

First Baptist Church Port Neches

Constitution & Bylaws

Adopted by Congregation May 7, 2017

FIRST BAPTIST CHURCH PORT NECHES CONSTITUTION

PREAMBLE

As followers of Jesus Christ, joined together as one body of believers, we profess our living faith in Him as our sole spiritual authority. Jesus Christ reveals Himself to us by His Holy Spirit and through the Holy Bible. We declare and establish this Constitution to preserve, uphold, promote, illuminate and secure the principles of our faith and to govern the Church body in an orderly manner. This Constitution will preserve the liberties of each individual Church member and the freedom of action of this body in its relation to other Baptist churches and organizations. This Constitution and these following Bylaws amend and restate, in its entirety, the previous Constitution and Bylaws of the First Baptist Church of Port Neches, as amended.

ARTICLE I. NAME AND PRINCIPAL OFFICE

This body shall be known as First Baptist Church of Port Neches, Texas (“FBCPN”). FBCPN is a religious nonprofit corporation organized under the Texas Business Organization Code, as amended (the “Code”). The principal office of FBCPN in the State of Texas shall be located in Port Neches, Jefferson County, Texas. The membership of FBCPN shall have full power and authority to relocate or have multiple campuses as it sees fit. Unless it is restrictive to religious freedoms protected by the Constitution of the United States or violates Biblical mandates, FBCPN shall comply with the requirements of the Code and maintain a registered office and registered agent in Texas. The membership may change the registered office and the registered agent as provided in the Code.

ARTICLE II. OBJECTIVES AND PURPOSES

Because of our belief that Jesus Christ is the only means of salvation, of forgiveness of sin, and of reconciliation with God, it shall be the mission and purpose of this Church to know Christ, to make Him known to all people and to seek the salvation of all souls everywhere. The objectives of FBCPN are as follows:

A. To worship in prayer, thanksgiving, and praise, responding in obedience to Christ's leadership;

B. To promote and engage in missionary endeavors in our community, our state, our nation, and throughout the world;

C. To disciple our members through a program of Christian education;

D. To fellowship with God and fellow believers;

E. To minister in the name of Jesus to each other, to our community, and to our world;

F. To license and ordain ministers of the Gospel and to conduct worship services at this Church and elsewhere;

G. To collect and disburse any and all necessary funds for the maintenance of this Church and the accomplishment of its purpose.

H. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended unless it is restrictive to religious freedoms protected by the Constitution of the United States or violates Biblical mandates; and,

I. To promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be

necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended unless it is restrictive to religious freedoms protected by the Constitution of the United States or violates Biblical mandates.

ARTICLE III. ARTICLES OF FAITH

The Bible is the inspired word of God and is the sole authority for our faith, beliefs, morality, Christian lifestyle and conduct. All matters of faith and conduct must be evaluated on the basis of scripture.

We subscribe to the Baptist Faith and Message as adopted by the Southern Baptist Convention (SBC) in 1963 which articulates those distinctive truths common to this fellowship of believers as well as to other Southern Baptist churches with whom we cooperate. We believe it accurately represents the teaching of Scripture and is therefore suitable for general instruction and guidance.

Any literature used in the Church shall not be in conflict with these Articles of Faith.

ARTICLE IV. MARRIAGE AND SEXUALITY

We believe that the term “marriage” has only one meaning and that is marriage sanctioned by God which joins one man and one woman in a single, exclusive union, as delineated in Scripture. Accordingly, this Church’s pastors and staff will not officiate in same-sex unions or same-sex marriages nor shall its property or resources be used for any such purposes or related celebrations or activities.

We believe that God intends sexual intimacy to only occur between a man and a woman who are married to each other. We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman.

We believe that any form of sexual immorality, such as adultery, fornication, homosexuality, bisexual conduct, bestiality, incest, pornography or any attempt to change one’s sex, or disagreement with one’s biological sex, is sinful and offensive to God.

We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ.

We believe that every person must be afforded compassion, love, kindness, respect and dignity. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with scripture nor the doctrines of the Church.

We believe that in order to preserve the function and integrity of the Church as the local Body of Christ, and to provide a biblical role model to the Church members and the community, it is imperative that all members and persons employed by the Church in any capacity, or who serve as volunteers, should abide and agree to the preceding expression of belief on marriage and sexuality, and conduct themselves accordingly. Furthermore, we reserve the right and responsibility to apply biblical discipline, as described in Article 2.6 of the Church Bylaws, in situations where any member's refusal to adhere to this expression of belief is deemed to be detrimental to the function and integrity of the Church.

