

SUGAR CREEK BAPTIST CHURCH CONSTITUTION AND BYLAWS

These Amended and Restated Constitution and Bylaws govern the affairs of Sugar Creek Baptist Church, a Texas religious nonprofit corporation (the “Church”). The Church is organized under the Texas Business Organization Code, as amended (the “Code”). These Bylaws amend and restate, in its entirety, the previous Bylaws of the Church, as amended.

CONSTITUTION

PREAMBLE

Desiring to uphold, promote, and illuminate the fundamental principles of our faith (as described in Article 1, Articles of Faith) and to protect equally the rights and privileges of the individual church member as well as the freedom of action of this body in its relation to other Baptist churches and Baptist organizations, this constitution is established.

ARTICLE 1 ARTICLES OF FAITH

This church shall subscribe to The Baptist Faith and Message as adopted June 14, 2000 by the Southern Baptist Convention. We are Baptist because we believe that Baptists stand for certain distinctive truths to which other denominations do not necessarily adhere. Because of this, we voluntarily cooperate with Southern Baptists worldwide for the purpose of maximum mobilization and effectiveness in evangelistic, educational, missionary, and benevolent ministries. We also seek to lovingly and supportively cooperate with others who are committed to Jesus Christ as Lord. The Baptist Faith and Message does not exhaust the extent of our faith. The Bible itself is the sole and final source of all we believe. We do believe, however that the Baptist Faith and Message accurately represents the teaching of the Bible and, therefore, is expected of all members. All literature used in the church shall be in complete agreement with these articles of faith.

The Church recognizes and adheres to the Holy Bible as the inspired and infallible Word of God and as the sole authority for our faith and practice. All scripture is a testimony to Christ who is Himself the focus of divine revelation.

ARTICLE 2 EXPECTATIONS OF EACH MEMBER

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 these shared expectations of Christian behaviors and fellowship 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 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. 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 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 5.06, 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.

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 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 Christians are prohibited from bringing civil lawsuits against other Christians or the church to resolve personal disputes. We believe that the church possesses all the resources necessary to resolve personal disputes between members. We do believe, however, that a Christian may seek compensation for injuries from another Christian's insurance company as long as the claim is pursued without malice or slander. (1 Cor. 6:1-8; Eph. 4:31-32)

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 3 CHURCH ORDINANCES

3.1 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.

- (a) Baptism shall be by immersion in water as an outward expression of faith in the death, burial, and resurrection of Jesus.
- (b) The Lead Pastor, or whoever he authorizes shall administer baptism.
- (c) In the absence of the Lead Pastor, the Deacons shall authorize whoever shall administer baptism.

3.2 The Lord's Supper. The Church shall observe the Lord's Supper quarterly, unless otherwise scheduled by the Church. The Lead Pastor and Deacons shall oversee any Lord's Supper observance conducted at the Church.

SUGAR CREEK BAPTIST CHURCH BYLAWS

ARTICLE 1 NAME AND PRINCIPAL OFFICE

- 1.1** The name of this religious nonprofit corporation is Sugar Creek Baptist Church (file number 35861101, April 4, 1975). The principal office of the Church in the State of Texas shall be located in Sugar Land, Fort Bend County, Texas. The membership of the Church 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, the Church shall comply with the requirements of the Code and maintain a registered office and registered agent in Texas. The registered office may be, but need not be, identical with the Church's principal office in Texas. The membership may change the registered office and the registered agent as provided in the Code.

ARTICLE 2 AUTONOMY

- 2.1** The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions, this Church may voluntarily affiliate with any churches (Christian churches and ministries) of like faith. This Church voluntarily affiliates with the Southern Baptist Convention in its national, state, and local expressions.

ARTICLE 3 PURPOSES

- 3.1** Under the Laws of the State of Texas the Church is formed for any lawful purpose or purposes not expressly prohibited under Title 1, Chapter 2, or Title 2, Chapter 22 of the Code, including any purpose described by Section 2.002 of the Texas Business Organizations Code. The Church is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended unless it is restrictive to religious freedoms protected by the Constitution of the United States or violates Biblical mandates. Notwithstanding the foregoing, the Church purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:
- (a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.

