Church. Special meetings may be called by the Chair, the Senior Pastor, or by one-third (1/3) of the Trustees with at least a two (2) day notice to all Trustees.

### **5.11 Notices**

Notices of regular or special meetings shall be given by written notice. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. The business to be transacted at, or the purpose of, any special meeting of the Trustees must be specified in the notice of such meeting and no other business shall be transacted at that meeting without the consent of all Trustees present.

### **5.12 Quorum**

Nine (9) Trustees shall constitute a quorum. The affirmative vote of nine (9) Trustees shall be required in order to take any resolution before the Church, or to take any action delegated by the Church members to the Trustees to act upon. A Trustee absent from a meeting may not submit a proxy vote. A Trustee absent may vote by videoconference or telephone if the Trustee participates in the discussion related to the vote pursuant to Section 5.13.

### **5.13 Participation in Meetings**

Each Trustee shall be entitled to one vote upon any matter properly submitted for a vote to the Trustees. The Trustees may participate in a meeting of the Trustees by means of telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another; and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. The Trustees shall be promptly furnished a copy of the minutes of the meeting of the Trustees.

### **5.14 Action without a Meeting**

Any action required or permitted to be taken at a meeting by the Trustees may be taken without a meeting if all Trustees consent to taking such action without a meeting. If all Trustees entitled to vote on the action shall consent to taking such action without a meeting, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the Trustees. The action must be evidenced by one or more written consents described in the action taken, signed in one or more counterparts by each Trustee entitled to vote on the action, indicating each signing Trustee's vote or abstention on the action taken. All such written consents and actions shall be filed with the minutes of the proceedings of the Trustees. A consent signed under this section shall have the same force and effect as a meeting vote of the Trustees and may be described as such in any document.

### **5.15 Removal of a Trustee**

Any of the Trustees, excepting the Senior Pastor, may be removed by:

- (a) A vote of nine (9) Trustees or,
- (b) by the action of the active membership pursuant to Section 2.5(a)5 following the procedures of Section 3.2.

### **5.16 Resignation of a Trustee**

A Trustee may resign his or her position at any time by tendering his or her resignation in writing to the Chair or, in the case of the resignation of the Chair, to the secretary. A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the Church at its principal place of business. See Section 5.7 for the procedure to fill the resulting vacancy.

### **5.17 Limited Legal Liability of Trustees**

No person who is or was a Trustee of the Church nor such person's heirs, executors, administrators or legal representatives (collectively referred to as a "Trustee") shall be personally liability to the Church for monetary damages for breach of fiduciary duty as a Trustee; provided, however, that this provision shall not eliminate or limit the liability of a Trustee (a) for any breach of a Trustee's duty of loyalty to the Church, or (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law. No repeal or modification of the provisions of this section, either directly or by the adopting of provisions inconsistent with the provisions of this section, shall adversely affect any right or protection, as set for herein, existing in favor of a particular individual at the time of such repeal or modification.

### **5.18 Standards of Conduct**

A Trustee or an officer of the Church shall discharge his or her duties as a Trustee or as an officer, including duties as a Member of a team:

- (a) In good faith;
- (b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and,
- (c) In a manner he or she reasonably believes to be in the best interest of the Church.

### **5.19 Reliance on Third Parties**

In discharging his or her duties, a Trustee or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (a) One or more officers or employees of the Church whom the Trustee or officer reasonably believes to be reliable and competent in the matters presented;
- (b) Legal counsel, Public accountants, or other persons as to matters the Trustee or officer reasonably believes are within the person's professional or expert competence;
- (c) Or with respect to a Trustee, a team of the Trustees of which the Trustee is not a Member, as to matters within its jurisdiction, if the Trustee or officer reasonably believes the team merits confidence.

### **5.20 Bad Faith**

A Trustee or officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise remitted by Section 5.19 unwarranted.

### **5.21 No Liability**

No Trustee or officer is liable for any action taken, or any failure to take action, as a Trustee or officer, if he or she performs the duties of his or her office in compliance with the provisions of this article, or if he or she is immune from suit under the provisions of Section 22.221(b) of the Texas Business Organizations Code. No repeal or modification of the provisions of this Section 5.21, either directly or by the adoption of a provision inconsistent with the provisions of this section, shall adversely affect any right or protection, as set forth herein, existing or of a particular individual at the time of such repeal or modification.

### **5.22 No Fiduciary**

No Trustee or officer shall be deemed to be a fiduciary with respect to the Church or with respect to any property, held or administered by the Church, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

### **5.23 Prohibition on Loans**

The Church shall make no loans to, or guarantees on behalf of, its Trustees or non-salaried officers. Any Trustee who assents to or participates in the making of any such loan and/or guarantee shall be liable to the Church for the amount until the repayment and complete discharge thereof.