ARTICLE V. RELATIONSHIPS

The Church is autonomous. The government of this Church is vested in the body of believers who compose it. Persons duly received by the members shall constitute membership. All organizations created and empowered by the church shall report to and be accountable to the Church. This Church is not subject to the control of any other ecclesiastical or denominational body, but it recognizes and sustains the obligations of mutual counsel and cooperation which are common among Baptist churches. First Baptist Church will cooperate with and support the the Southern Baptist Convention, the Baptist General Convention of Texas, and the Golden Triangle Baptist Network provided such cooperation does not conflict with the Church's own best interests. First Baptist Church may also choose to partner with other organizations who share our core values, provided such cooperation does not conflict with the Church's own best interests.

ARTICLE VI. COVENANT

Having been led by the Spirit of God to receive the Lord Jesus Christ as our Lord and Savior, and, on the profession of our faith, having been baptized in the name of the Father, and of the Son, and of the Holy Spirit, we do now in the presence of God and this assembly most solemnly and joyfully enter into this Covenant with one another as one body in Christ.

We believe that we should, by the aid of the Holy Spirit, walk together in Christian love; strive for the advancement of this Church in knowledge, holiness, and unity; promote its prosperity and spirituality; sustain its worship, ordinances, doctrines, and discipline; contribute cheerfully and regularly to the support of the ministry, the expenses of the Church, the relief of the poor, and the spreading of the gospel through all nations.

We believe that we should establish and maintain family and personal devotions; to educate our children with a Christian worldview; to seek the salvation of our kindred and acquaintances; to walk circumspectly in the world; to be just in our dealings, faithful in our engagements, exemplary in our language, conversation and self control; to avoid the sinful acts described in Galatians 5:19-21, and to develop the fruits of the Spirit in our Christian walk, as described in Galatians 5:22-23, and to be zealous in our efforts to advance the kingdom of God.

We believe that we should watch over one another in brotherly love; to remember one another in prayer; to aid one another in sickness and distress; to cultivate Christian sympathy in feeling and Christian courtesy in speech; to be slow to take offense, but always ready for reconciliation and mindful of the teachings of our Savior to secure it without delay.

We believe that when we remove from this place we will as soon as possible unite with some other church where we can carry out the spirit of this covenant and the principles of God's Word.

ARTICLE VII. CHURCH ORDINANCES

A. Baptism. This Church shall receive for baptism any person who has received Jesus Christ as Savior by personal faith, who professes Him publicly and who indicates a commitment to follow Jesus as Lord.

Baptism shall be by immersion in water in accordance with scripture as an outward expression of faith in the death, burial, and resurrection of Jesus.

The Senior Pastor, or whoever he authorizes shall administer baptism.

In the absence of the Senior Pastor, the Church upon recommendation of Church Council shall authorize the one who shall administer baptism.

B. The Lord's Supper. The Lord's Supper is a symbolic act of obedience whereby members of the Church, through partaking of the bread and fruit of the vine, commemorate the death of Jesus Christ and anticipate His Second Coming. The Church shall observe the Lord's Supper as scheduled by the Church. The Senior Pastor and Deacons shall oversee any Lord's Supper observance conducted at the Church. All members of FBCPN and any visiting Christians may participate upon self-examination in accordance with I Corinthians 11:23-32.

Article VIII. CONSTITUTION AND BYLAWS AMENDMENTS

The Constitution & Bylaws Committee shall be the custodian of the Church Constitution and Bylaws. In general, the Constitution & Bylaws Committee shall perform the duties defined in the Church Committee/Team Manual, meeting as needed to resolve issues.

This Constitution & Bylaws may be altered, amended, or repealed, and new bylaws adopted at any regular or special business meeting of the Church by a two-thirds majority vote of the members present and eligible to vote, provided that:

1. The proposed amendments(s) have been presented at a previous business meeting and made available to members at least two weeks prior to the meeting to act on the amendment; and,
2. The meeting to consider the proposed amendment is announced in Sunday morning services for two consecutive Sundays (one of which may be the same day as the meeting).