- (b) To engage in religious worship and to promote the spiritual development and well-being of individuals.
- (c) To maintain the public worship of God and the observance of the Church's ordinances.
- (d) The study of Christian doctrines and principles and the practice of the Christian life as revealed and taught in the Bible.
- (e) The salvation of the lost at home and abroad.
- (f) The promotion and advancement of God's kingdom in all the earth, through missions at home and abroad and in other work to accomplish this purpose.
- (g) To license, ordain, employ and discharge ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Church, and elsewhere.
- (h) To collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose.
- (i) 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.
- (j) This Church is also organized 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 4 POWERS AND RESTRICTIONS

- 4.1** Except as otherwise provided in the Certificate of Formation and these Bylaws, and in order to carry out the above-stated purposes, the Church shall have all those powers set forth in the Code, as it now exists or as it may hereafter be amended 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 5 MEMBERSHIP

5.1 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 leadership 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. The membership shall have the right to delegate this responsibility to the Pastors, the Active Deacons (Deacons), the Committees of the Church, Church Council, or other Church members. Such delegation shall be by a minimum of a two thirds (2/3) vote of the Church in a called business meeting.

5.2 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 5.3 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 for full voting membership, as outlined in Section 5.3, 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 leadership as defined in Article 6 hereafter.

5.3 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, coming as a Christian from another denomination, having already been baptized by immersion.

5.4 Rights and Responsibilities of Members.

- (a) Every Full Voting Member of the Church, of the age of 16 or above, 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 membership and elective positions in the Church, except for the office of Deacon. 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.

5.5 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.

5.6 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 Lead 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.

5.7 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 6 CHURCH LEADERS and OFFICERS

6.1 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.

6.2 Church Leaders.

6.2.1 Church Leaders. Scripturally, the Pastors and Deacons are the leaders of the church. However, the church may elect other organizational leaders, such as Committee Members and Church Council, as needed to carry out the work of the church.

- (a) **Removal of Leaders.** Leaders, other than the Lead Pastor, may be removed, with or without cause, by a majority vote of the members at a duly called meeting.
- (b) **Resignation of Leaders.** Any Leader may resign at any time by giving written notice to the Church. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time agreed to by the Leader and Personnel Committee, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- (c) **Vacancies.** A vacancy in any Leadership position shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

6.2.2 Lead Pastor.

- (a) Duties of Lead Pastor. The Lead Pastor reports directly to the Church. He is responsible for establishing the vision and general direction of the Church. He oversees the teaching of the Word of God and is charged to preserve the Articles of Faith of the Church. He oversees the general ministry of the Church, protects the overall welfare of the Church, and is responsible for leading the Church. The Lead Pastor oversees the work of the Professional Staff. He is to work in coordination with and seek the counsel of the Deacons and Committees in a manner consistent with the purpose of the Church. The Lead Pastor shall serve as President of the Corporation (reference Article 6.3).
- (b) Removal of Lead Pastor. Subject to the terms under any contract of employment with the Church, the Lead Pastor shall only be removed, by the affirmative vote of two-thirds (2/3) of the membership of the Church present in person at a special meeting for this purpose, duly noticed pursuant to Section 10.2 of these Bylaws. The Lead Pastor shall only be removed from office, for one or more of the following reasons:

- (1) Falling into sinful and worldly practices without repentance,
- (2) Engaging in conduct that could hinder the purpose of the Church,
- (3) Teaching doctrines inconsistent with The Holy Bible,
- (4) Gross neglect of duties,
- (5) Resignation,
- (6) Death or disability.

6.2.3 Active Deacons.

- (a) Active Deacons (Deacons) report directly to the Church. They are to assist the Lead Pastor in meeting the pastoral care needs of the Church. They are to strive to maintain the unity of the Church and protect the overall welfare of the Church. They are to help preserve the basic Biblical doctrines of the Church and make decisions in accordance with the purpose of the Church. Deacons are to work in coordination with and seek the counsel of the Pastors and Committees in a manner consistent with the purpose of the Church.
- (b) Selecting Deacons. The Church shall, in a regular or called business meeting, by at least a two-thirds (2/3) vote, establish (or amend) the process for the following:
 - (1) The qualifications for the office of Deacon provided they do not contradict scriptural qualifications as articulated in Acts 6:3, I Timothy 3:8-12 and Titus 1:6-9),
 - (2) The procedures for identifying potential Deacon candidates,
 - (3) The procedures for screening, nominating, electing and removing Deacons,
 - (4) Special categories of deacons (deacon emeritus, associate deacon, etc.) and the determination of voting rights within the Deacon body,
 - (5) The duties, authority, and privileges pertaining to the office of Deacon not otherwise defined by these bylaws.
- (c) The provisions contained in 6.2.3(b) above may not be further delegated, but retained by the Church at all times.
- (d) Nothing in the provisions contained in 6.2.3(b) above shall prohibit the Deacons from engaging in activity pursuant to the general duties of the office which are not specifically enumerated but not in conflict with the bylaws or with 6.2.3(b) above.