## **Article VI. Church Staff**

### **6.1 General**

The Church shall call the Senior Pastor. For the hiring of other ministerial positions the Trustees will act upon the joint recommendation of the Senior Pastor, Executive Pastor, and the Staff Resource Team. The Executive Pastor shall hire the support staff of the Church. The Senior Pastor is accountable to the Trustees acting on the behalf of the Church body. The Executive Pastor is accountable to the Senior Pastor. The remainder of the ministerial and support staff is supervised day-to-day by the Executive Pastor (See Section 6.4(b)) with oversight from the Staff Resource Team.

### **6.2 Senior Pastor**

#### **(a) Role and Accountability of the Senior Pastor**

- 1) The Senior Pastor is the spiritual leader and shepherd of the Church and is accountable to the Trustees acting on the behalf of the Church body. He shall be called by the Church based upon a vote in accordance with Sections 2.5(a)1 and 3.6. The Church assigns and provides opportunity for the Senior Pastor to focus on these primary roles: (1) spiritual teaching for the Church under the authority and direction of God as revealed through His Holy Spirit and Scripture, (2) leading and directing worship services of the Church as set forth in Section 3.1, (3) Bible study and preparation for evangelical preaching and teaching, (4) discerning and communicating the vision for the Church, and (5) commitment to prayer and growth in personal discipleship. The Senior Pastor supervises the Executive Pastor.
- 2) The Senior Pastor shall communicate regularly with the Trustees concerning his five primary roles assigned by the Church in 6.2(a)1 above. The Trustees shall work with the Senior Pastor to establish his annual goals, and shall conduct his



annual ministry review in consultation with appropriate Church leadership and Church staff.

(b) Pastoral Succession.

The Senior Pastor and Trustees are responsible for planning for pastoral succession. The intent of the pastoral succession plan is to ensure a smooth and orderly transition from one Senior Pastor to the next and to protect the Church and its ongoing ministries. The Senior Pastor will inform the trustees of his decision to step down from the role of shepherd for any reason as soon as he reaches that decision (see 6.3 below). The candidates for the succession will be identified, and the successor chosen, via the process outlined in 6.2(d) below. Ideally, the successor to the Senior Pastor will be on staff for 6–12 months prior to the Senior Pastor’s departure. During the transition period, the Senior Pastor will prepare the successor to assume the role of Senior Pastor. The effective date the successor assumes the duties as Senior Pastor will be determined by mutual agreement between the retiring Senior Pastor, the successor, and the Trustees. In the case of retirement, the Senior Pastor’s retirement will be effective on the date the successor assumes the duties as the Senior Pastor. If the Senior Pastor desires to retire prior to the identification of a successor, the provisions of 6.2(b) 1) below are to be followed. The succession plan for the Senior Pastor will be reviewed at least annually in connection with, and as a part of, the Senior Pastor’s annual ministry review with the Trustees.

- 1) In the event of a vacancy in the Senior Pastor position (see 6.3 below), and no successor has been identified, the Trustees shall appoint a Pastor Search Team to seek a suitable Senior Pastor (see 6.2(d) below). The Pastor Search Team shall function as an ad hoc team assigned to follow the scope and time line established by the Trustees. The recommendation of a successor by the Pastor Search Team shall constitute a nomination by the Trustees and that nomination shall be taken to the church for a vote in a special business meeting following the provisions of section 3.2(a)2. The team shall bring for consideration by the Church only one nominee at a time.
- 2) The Senior Pastor may only be terminated by the Church membership in accordance with Section 2.5(a)1. If the Senior Pastor dies or cannot fulfill his responsibilities due to illness or other circumstances, and his successor has not been identified, the Trustees may appoint an ad hoc team to coordinate filling the pulpit in the absence of the Senior Pastor or recommend an interim Senior Pastor subject to Church approval pursuant with Section 2.5(a)2.

(c) The Interim Pastor Search Team

- 1) The Trustees shall see that the pulpit is filled until an Interim Pastor is elected.
- 2) The Trustees shall select five (5) active Church members who are willing to serve as the Interim Pastor Search Team. The Interim Pastor Search Team shall be appointed by the Trustees. The Team shall elect a Chair.

- 3) The Interim Pastor Search Team shall recommend to the Church for approval an Interim Pastor. The team shall consult with the Trustees and Staff Resource Team on the compensation package and responsibilities.
- 4) Should a vacancy occur in the team, the Trustees will replace that Member to ensure that the membership remains at five (5) members.