Article IX. ORDER OF PRECEDENCE

Should any conflict or discrepancy arise regarding the Constitution, Bylaws, manuals, stated policies, procedures, and practices, the Constitution takes precedence, with the Bylaws following in order of precedence.

This Constitution & accompanying Bylaws supersede all previous Constitutions and Bylaws.

FIRST BAPTIST CHURCH PORT NECHES BYLAWS

ARTICLE 1. POWERS AND RESTRICTIONS

1.1 Except as otherwise provided in the Certificate of Formation and these Bylaws, and in order to carry out the purposes stated in Article II of the First Baptist Church Port Neches Constitution, the Church shall have all those powers set forth in the Code, as it now exists or as it may hereafter be amended unless it is restrictive to religious freedoms protected by the Constitution of the United States or violates Biblical mandates. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes as set out above are limited and restricted in the following manner:

- a. The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in the Certificate of Formation or these Bylaws.
- b. In the event this Church is in any one year a “private foundation” as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of “self dealing” as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any “excess business holdings” as defined by Section 4943(c) of the Internal Revenue Code of 1986, as

amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making taxable expenditures as defined in Section 4945(d) of the internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

- c. The Church shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Church's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE 2. MEMBERSHIP

2.1 Management of the Church. Pursuant to Section 22.202 of the Texas Business Organizations Code and as provided for in the Church's Amended and Restated Certificate of Formation, power to manage and govern the affairs of the Church is vested in the members of the Church, as herein defined.

This is a sovereign and democratic Baptist Church under the Lordship of Jesus Christ. The membership retains unto itself the exclusive right of self-government in all phases of the spiritual and temporal life of this Church.

The membership shall have the right to determine who shall be members of this Church and the conditions of such membership.

2.2 Membership. The Church shall have two classes of membership.

- a. Full Voting Members. Full Voting Members in this Church shall consist of all persons who have met the qualifications of membership as set forth in Section 2.3 below and are listed on the membership roll (hereafter referred to as "Full Members"). Full members shall have all the rights, privileges, and responsibilities of a member of the Church.

b. Associate Members. Those Christians, who wish to enter into the love and fellowship of the Church and will support the objectives of the Church but cannot qualify or choose not to qualify for full voting membership, as outlined in Section 2.3, will be designated as coming under the “watchcare” of the Church as “Associate Members.” Associate members are to be encompassed in all the life and love of the Church, except for voting, and holding positions of elective leadership.

2.3 Qualifications for Full Voting Membership. A person shall become a Full Voting Member in the Church in any of the following ways:

a. By profession of faith in Jesus Christ and identifying with Him in baptism by immersion. Profession of faith in Jesus Christ involves:

1. Personal conviction of sin and the need for forgiveness (Rom. 6:23).
2. Repentance (turning away from sin) and asking Christ for forgiveness (I John 1:9).
3. Receiving Christ as personal Savior and Lord (Rom. 10: 9-10).
4. Subject to adherence to (1) – (3) above, unless otherwise requested to not be a Full Voting Member, the candidate shall be placed on the Church roll as a Full Voting Member.

b. By way of transfer of membership through a letter of request from another Baptist church of like faith and order.

c. By statement of personal faith in Christ having already been baptized by immersion in a church of like faith and order.

d. By restoration of membership in accordance with procedures outlined in Article 2.7 below.

2.4 Rights and Responsibilities of Members.

a. Every Full Voting Member of the Church is entitled to vote at all elections and on all questions submitted to the Church in a business meeting, provided the member is

present. No proxy or absentee voting will be allowed. Associate Members are not permitted to vote.

- b. Every Full Voting Member of the Church, of the age of 18 or above, is eligible for consideration as a candidate for committee/team membership and elective positions in the Church. Associate Members are not eligible to serve in a Leadership position.
- c. Rights of membership in the Church do not confer ownership of any of the Church's assets.

2.5 Termination and Dismissal of Membership. Membership shall be terminated in the following ways:

- a. Death of a member.
- b. Transfer of membership through a letter of request from another Baptist Church.
- c. Exclusion by action of this Church.
- d. Erasure upon request or reasonable evidence of membership in another church.

2.6 Member Discipline. It shall be the practice of this Church to emphasize to its members that every reasonable measure will be taken to assist any troubled member. The Pastor, other members of the Church staff and Deacons are available for counsel and guidance.