- (e) Returning and new Deacons shall be elected by the Church by at least a two-thirds (2/3) vote taken by secret ballot. Deacons shall be elected for a three (3) year term. A Deacon may be re-elected immediately following a completed term.

6.2.4 Moderator. The Moderator of the business meetings shall be the Lead Pastor. In the absence of the Lead 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. When necessary, the Moderator may select individuals to act for him at remote sites when a multi-site business meeting is being held.

6.2.5 Trustees. A minimum of five (5) Trustees shall be recommended by the Committee on Committees and elected by the Church at the annual Church Business Meeting for three (3) year terms, and shall serve no more than two (2) consecutive terms of three (3) years each. The 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”.

6.3 Officers of the Church

6.3.0 Mapping of Church officers to Domestic Nonprofit Corporation Officers. For the purposes of these Bylaws the following mapping shall apply:

Church Officer	Corporation Officer
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Lead Pastor	President
Pastor of Administration	Secretary
Church Council members	Board of Directors

6.3.1 Church Council. For the purposes of Church governance, the Church Council is to serve as an oversight and resolution council in the case of an impasse or irresolvable issue or dispute within the Church. Such disputes must have already exhausted every proper avenue prior to the Church Council’s involvement. The Church Council will, at its discretion, address those issues and disputes which it deems are warranted.

- (a) Duties.

- (1) Hear, evaluate and seek to resolve any disputes between the Lead Pastor, staff, Deacons and Committees.
 - (2) Recommend to the Church any disciplinary action that should be taken toward the Lead Pastor or staff at the request of the Personnel Committee.
 - (3) Recommend to the Church any disciplinary action that should be taken toward the Deacons or Committees.
 - (4) Hear, evaluate and seek to resolve disputes of members the Church Council deems are warranted to address as provided in Section 13.6 of the Bylaws.
 - (5) Recommend to the Church any disciplinary action that should be taken toward members under the provisions of Article 5, Section 5.6 of the Bylaws.
 - (6) Establish the Church Council's Policies and make them available to the Church.
 - (7) Audit the Operations Manual (see 12.3) for compliance with the requirements set forth here in the Constitution and Bylaws; and their compliance with their policies and procedures. If deficiencies are determined, work with the responsible committee to resolve them. In the event of an impasse, present the problem to the Church for a final decision by bringing the issue to a vote through a called business meeting.
 - (8) Serve as the Board of Directors of the Corporation.
 - (9) Adopt binding arbitration procedures to settle disputes which cannot be reconciled through mediation.
- (b) Membership on Church Council. The Church Council shall have at least nine (9) members although the actual number may be larger depending upon the following requirements. The Church Council shall consist of the Lead Pastor, Chairman of Deacons, and the chairpersons of each standing committee. At least one-third (1/3) of the total membership of the Church Council will be made up of at-large members nominated by the Committee on Committees and elected by the church. The at-large members may not include Deacons, Deacon Wives, Pastors, staff or their spouses, Committee members or their spouses. The at-large members shall meet the same criterion as committee members (see Article 7.01). At-large members may serve three (3) consecutive one (1) year terms. In addition to the Lead Pastor, there may be up to two (2) additional Pastors or Senior Staff members who will be part of the Church Council, They will be nominated by the Committee on Committees and elected by the Church each year. Not more than

one member of the immediate family shall serve on the Church Council at the same time. The Chairperson of the Church Council shall be one of the at large members, selected by the Church Council.

- (c) For the purposes of the Church Council, no church employee or their relative may serve on the Church Council. The term immediate family for the Church Council members means “anyone related to the prospective nominee”.
- (d) In the event that an action has been started by the Church Council but has not been completed by the end of the term of service, the members of the Church Council who began the action shall remain on the Council until the action is completed. If another action is begun during the new term, the newly elected members of the Church Council shall be responsible for its completion.

6.3.2 The Pastor of Administration shall hold the position of Secretary of the Corporation.

6.3.3 Removal of Officers. Officers, other than the Lead Pastor, may be removed, with or without cause, by a majority vote of the members at a duly called meeting.

6.3.4 Resignation of Officers. An Officer may resign at any time by giving written notice to the Church. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time agreed to by the Officer and Personnel Committee. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.3.5 Vacancies. A vacancy in an Officer position shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

ARTICLE 7 STANDING COMMITTEES

7.1 General. The standing committees 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.

(a) Qualifications of Standing Committee Members. Each committee member will be nominated based upon due consideration of the following:

- (1) Their demonstrated commitment to the Church based on:
 - a) Their good report within the Church and community.
 - b) Their regular worship and Bible study attendance in the Church.
 - c) Their financial support of the Church with their tithes.