(d) Pastor Search Team

- 1) At an appropriate time as recommended by the Trustees, and in consultation with the Interim Pastor (if he has been called), and the Deacon Ministry Fellowship Officers, a Pastor Search Team shall be selected. The Chair of Trustees or Interim Pastor shall inform the Church that the process has started.
- 2) The Trustees shall consider any recommendations from active Church members and shall appoint at least seven (7) active Members, who are willing to serve. No ministerial or church staff person or his /her immediate family member is eligible to serve. If a person on the Interim Pastor Search Team is appointed, he/she shall resign from the Interim Team. The Trustees will appoint a seven (7) Member team and will not fill vacancies unless the number drops below five (5). The team shall elect a Chair, Vice-Chair, and Secretary. The Church shall bear the expense of the team's work including travel expenses. The Stewardship Team shall determine the appropriate rate for per diem and mileage reimbursement.
- 3) Responsibilities of Pastor Search Team are as follows:
  - a. To search out the person they feel God is calling to lead the Church. They shall consider, but are not limited to, names recommended by Church members. Should the Interim Pastor be considered as the successor to the Senior Pastor, he must resign and another Interim Pastor must be selected following the process in Section 6.2(c) above.
  - b. To recommend only one person at a time to the Church to be considered as pastor. The team shall consult with the Trustees on the compensation package, which will be discussed with the prospective Senior Pastor.
- 4) A 90% affirmative vote of those members voting by paper ballot will be required to extend a call. The vote shall take place at a special business meeting, after at least one week's notice has been given to the resident membership.

### **6.3 Termination of the Senior Pastor**

The Pastor shall be called for an indefinite period. He shall serve until the relationship is terminated by his resignation, death or incapacitation, or at the Church's request.

- (a) Resignation/Retirement. The Senior Pastor may terminate his relationship with the Church by resignation, preferably giving at least four (4) weeks' notice before terminating responsibilities. If the notice of resignation is more than four (4) weeks from its effective date, the Trustees will bring this to the Church for approval. If the Senior Pastor is contemplating retirement, the Trustees are to be notified 18–24 months in advance of the

projected retirement date in order to initiate the Pastoral succession plan in 6.2(b). The Church may grant a retiring Senior Pastor who has served as Senior Pastor of the Church for at least twenty years, the title of Pastor Emeritus for as long as he remains a member of the Church. The Pastor Emeritus has no official duties, is not permitted to serve as a trustee or member of either of the Church's standing teams, nor is the position a paid staff position.

(b) Church initiated termination.

- 1) The Church shall view termination only as a last resort after every attempt to reconcile differences has been made and ample time given for the pastor to relocate if possible. The Trustees and Deacon Ministry Fellowship Officers share the responsibility for seeing that the spirit of this Bylaw is followed.
- 2) The Trustees must make a recommendation for termination by letter to active Church members two (2) weeks before the vote, with reasons given for the recommendation.
- 3) At the time set for the termination vote, the moderator will be the Chair of the Trustees or an Association representative, at the discretion of the Church. A vote shall be taken by paper ballot and counted by a team of five (5) persons selected by the Trustees from among active Members at the meeting.
- 4) A simple majority of those Members voting shall constitute termination and severance shall be immediate. Severance pay shall be recommended by the Trustees and approved by the Church.

#### **6.4 Executive Pastor**

- (a) **General.** The Executive Pastor shall be hired by the Trustees on the advice and counsel of the Senior Pastor. The Executive Pastor may resign in accordance with section 6.3(a), or be terminated in accordance with Section 2.5(a)1. In the event of a vacancy in the Executive Pastor position, the Trustees shall seek a suitable Executive Pastor in consultation with the Senior Pastor.
- (b) **Accountability and Role of the Executive Pastor.** The Executive Pastor shall report to the Senior Pastor. The Church assigns to the Executive Pastor: (1) the day-to-day administrative responsibilities of the Church, (2) the authority for overseeing and supervising the Church staff, (3) responsibility for coordinating the ministries of the Church, (4) the task of serving as the primary staff liaison with the standing teams of the Church, and (5) such duties as may be assigned by the Senior Pastor. Additionally, the Executive Pastor shall be responsible for designating the documents that are to constitute the Church Operations Manual. These documents will include policies, position descriptions, and other guidelines, procedures, and reports necessary to carry out the daily operations of the Church and its programs. The Trustees, on behalf of the Membership, shall serve as an accountability group for the Executive Pastor providing counsel and support. The Senior Pastor shall work with the Executive Pastor to establish goals and conduct an evaluation at least annually.

- (c) **Termination of the Executive Pastor.** The Executive Pastor may only be terminated by the Trustees on the advice and counsel of the Senior Pastor.