The attitude of members toward one another shall be guided by a concern for redemption rather than punishment.

Should a condition exist which is causing a member to become a liability to the general welfare of the Church, the Pastors and Deacons will take every reasonable measure to resolve the problem in accordance with Matthew 18. If it becomes necessary for the Church to take action to exclude a member, a special meeting of the Church Council will

be called for that purpose. Upon a vote of at least two-thirds (2/3) of the Church Council, a recommendation shall be made to the Church as to whether the person's membership in the Church will be terminated. If so recommended, the situation will be brought to the Church at an appropriate time. All such proceedings shall be pervaded by a spirit of Christian kindness and forbearance. A person's membership shall be terminated upon a majority vote at a business meeting duly called for such purpose.

2.7. Restoration of Membership. Any person previously excluded may be restored to membership upon the majority vote of the Church. A vote will be taken to the Church upon the request of the excluded person and by at least a two-thirds (2/3) vote of the Church Council at a meeting called to consider such request.

ARTICLE 3. CHURCH OFFICERS

3.1 The Church's activities will be led by its leaders of which a specific subset of these leaders will be designated as the Church Officers.

3.2 Senior Pastor. The Senior Pastor is responsible to the Church for proclaiming the gospel of Jesus Christ, teaching the Bible, pastoral care ministries in the Church and community, administrative leadership in all areas of Church life, and administration of the paid staff. The duties of the pastor, including specific job responsibilities, are described in the Personnel Manual. Article 9 below outlines the Senior Pastor selection process.

3.3 Church Staff. The Church shall call or employ such staff members as it shall need in accordance with guidelines in the Personnel Manual. A job description for each position shall be written by the Personnel Committee and be included in the Personnel Manual.

3.4 Deacons. Deacons are servant leaders and spiritual leaders of the Church. Deacons serve under the leadership and spiritual direction of the Senior Pastor. The role and responsibilities of Deacons are described in the Deacon Handbook.

3.5. Moderator. The Moderator of the business meetings shall be the Senior Pastor. In the absence of the Senior Pastor, the Chairman of the Deacons shall preside; in the absence of both, the Vice-Chairman of the Deacons shall call the Church to order and preside over the election of a Moderator.

3.6. Church Clerk. The Church Clerk is responsible for maintaining all official records of the Church.

3.7 Church Treasurer. The Treasurer represents the Church in its financial management. The Treasurer shall be the leader of the Tellers Team.

3.8. Trustees. Annually, the Church shall elect a minimum of five (5) Trustees in a Church business meeting. Persons in the following positions of leadership shall function as Trustees for FBCPN upon their election at a Church business meeting:

- Deacon Fellowship Chairman
- Deacon Fellowship Vice-Chairman
- Property and Maintenance Committee Chairman
- Personnel Committee Chairman
- Finance Committee Chairman
- Church Treasurer.

Trustees shall function in those matters where applicable law specifically requires them to act in behalf of the Church. The Trustees' signatures shall be in their capacity as Trustees, and not as individuals.

Upon a specific vote of the Church authorizing each action, the Trustees shall have the power to buy, sell, convey, mortgage, pledge, lease real property, exchange, transfer, and otherwise dispose of all or any part of the Church's property, both real and personal. A minimum of three (3) signatures will be required to validate all authorized transactions.

No Church employee or their relative may serve as a Trustee. For the purpose of the Trustees, relative means "husband, wife; parents of either husband or wife; children of the husband or wife". Should a chairman or vice-chairman prove ineligible to serve as a Trustee, the respective committee or organization shall supply a substitute by majority vote of that committee or organization.

ARTICLE 4. CHURCH COUNCIL

4.1 General. The Church Council shall exist to provide guidance and counsel to the Church membership. All matters agreed upon by the Council, calling for action not already authorized, shall be presented to the Church as a recommendation.