- d) Their spirit of unity and harmony in support of the Church and its leadership.
 - (2) Their demonstrated experience and background, as it pertains to the duties of the committee for which they are being nominated.
 - (3) No individual may serve on more than one standing committee at a time except as stated under 7.7.c.
 - (4) No two family members can serve on the same committee.
- (b) Limitations on Powers of Committees. No Committee shall have the authority to:
 - (1) Incorporate or file a Certificate of Formation with the Texas Secretary of State;
 - (2) Adopt a plan of merger or a plan of consolidation with another Church;
 - (3) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church;
 - (4) Authorize the voluntary dissolution of the Church;
 - (5) Revoke proceedings for the voluntary dissolution of the Church;
 - (6) Adopt a plan for the distribution of the assets of the Church;
 - (7) Amend, alter, or repeal the Bylaws;
 - (8) Elect, appoint, or remove a member of a Committee or an officer of the Church;
 - (9) Take any action outside the scope of authority delegated to it by the members.
- (c) Minutes. Minutes shall be kept for all meetings of standing committees. The minutes will be submitted to the Church Administrator for records keeping.
- (d) Decision Making. The Committees shall make decisions in accordance with the purpose of the Church. They shall work in coordination with and seek the counsel of other Committees, Pastors, and Deacons in a manner consistent with the purpose of the Church. The Lead Pastor or his designated representative shall be an ex-officio member of each committee. Committee members will remain on a committee until the Church has elected a replacement. The Church shall have the following Standing Committees:

7.2 Committee on Committees.

- (a) Purpose. Except as provided hereinafter, to recruit and nominate all committee chairpersons, members of all committees, Trustees, Church Council and, in consultation with the Pastors and Deacons, to establish such special committees of the church as the Committee on Committees deems needed.
- (b) Duties. The Committee on Committees shall have the following duties:
- (1) Solicit nominations from the Church and recommend to the Church committee members and the chairpersons of all standing and special committees of the church.
 - (2) Be responsible for preparing a job description when a new committee is created, and to present the job description at the same time the new committee is presented to the Church for approval.
 - (3) Meet when needed with committee chairpersons to plan, coordinate and evaluate the church's committee work.
 - (4) Channel work to the proper committee as needed.
 - (5) Recommend to the Church the Trustees to be elected.
 - (6) Appoint the Tellers needed to count the votes cast for the Pastoral Search Committee members.
 - (7) Appoint a special Deacon Nominating committee for the purpose of recommending to the Church candidates for the position of Deacon.
 - (8) Recommend to the Church a slate of candidates of at least 50% greater than to be elected for the at-large members, and Pastors and Senior Staff members for election to the Church Council.
 - (9) Establish the Committee on Committee policies, and make these policies available to the Church.
- (c) Membership on Committees on Committees. The Committee on Committees shall have nine (9) members, each serving a three (3) year term. Terms shall be staggered, with one-third of the members beginning new terms each year. The members of the Committee on Committees may not serve consecutive terms, or simultaneously on another committee, and not more than one member of the same immediate family shall serve on the Committee on Committees at the same time. No church employee or their relative may serve on the Committee on Committees (i.e., husband, wife; parents of either husband or wife; children of the husband or wife). The chairperson and the members of the Committee on Committees shall be elected by the Church. In the event of a committee vacancy, the Committee on Committees may recommend a replacement to the Church if needed.

7.3 Missions Committee.

- (a) Purpose. To provide leadership and focus for the missionary efforts of the church.
- (b) Duties. The Missions Committee shall have the following duties:
 - (1) Plan, implement, and evaluate the missions projects and programs of the church.
 - (2) Assist the church staff and program leaders in the development and implementation of church missions.
 - (3) Review and evaluate requests for missions support.
 - (4) Prepare and recommend to the Finance Committee the annual missions budget.
 - (5) Determine the methodology for selecting the mission projects and programs with the Church.
 - (6) Periodically review with the Church the results of the Church's investment in various missions programs for the purpose of justifying continued financial support.
 - (7) Establish all Missions Committee policies, and make these policies available to the Church.
- (c) Membership on Missions Committee. The Missions Committee shall have nine (9) members, each serving a three (3) year term. Terms shall be staggered with one-third (1/3) of the members beginning new terms each year. Missions Committee members may not serve more than two (2) terms consecutively including partial or unexpired terms. Not more than one member of the same immediate family shall serve on the Missions Committee at the same time. No church employee or their relative may serve on the Missions Committee (i.e., husband, wife; parents of either husband or wife; children of the husband or wife). In the event of a committee vacancy, the Committee on Committees may recommend a replacement to the Church.