## **6.5 Ministerial and Support Staff**

- (a) **Hiring of Senior Level Ministerial Positions.** The Executive Pastor, in consultation with the Senior Pastor, shall be responsible for the recruiting for all senior level ministerial staff positions (i.e., ministerial staff who will supervise other full-time, ministerial staff members), with the exception of the Senior Pastor and Executive Pastor positions. In the absence of an Executive Pastor, the Staff Resource Team shall be responsible for recruiting. The Executive Pastor shall present senior level ministerial staff candidates to the Staff Resource Team for consideration and review. Upon approval of such senior level ministerial position candidates, the Staff Resource Team will recommend the approved candidate to the Trustees for approval. Upon the approval of the Trustees the candidate will be hired and undergo the employment process. Any candidates recommended to be employed in a senior level ministerial position who are already employed by the Church as staff shall require approval of the Trustees.
- (b) **Hiring of Other Ministerial and Staff Positions.** The Executive Pastor in conjunction with the hiring minister/manager, and in consultation with the Senior Pastor when necessary, shall be responsible for the recruiting process for all other ministerial staff positions. The Executive Pastor and the hiring minister/manager shall present such ministerial staff candidates to the Trustees for approval. Upon approval of the Trustees the candidate will be hired and undergo the employment process. In the absence of an Executive Pastor, the Staff Resource Team along with the hiring minister/manager shall be responsible for the recruiting other ministerial staff positions. In addition, the Executive Pastor, if acting within the pre-approved budget and position parameters established by the Staff Resource Team, shall have the responsibility and authority to hire any administrative and non-exempt employees, in coordination with the respective hiring minister/manager. The Executive Pastor shall inform the Staff Resource Team as necessary of the status of open positions and any hiring decisions on a timely basis.
- (c) **Termination of Senior Level, and Other Ministerial and Staff Positions**
- 1) Resignation: The senior level, ministerial staff, or other staff member may terminate his/her relationship with the Church by resignation, preferably giving at least two (2) weeks' notice before terminating responsibilities. If this time period is four (4) weeks or longer, the Staff Resource Team will bring this to the Trustees for approval.
  - 2) Terminations for cause, or due to the needs of the Church, will be initiated by the Executive Pastor in consultation with the Staff Resource Team. The final approval authority for terminations shall be the Trustees by majority vote. Specific termination and grievance procedures are outlined in the Church's Staff Handbook of Human Resource Policies and Procedures.

## **Article VII. Indemnification and Advancement of Expenses**

### **7.1 Mandatory Indemnification of Trustees and Church Officers**

To the maximum extent permitted by the provisions of the Texas Business Organizations Code Section 8.051, as amended from time to time (provided, however, that if an amendment to the Code in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of Persons subject to indemnification under this section which occur subsequent to the effective date of such amendment), the Church shall indemnify and advance expenses to or for the benefit of any person who is or was a Trustee or officer of the Church, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action. Suit or Proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (any such action, suit or Proceeding being hereinafter referred to as the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof. Reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof. Subject to the following conditions:

- (a) The Proceeding was instituted by reason of the fact that such person is or was a Trustee or officer of the Church;
- (b) And the Trustee or officer conducted himself or herself in good faith, and he or she reasonably believed (1) in the case of conduct in his or her official capacity with the Church, that his or her conduct was in its best interest; (2) in all other cases, that his or her conduct was at least not opposed to the best interests of the Church; and (3) in the case of any criminal Proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a Proceeding by judgment, order, settlement, conviction, or upon a plea of *nolocontendere* or its equivalent is not, of itself, determinative that the Trustee or officer did not meet the standard of conduct herein described.

### **7.2 Permissive Indemnification of Employees and Agents**

The Church may, to the maximum extent permitted by the provisions of the Texas Business Organizations Code Sections 8.101 and 22.406.1, as amended from time to time (provided, however, that if an amendment to the Code in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of Persons subject to indemnification under this section which occur subsequent to the effective date of such amendment), the Church shall indemnify and advance expenses to or for the benefit of any person who is or was an employee or agent of the Church, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in Section 7.1 above, provided that the Proceeding was instituted by reason of the fact that such person is or as an employee or agent of the Church and met the standards of conduct set forth in subsection 7.1(b) above. The Church may also indemnify and advance expenses in a Proceeding on behalf of any person who is or was an employee or agent of the Church to the extent, consistent with public policy, as may be provided by the constitution, by these bylaws, by contract, or by general or specific action of the Trustees.

### **7.3 Non-exclusive Application**

The rights to indemnification and advancement of expenses set forth in Sections 7.1 and 7.2 above are contractual between the Church and the person being indemnified, and his or her heirs, executors, administrators and legal representatives, and are not exclusive of other similar rights of indemnification or advancement of expenses to which such person may be entitled. Whether by contract, by law, by the constitution, by a resolution of the Trustees, by these bylaws, by the purchase and maintenance by the Church of insurance on behalf of a Trustee, officer, employee, or agent of the Church, or by an agreement with the Church providing for such indemnification, all of which means of indemnification and advancement of expenses are here by specifically authorized.

### **7.4 Non-Limiting Application**

The provisions of this Article VII shall not limit the power of the Church to pay or reimburse expenses incurred by a Trustee, officer, employee, or agent of the Church in connection with such person's appearing as a witness in a Proceeding at a time when he or she has not been made a named defendant or respondent to the Proceeding.