4.2 Membership. The membership of the Church Council shall consist of the following persons:

- a. Church Senior Pastor
- b. No more than two (2) other ministerial staff members
- c. Deacon Fellowship Chairman
- d. Finance Committee Chairman
- e. Personnel Committee Chairman
- f. Property and Maintenance Chairman
- g. Committee on Committee and Teams Chairman
- h. Missions Committee Chairman

4.3 Functions. The primary functions of the Church Council shall be to:

- a. Recommend Church objectives and goals to the congregation
- b. Review and coordinate the Church calendar and program plans as recommended by Church officers, organizations, and committees/teams;
- c. Evaluate Church programs in terms of Church goals and objectives;
- d. Evaluate and make recommendations to the Church regarding any changes to starting and ending times of Church worship services
- l. Nominate the Church Clerk and present to the Church for approval in November of each year. This nominee may be one of the Church's administrative assistants; This nominee may be elected to serve successive terms.
- m. Nominate the Church Treasurer and present to the Church for approval in November of each year. This nominee may be elected to serve successive terms.

4.4 Additional responsibilities of the Church Council:

- a. If necessary under Article VII. A of the Church Constitution, recommending a person to administer baptism if the Senior Pastor has not authorized someone to do so in his absence;
- b. If necessary under Article 10.5 of these Bylaws, making a recommendation for legal counsel to determine the right to indemnification under the Code;
- c. If necessary under Articles 2.6 and 2.7 of these Bylaws, to consider and make recommendations to the Church regarding Church Discipline and Restoration of Membership.

4.5. Meetings. The Church Council shall have regular meetings no less than four (4) times per year, once each quarter, with time and place set by the Church Council. The Church Council Chairman shall call special meetings when requested to do so by three (3) or more council members. The Church Council Recorder shall report all minutes of meetings to the Church membership at the next Church business meeting following a Church Council meeting.

4.6. Officers. The Church Council shall annually elect a Chairman, Vice-Chairman, and Recorder to serve one-year terms. Officers may serve a maximum of two consecutive years in any one office.

ARTICLE 5. COMMITTEES AND TEAMS

5.1. General. The standing committees and teams of the Church shall report directly to the Church. They shall oversee their respective responsibilities. Each member of each committee shall be elected by the Church.

5.2 Committee on Committees and Teams. The Committee on Committees and Teams is a six (6) member committee responsible for selecting, enlisting, and recommending committee/team members to the Church for election. This committee shall develop and maintain the Committee/Team Manual which shall

- a. define and describe all Church committees and teams
- b. state the purpose and responsibilities of each committee/team
- c. define membership requirements

- d. Recommend to the Church establishment of additional committees/teams as the need arises
- e. Recommend to the Church elimination of unnecessary teams.
- f. The Committee/Team Manual and any subsequent revisions must be recommended to and approved by the Church in a regularly scheduled business meeting.

5.3. All Church committees and teams shall be governed by the Committee/Team Manual and, where applicable, be further guided by their own individual policy manuals .

5.4 Other Committees/Teams. The Church shall have additional committees/teams as specified in the Committee/Team Manual. A committee may be required to maintain a manual stating committee-related rules, procedures, and/or policies. Revisions to these manuals must be made and approved by the sponsoring committee and presented to the Church membership for approval in a regularly scheduled business meeting.

ARTICLE 6. SENIOR PASTOR SELECTION PROCESS

6. 1. Interim Pastor. Upon the office of Senior Pastor becoming vacant, the Personnel Committee shall secure pulpit supply until such time as it can recommend an Interim Pastor to the Church in accordance with policies and procedures in the Personnel Manual.

6.2 Upon the office of Senior Pastor becoming vacant, the Church shall establish a Pastor Search Team. This team shall be a temporary non-rotating team.

6.3 Pastoral Search Team.

a. Purpose. To assist the Church in the selection of a Pastor.

b. Duties. The Pastoral Search Team shall have the following duties:

1. Screening, evaluating, and initiating contact with potential Senior Pastor candidates.
2. Making recommendations to the Church regarding a potential Senior Pastor.

c. Team Composition. The Team shall include:

(1) Three (3) Appointees from Church elected leadership:

- (a) 1 appointee from Deacon Officers
- (b) 1 appointee from Personnel Committee
- (c) 1 appointee from Finance Committee

(2) Six (6) at-large nominees from the Church membership:

- (a) One (1) female member receiving the highest number of nominations from the Church on Nomination Day in each of the age ranges in subsection (c) immediately below for a total of three (3) female nominees;
- (b) One (1) male member receiving the highest number of nominations from the Church on Nomination Day in each of the age ranges in subsection (c) immediately below for a total of three (3) male nominees
- (c) Age ranges.
 - 18 to 34 years of age
 - 35-54 years of age
 - 55+ years or older

d. Alternate Committee Members. The male receiving the next highest number of nominations and the female receiving the next highest number of nominations shall serve as alternates members of the Pastor Search Committee.

e. Nominee Qualifications.