### **7.5 Prohibited Indemnification**

Notwithstanding any other provision of this Article VII, the Church shall not indemnify or advance expenses to or on behalf of any Trustee, officer, employee, or agent of the Church, or such person's heirs, executors, administrators or legal representatives:

- (a) If a judgment or other final adjudication adverse to such person establishes his or her liability for any breach of the duty of loyalty to the Church, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or under Sections 8.101, 8.102, and 8.103 of the Texas Business Organizations Code;
- (b) Or in connection with a Proceeding by or in the right of the Church in which such person was adjudged liable to the Church; Or in connection with any other Proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

### **7.6 Repeal or Modification not Retroactive**

No repeal or modification of the provisions of this Article VII either directly or by the adoption of a provision inconsistent with the provisions of this Article, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

## **Article VIII. Deacons**

### **8.1 The Role of the Deacons**

In accordance with the meaning of the word, and the work and practice reflected in the New Testament, deacons are to be servants of the Church. The task of the deacon is to serve with the Senior Pastor and ministerial staff in performing pastoral ministries; proclaiming the gospel to believers and unbelievers; caring for Church members and other persons in the community; leading the Church by example to engage in a fellowship of worship, witness, education, ministry, and

lifestyle application; and leading the Church by example in performing its task. The Deacon Ministry Fellowship Officers are to provide regular reports to the Trustees.

## **8.2 Office of Deacon**

The office of deacon is an integral part of a New Testament Church. The Church shall recognize as deacons those who exhibit the characteristics and qualifications set forth in the New Testament, including Acts 6:1–6 and 1 Timothy 3:8–13, and who have been duly ordained in accordance with approved Church policy. The Church shall elect a given number of deacons in accordance with approved Deacon Ministry Fellowship policy to serve as the Deacon Ministry Fellowship.

## **8.2 Qualifications of Deacons**

The qualifications for deacon shall be those New Testament standards outlined in Acts 6:1–8 and 1 Timothy 3. Deacons are expected to be models of a Christian lifestyle and commitment worthy of emulation by other members of the Church. Deacons are expected to participate in the life of the Church with a goal of ministry and service to the Church body. Deacons must be of good reputation, full of the Holy Spirit and wisdom, and willing to serve and minister to others.

Deacons also shall possess the same general qualifications required for Trustees pursuant to the provisions in Section 4.4 (a–g), with the exception being the minimum length of Church membership, which shall be one year. Deacons shall annually affirm their commitment to serve to the Deacon Chair and shall serve until released by the Holy Spirit, become unfaithful in performing the deacon ministry, or fail to meet the qualifications stated above.

## **8.3 Ordination of Deacons**

The Church shall elect and ordain those qualified to serve the Church. Ordination is for life unless the deacon fails to perform his ministry of service or disqualifies himself by conduct contrary to the New Testament Standards set forth in Acts 6:1–8 and 1 Timothy 3.

## **8.4 Deacon Body**

Deacons ordained in accord with the approved Deacon Ministry Fellowship Policy constitute the Deacon Body.

## **8.5 Deacon Ministry Fellowship Officers**

The Deacon Ministry Fellowship Officers shall elect officers in accordance with Church policy. The officers are Chair, Vice-Chair, and Secretary/Treasurer. The Deacon Ministry Fellowship Officers shall be responsible for those matters related to the deacon body set forth in these By-laws and approved Deacon Ministry Fellowship Policy.

# **Article IX. Standing Teams and Teams of the Church**

## **9.1 Standing Teams of the Church**

Standing teams are established to assist the Trustees with oversight of stewardship and staff related operations of the Church. The standing teams of the Church are the Trustees, Stewardship Team, and the Staff Resource Team. Any other team of the Church will be formed as an ad hoc team for a specific task per Section 9.5 below.

## **9.2 Role of the Trustees**

The Church has delegated to the Trustees the authority to determine on an annual basis the specific tasks, membership, terms of service, rotation plan, meetings, and naming of the Chair and Vice-Chair of these standing teams. Such teams shall be under the direction and serve at the pleasure of the Trustees, shall have charge over such duties as may be assigned by these bylaws, shall maintain a permanent record of their actions and proceedings, and shall regularly submit a report of their actions to the Trustees.

## **9.3 Membership of the Standing Teams**

Members of the standing teams shall possess the same qualifications required for Trustees pursuant to the provisions in Section 4.4 (a)–(g). The Chair of the Trustees or his or her designee may serve on each standing team as an ex officio Member without vote. Members of standing teams shall be designated by the Trustees from nominations received from the Chair of the standing team or any Member of the Church. In the event of a vacancy on any standing team, a replacement shall be designated by the Trustees from nominations received from the Chair of that standing team or any Member of the Church. Any member of a standing team may be removed by a vote of nine (9) Trustees or by the action of the membership pursuant to Section 3.7(d). The Executive Pastor participates as an ex officio member on standing teams without vote.

## **9.4 General Scope of the Stewardship Team**

The Stewardship Team shall be responsible for: (1) stewardship education to encourage members to commit their tithe to the work of the Church, (2) Church budget development, (3) monitoring receipts and expenditures, (4) the annual independent audit of the Church financial statements, (5) developing and maintaining a Handbook of Financial Policies and Procedures and submitting these to the Trustees for approval, and (6) debt management. The Chair of the Stewardship Team shall serve as the Treasurer of the Church and corporation pursuant to Section 5.1.

## **9.5 General Scope of the Staff Resource Team**

The Staff Resource Team shall be responsible for (1) recommending appropriate compensation and benefit packages, (2) approving recommended salaries in conjunction with the Executive Pastor and the Business Administrator, (3) maintaining a Staff Handbook of Human Resource Policies and Procedures, (4) approving staff continuing education and training, and (5) the Staff Resource Team does not give oversight to the Senior Pastor or Executive Pastor.

## **9.6 Ad Hoc Teams**

Ad hoc teams are established to assist the Trustees with short-term projects of the Church. The Trustees may, from time to time, create such ad hoc teams as the Trustees believe necessary or desirable. Ad hoc teams shall limit their activities to the accomplishment of the tasks for which they were created and shall have no power to act except as specifically conferred by the Trustees. Such teams shall operate until their tasks have been accomplished or until earlier discharged by the Trustees. The Trustees shall appoint a Chair for each ad hoc team. The number of members needed shall be determined according to the assigned task.

## **9.7 Ministry Teams**

Ministry teams are established to work in a particular area of ministry and are guided in their work by a vocational minister of the Church following the general guidelines established for ad hoc teams in Section 9.6 above. Specifically, Ministry teams shall limit their activities to the ac-



complishment of the ministry-related tasks for which they were created and shall have no power to act except as specifically conferred by the Trustees.

## **Article X. Church Finances**

### **10.1 Role of the Trustees in the Finances of the Church**

The Trustees are responsible for the alignment of Church finances with the Church's mission and strategic objectives and are accountable to the Church for the exercise of this responsibility.

### **10.2 Role and Responsibility of the Treasurer of the Church**

Pursuant to Sections 5.1 and 9.3, the Chair of the Stewardship Team shall serve as the Church Treasurer. In consultation with the Trustees and Executive Pastor, it shall be the duties of the Treasurer to:

- (a) In coordination with the Executive Pastor, provide oversight to the Business Administrator in the performance of his/her duties. The Treasurer may delegate to the Business Administrator and his/her staff any and all of the administrative and clerical duties described in this section, but exercise oversight of the duties performed by the Business Administrator. The Business Administrator shall have the primary duty to receive, preserve, and payout, upon receipt of vouchers approved and signed by authorized personnel, all money, or things of value paid or given to the Church, keeping at all times an itemized account of all receipts and disbursements.
- (b) Ensure the development of fiduciary policies and to submit these policies to the Trustees for their approval.
- (c) Monitor the performance of the Church's fiduciary policies through the review of financial statements prepared in accordance with generally accepted accounting principles.
- (d) Render to the Church a summary report of the receipts and disbursements for the preceding quarter as directed by Trustees.
- (e) Oversee the annual independent audit of the Church's financial statements.
- (f) Review financial transactions of the Church for compliance with IRS guidelines and the Texas Business Organization Code related to non-profit status.

### **10.3 Accounting Practices**

The Stewardship Team shall assist the Executive Pastor and Business Administrator in establishing and maintaining a system of accounting consistent with sound business principles and faithful stewardship.

### **10.4 Annual Church Audit**

On behalf of the Church, the Stewardship Team shall engage annually an independent certified public accounting firm to audit the Church's financial statements. The audit report shall be delivered to the Trustees with a copy to the Stewardship Team, Executive Pastor, and Business Administrator. Any auditor management letters received by the Trustees shall be copied to the Stewardship Team. Trustees shall approve the annual audit report.

### **10.5 Financial Records and Reports**

All financial records are the property of the Church and shall be kept as per the Church's records retention policy. The Stewardship Team shall work with the Executive Pastor and Business Administrator to prepare monthly financial reports to the Trustees. Trustees shall provide quarterly financial statements for presentation to the Church.

### **10.6 Church Staff Compensation and Benefits**

The Staff Resource Team shall develop and propose to the Trustees annual guidelines for an appropriate level of funding for staff compensation and benefits. The Trustees, with input from the Staff Resource Team and the Stewardship Team, shall determine compensation and benefits for the Senior Pastor and the Executive Pastor. The Staff Resource Team and the Stewardship Team will agree upon an annual total funding amount based on the expected future revenue budget of the Church for the upcoming year and shall review with the Trustees for their approval. Additionally, the Staff Resource Team and the Stewardship Team, in consultation with the Trustees, will agree upon a rolling plan of expected funding for staff resources in order to provide assistance to the Staff Resource Team in making future staffing decisions. The Trustees delegate to Staff Resource Team the responsibility to work with the Executive Pastor to implement staff compensation within the staffing budget approved by the Trustees.

### **10.7 Budget**

The Stewardship Team shall supervise the development of an annual budget for the Church and submit it to the Trustees for review to ensure that it is consistent with the Church's mission, objectives, and strategies prior to sending to the Membership for approval. The Executive Pastor and Business Administrator will provide the Stewardship Team with a budget proposal covering each area of ministry in the Church. The Staff Resource Team will provide the Stewardship Team a budget proposal for staff compensation, continuing education, and training expenditures, excluding the compensation, continuing education, and training expenditures of the Senior and Executive Pastors. The Trustees shall submit the annual church budget to the members for approval in accordance with Section 2.5(a)9.