- (1) Full voting member for at least 6 months prior to Nomination Sunday
- (2) Faithful giving demonstrated; supports entire program of the Church
- (3) Parent, child, sibling, or in-law cannot serve together on search team nor can they be so related to a current or former Church employee of the last three years prior to Nomination Sunday.

f. Nomination Timeline. Two weeks prior to Nomination Sunday, the Church shall be called to prayer regarding the formation of the Pastor Search Committee. One week prior to Nomination Sunday, nomination ballots shall be made available to all full voting members. Members may return ballots to the Church any time during the week up until

noon on Nomination Sunday. Members may nominate one person for each at-large position as described in Article 9.2.c.1 above. On the afternoon of Nomination Sunday, the Committee on Committees and Teams will collect, count, tally, and privately enlist nominees for the Pastor Search Team. The Committee on Committees and Teams shall report to the Church the names of those persons accepting the nomination to serve on the Pastor Search Team. The Church shall schedule a service to commission the Pastor Search Team.

g. Should the Pastoral Search Team resign, or should the Church deem it necessary, during a regular or special business meeting, to appoint a new team, a new team shall be selected in the same manner as the original team. A three-fourths (3/4) vote of the Church members present will be required to replace the existing Pastoral Search Team.

h. After submitting a candidate for Senior Pastor, obtaining approval of that candidate from the Church, and the acceptance of the call from the candidate, the Pastoral Search Team shall disband.

6.4 Church Review of Pastoral Search Team Nominee.

a. The Pastoral Search Team shall notify the Church at least one week in advance of making a recommendation regarding a potential Senior Pastor.

b. The recommendation shall be made during the regular weekly worship services.

c. Only one name at a time shall be considered.

d. The Pastor Search Team will recommend to the Church for approval the process and schedule by which the Nominee will be presented to the Church.

e. Each Church member shall have the privilege, of either affirming or rejecting the Pastor Search Team's nominee. No proxy or absentee balloting will be allowed. Tellers, appointed by the Church or Moderator, shall total the votes, announce the results and maintain the confidentiality and security of the ballots for at least ninety (90) days after the election.

f. If the prospective Senior Pastor does not receive affirmation from at least three-fourths (3/4) of all the votes cast, the Pastoral Search Team shall continue to pursue candidates for the position of Pastor, subject to the provisions of 6.3.g above.

ARTICLE 7. CHURCH MEETINGS

7.1 Worship Services. The Church shall meet weekly for the worship of Almighty God. The Church shall also conduct worship services at such other times as shall meet the needs of the Church body. Prayer, praise, preaching, instruction, and evangelism shall be among the ingredients of worship services. The Senior Pastor shall be responsible for the conduct of all worship services.

7.2 Ministry Conference.

a. General. Business Meetings shall be called by the Senior Pastor, the Chairman of the Deacons or as prescribed in the Bylaws. Each Full Voting Member is entitled to one vote. Voting by proxy is prohibited. Child care shall be provided for Business Meetings. Business Meetings shall have the purpose of transacting any of the following businesses of the Church:

- (1) The budget of the Church.
- (2) The election of Church Leaders and Officers (other than the Senior Pastor).
- (3) The disposition of all or substantially all of the assets of the Church.
- (4) The merger or dissolution of the Church.
- (5) The acquisition of real property and related indebtedness.
- (6) Amendments to the Constitution or Bylaws of the Church.

Any business brought before the Church by the Chairperson of a Committee/Team or ministry that is within the scope of the Committee /Team's or Ministry's authority and consistent with its purpose.

All other decisions and actions shall be delegated to the appropriate Committee/Team(s) and/or Ministries.

b. Special Meetings. Special Church membership meetings shall be called by the Pastor, the Chairman of the Deacons, or Pastor Selection Committee. Special meetings may be called at any time provided notice is given in the regular Sunday morning services at least two (2) weeks before the special meeting and a clear purpose of the special meeting is included in the announcement. Special Meetings may have any purpose as deemed appropriate by the person(s) calling the meeting.

c. Business Meetings. The Church shall hold Business Meetings as needed for the purpose of transacting one or more of the items listed in Section 7.2.a.

d. Quorum. A quorum for Church business meetings consists of those members who attend the business meeting, provided proper notification has been given.

e. Notification. The initiator of the meeting per Section 7.2.a shall be responsible for giving proper notification for all Business Meetings including the agenda, the purpose, content, date, time (duration, if longer than specified above), availability of childcare, and meeting location. It shall be given in such a manner that resident members have reasonable opportunity to know of the meeting.