### **10.8 Monitoring of Expenditures**

The Trustees shall work with the Stewardship Team to assist the Executive Pastor and Business Administrator in monitoring the receipts and expenditures of the Church. Variances from the approved budget shall be analyzed and resolved by the Stewardship Team and Business Administrator in consultation with the Executive Pastor.

### **10.9 Guidelines for Unbudgeted Expenditures**

Unbudgeted expenditures are those expenditures and/or commitments for which no budget has been approved by the members and/or which could impact a future budget period. All unbudgeted expenditures require the prior approval of the Stewardship Team. Any single unbudgeted expenditure that would cause the total unbudgeted expenditures for the fiscal year to exceed one percent (1%) of the approved comprehensive budget will require approval of the Trustees. Any expenditure that would cause unbudgeted expenditures to exceed three percent (3%) of the approved comprehensive budget will require approval of the members pursuant to Section 2.5(a)9.

### **10.10 Guidelines for Budget Deficits**

In the event the Stewardship Team determines that a cash flow deficit has occurred or may occur, it shall consult with the Executive Pastor and Business Manager to reallocate resources to

ensure that actual expenditures do not exceed receipts in any budget period. Such reallocation shall be consistent with the Church's mission and vision. The Stewardship Team shall propose to the Trustees the plan for the reallocation of resources for consideration and approval. The ultimate responsibility for reallocation of the resources and/or adjustment of expenditures shall be vested in the Trustees.

#### **10.11 Debt Management**

The Trustees shall work with the Stewardship Team to manage and control the Church's long-term debt. No officer or employee of the Church shall incur debt in the name of the Church or on behalf of the Church without the authorization of the membership per Sections 2.5(a)14 and 10.14.

#### **10.12 Guidelines for Budget Overages**

In the event the Stewardship Team determines that a cash flow overage has occurred or may occur, the Stewardship Team shall recommend to the Trustees the use of such overage consistent with the Church's mission and vision, debt, and long-term plans. The Trustees shall determine the use of the overage and shall report its decision to the Church.

#### **10.13 Contracts and Employment as Agents**

Except as limited by the constitution or bylaws, the Trustees may authorize any Trustee, officer, or agent to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Church. The Trustees shall be specifically authorized, in their sole discretion, to employ and to pay the compensation of such agents, accountants, custodians, experts, consultants and other counsel, legal, investment, or otherwise, as the Trustees shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities. Such authority may be general or confined to specific instances.

#### **10.14 Securing of Loans or Lines of Credit**

No loans or lines of credit nor any amendments thereto shall be contracted on behalf of the Church, and no evidences of such indebtedness shall be issued in its name, unless authorized by a resolution of the Church.

#### **10.15 Checks and Drafts**

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Church shall be signed by such officer or officers, agent or agents, of the Church, and in such manner, as shall from time-to-time be determined by resolution of the Trustees.

#### **10.16 Deposits**

All funds received by the Church, and not otherwise employed, shall be deposited every day to the credit of the Church with such banks, trust companies, brokerage firms, investment managers, or other depositories as the Trustees may from time to time select.

#### **10.17 Investment Authority**

The Trustees shall be authorized to retain assets contributed to the Church, even though such assets may constitute an over-concentration in one or more similar investments. Further, the Trustees shall have the authority to make investments in unproductive property, or to hold unproductive property to the extent necessary until it can be converted into productive property at an ap-

propriate time, provided the retention of such property is in the best interest of the Church and does not in any way jeopardize the tax-exempt status of the Church.

### **10.18 Church Property**

Title to all Church property shall be held by the Trustees on behalf of, and in the name of, the Church.

### **10.19 Church Intellectual Property**

The Church shall own all rights to all works and subsequent derivative works created within the scope of a staff Member's duties that the Church has a right to direct and supervise. The Trustees shall develop intellectual property policy guidelines. The Trustees or their representatives must approve works presented for publication outside the Church, the terms and provisions of the contracts, and promotional activity for such works. Trustees shall approve all uses of the Church's name and likeness.

### **10.20 Fiscal Year**

The fiscal year for the Church shall be twelve (12) consecutive calendar months and may be changed by a majority of Church members present and voting by paper ballot on a motion by the Trustees at a regular business meeting.

### **10.21 Giving**

Membership in First Baptist Church of Burlison involves financial responsibility. Members are expected to practice Christian stewardship by giving tithes and offerings to support the Church and to advance Christ's Kingdom around the world.

## **Article XI. Purpose and Use of Funds**

### **11.1 Purpose**

The purpose of the Church is to be a dynamic spiritual organism empowered by the Holy Spirit to share the good news of Jesus Christ with as many people as possible in pursuit of this purpose, the Church shall be a worshipping fellowship, experiencing an awareness of God, recognizing His person, and responding in obedience to His leadership. The Church will use its gifts, talents, and resources to help people experience a growing knowledge of God and minister unselfishly to persons in the community and the entire world in the name of Jesus Christ.