(1) Business Meetings. Two (2) weeks' notice shall be provided for the discussion part(s) of any Called Business Meetings.

(2) Emergency Business Meetings. In those cases where proper notification is not possible, notification shall be attempted in the following ways (see 14.1):

(a) Phone calls to all resident members

(b) Email sent to all members

(c) Prominently displayed on the Church's website

f. All new business shall be referred to the appropriate Committee/Team or Ministry in writing for their consideration and action.

g. In the event of a disaster the Senior Pastor will consult with at least three (3) Trustees to make decisions pertaining to the church.

7.3 Parliamentary Authority. The rules contained in the latest edition of Roberts Rules of Order shall govern the Church business meetings, Committee meetings, and Deacons' meetings in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order that may be properly adopted.

ARTICLE 8. TRANSACTIONS OF THE CHURCH

8.1 Ownership and Distribution of Property.

a. The Church shall hold, own, and enjoy its own personal and real property except as provided in these Bylaws.

b. "Dissolution" (see 7.2.a.4) means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Church shall be paid and discharged, or adequate provision shall be made therefore; (2) assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the Corporation; this distribution shall be done pursuant to a plan adopted by the members; and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Church is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church's Articles of Faith and basic form of Government.

8.2 Conflicts of Interest. Written policies and procedures to avoid conflicts of interest for committees, teams, and Church officers are established in the Financial Policy and Procedure Manual, the Personnel Manual, and the Committee/Team Manual.

ARTICLE 9. BOOKS AND RECORDS

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

9.2 Annual Church Letter. The Church will annually submit to the Baptist General Convention of Texas a summary of Church-approved statistical data from the past year. This summary will include membership reports and financial reports presented to and approved by the Church in business meetings.

9.3 Church Guiding Documents. It shall be the responsibility of the Church Administrator, or his designee, to see that Church Guiding Documents are maintained in the Church Office in both hard copy and electronic copy formats. All documents shall be available for review by Church Members. Guiding Documents will include (but not be limited to) the following:

- a. Church Constitution & Bylaws
- b. Personnel Manual
- c. Financial Policy and Procedures Manual
- d. Committee/Team Manual
- e. Deacon Handbook
- f. Church Operations Manual, which shall include but not limited to the following:

- (1) Facility & Equipment usage policies
and procedures
- (2) Church support ministries operational
policies and procedures
- (3) Wedding Policies
- (4) Transportation Team Policies & Procedures

ARTICLE 10. MISCELLANEOUS PROVISIONS

10.1 Construction of Bylaws. These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws regardless of gender shall be deemed to include the other genders, all singular words shall include the plural, and all plural words shall include the singular.

10.2 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 Church Administrator to be kept with the Church records.

10.3 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Church members, officers, employees, and agents of the Church except as otherwise provided in the Bylaws.

10.4. Indemnification. To the full extent permitted by the Code, as amended from time to time, the Church shall indemnify any Pastor, officer, committee member, employee, volunteer or agent of the Church who was, is, or may be named a 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. Reasonable expenses may be advanced by the Church in defending such actions.

10.5 Determination of Right. A determination of the right to indemnification under the Code shall be made by legal counsel selected by the majority vote of the Church Council.

ARTICLE 11. EMERGENCY POWERS AND BYLAWS

An “emergency” exists for the purposes of this section if a quorum of the members cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Senior Pastor and Church Trustees may: (i) modify lines of succession to accommodate the incapacity of any officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. Necessary or Prudent action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any officer, employee or agent of the Church on the ground that the action was not authorized. The Church Leadership or Officers (as defined herein) may also adopt emergency bylaws, subject to amendments or repeal by the full membership, which may include provisions necessary for managing the Church’s operations during an emergency including; (i) procedures for calling a meeting of the members and (ii) quorum requirements for the meeting. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.