### **11.2 No Private Inurement**

The Church is not formed for financial or pecuniary gain; and no part of the assets, income or profits of the Church shall be distributable to, or inure to the benefit of its Trustees or officers or any other private person, except as provided in Section 5.2 as reimbursement for expenses or reasonable compensation for services rendered to the Church and except to make payments and distributions in furtherance of the purposes of the Church as set forth herein.

No substantial part of the activities of the Church shall be the carrying on of propaganda or otherwise attempting to influence legislation; and no part of the activities of the Church shall be the participation in or intervention in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. However, the Senior Pastor and ministerial staff are not to be hindered in any way from speaking publicly,

in regular or special meetings of the Church or other venues, on matters of morality or Christian conduct addressed explicitly or implicitly in Scripture.

### **11.3 Dissolution**

The members shall have the authority to dissolve the Church at any time that it deems such dissolution appropriate or advisable by an eighty percent (80%) majority vote of members. In such event, after paying, or making provision for the payment of all liabilities of the Church then outstanding and unpaid, the Trustees shall distribute the assets of the Church exclusively for religious purposes in accordance with Section 11.3 (a), (b), or (c) as appropriate. In the event that the Church should dissolve, be dissolved, or otherwise cease to exist as a charitable organization under the tax laws of the United States, the assets shall revert to another qualified charitable organization as provided below:

- (a) The Southwest Area Metroplex Baptist Association or its successor organization;
- (b) The Baptist General Convention of Texas if the Southwest Area Metroplex Baptist Association or its successor does not exist or qualify as a charitable organization;
- (c) The Southern Baptist Convention if neither of the organizations named in (a) and (b) above exist or is qualified as a charitable organization.

## **Article XII. Notices and Waiver of Notices**

Unless otherwise provided herein, the notices provided for in these bylaws shall be communicated to the members through normal church communication method, including the bulletin, electronic mail, posting on the Church website, or announcing during regular worship services. Actions requiring a vote of the membership pursuant to Section 2.4(a) shall be noticed by written notice in addition to the normal Church communication methods. Written notice is effective at the earliest of (a) receipt, (b) five (5) days after its deposit in the United States mail, if mailed correctly addressed and with first-class postage affixed thereon, (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Or (d) ten (10) days after its deposit in the United States mail, if mailed correctly addressed, and with other than first-class, registered, or certified postage affixed. Whenever any notice is required to be given to any Trustee, officer, or team Member of the Church under the provisions of the constitution, these bylaws. Or the Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **Article XIII. Licensing and Ordination of Ministers**

### **13.1 Licensing and Ordination to the Gospel Ministry**

From time to time, the Church shall license or ordain to the gospel ministry those who have shown evidence of divine call on their lives.

- (a) A license to the gospel ministry shall be issued upon examination of qualifications and evidence of a calling to the ministry of the gospel by the Senior Pastor, a recommendation of the Deacon Body, and a majority vote of the congregation in any regular or special business meeting pursuant to Section 2.5(a)3.

- (b) A candidate shall be considered for ordination to the gospel ministry by being recommended to the Senior Pastor or Deacon Body. Upon such request or recommendation, the Senior Pastor shall convene a council of ordained ministers and deacons to thoroughly examine the candidate. The candidate's life, doctrine and call shall be examined in light of 1 Timothy 3:1–7, other applicable Scriptures, and usual Baptist practice. This examination shall take place before an ordination service. Upon recommendation of the examining council, the pending ordination shall be voted on by the congregation pursuant to Section 2.5(a)3.

### **13.2 Terms of Licenses and Ordination Granted by the Church**

The license and/or ordination of the Church is valid for the lifetime of the minister. However, the Church reserves the right to withdraw, upon a majority vote, any license or ordination it has issued should the life of the minister cease to bear those qualities required for such recognition. It is understood that the performance of civil duties by the person licensed or ordained shall be governed by applicable laws.

## **Article XIV. Effective Date and Amendments**

### **14.1 Effective Date**

The Constitution and Bylaws shall be in immediate effect when approved by the members of the Church.

### **14.2 Amendments**

Amendments to the Constitution or Bylaws may be proposed to the Trustees, by any Member, staff member, Team, or organization of the Church. All proposed amendments shall be referred in writing to the Trustees. At the discretion of the Trustees, an ad hoc Constitution and Bylaws Review Team may be formed to make a report on all proposals and recommend adoption or non-adoption. This report shall be presented to the Trustees who shall in turn, present it to the Church for prayerful consideration and a vote following the procedures outlined in Sections 2.5(a) and 3.2 of these Bylaws.

## **Article XIV. Church Organizations and Programs**

The Church shall actively maintain programs of Bible teaching; mission education, action and support; evangelism and discipleship; and music education and training. Program organizations to facilitate these areas of ministry shall be maintained under the direction of the ministerial staff of the Church. All program activities are subject to the direction, coordination, and approval of the Executive Pastor or his designee(s) and shall be organized to effectively minister to all members.