7.4 Finance Committee.

- (a) Purpose. To oversee and verify the financial integrity of the Church.
- (b) Duties. The Finance Committee shall have the following duties:

- (1) Establish all financial policies, and make these policies available to the Church.
 - (2) Review the financial statement monthly and periodically review systems of collection and accounting.
 - (3) See that committed obligations are properly met; that income and expenditures are kept in proper balance; and that expenditures are in accordance with the budget as approved by the Church.
 - (4) Propose the annual budget and recommend it to the congregation for approval each year.
 - (5) Assist the staff with any stewardship emphasis and/or promotion within the congregation.
 - (6) In order to provide operating flexibility, the Finance Committee shall have the authority to approve any necessary reallocation of funds within the approved budget during the fiscal year. This committee shall also have the authority to approve non-budgeted requests and/or over-expenditures up to 5% of the approved annual budget contingent on available funds.
 - (7) Authorize Staff to commit the Church financially in its ongoing operations up to a five (5) year limit within the operating budget.
 - (8) Establish levels of authorization for Senior Administrative Financial staff in obligating the Church.
 - (9) Produce an annual audit of the Church's financial affairs.
- (c) Membership on Finance Committee. The Finance Committee shall have nine (9) members, each serving a three (3) year term. Terms shall be staggered with one-third (1/3) of the members beginning new terms each year. Finance Committee members may not serve more than two (2) terms consecutively, including partial or unexpired terms. Not more than one member of the same immediate family shall serve on the Finance Committee at the same time. No church employee or their relative may serve on the Finance Committee (i.e., husband, wife; parents of either husband or wife; children of the husband or wife). In the event of a committee vacancy, the Committee on Committees may recommend a replacement to the Church.

7.5 Personnel Committee.

- (a) Purpose. To oversee the personnel administration of the church.
- (b) Duties.

- (1) Establish all of the Church's Personnel Committee operational policies, employee Human Resource policies and make them available to the Church.
 - (2) Determine and approve the compensation of the Lead Pastor. In order to complete this duty, the Personnel Committee may consider all duties of the employee whose compensation is in question, performance evaluations, compensation comparability data, and other relevant information. The Lead Pastor shall not participate in the discussion and formulation of his salary and benefits, or, if applicable, any family member's salary or benefits. In performing this duty, the Personnel Committee shall serve in the capacity of an "Independent Compensation Committee".
 - (3) Oversee salary administration, performance reviews, and any necessary discipline of professional staff.
 - (4) Review and approve new team leader and professional pastoral/ministerial staff positions and job descriptions.
 - (5) Develop and recommend the annual personnel budget to the Finance Committee.
 - (6) Interview, hire and introduce to the Church all team leader and professional pastoral/ministerial staff except the Lead Pastor.
 - (7) Be responsible for pulpit supply in the absence of a Lead Pastor or interim pastor. Interview and recommend to the Deacons a prospective interim pastor, if necessary. Upon concurrence by the Deacons, recommend the prospective Interim Pastor to the Church.
- (c) Membership on Personnel Committee. The Personnel Committee shall be elected by the Church and shall have nine (9) members each serving a three (3) year term. Terms shall be staggered, with one-third of the members beginning new terms each year. The members of the Personnel Committee may not serve more than two (2) consecutive terms, and not more than one member of the same immediate family shall serve on the Personnel Committee at the same time. No church employee or their relative may serve on the Personnel Committee (i.e., anyone related to the prospective committee nominee). In the event of a committee vacancy, the Committee on Committees may recommend a replacement to the Church.

7.6 Facilities and Long Range Planning Committee.

- (a) Purpose. To provide leadership in planning facilities use, changes, and direction for facilities growth. To accommodate the growth of the Church family and

physical plant needs. To provide guidance and analysis of all real estate related needs and opportunities that may come to the Church.

- (b) Duties. The Facilities and Long Range Planning Committee shall have the following duties:
- (1) Consult with Church staff regarding future facility needs, growth, and future projects that will affect physical plant requirements.
 - (2) To review all proposed major physical plant changes before any actual changes are made that will affect the use, entrances and exits, security, or codes and ordinances governing Church operations.
 - (3) Make recommendations to the Church regarding any physical plant growth or modifications which exceeds 5% of the approved budget contingent on available funds in response to requests from the Lead Pastor or through other Ministerial staff.
 - (4) Review any real estate opportunities that may come to the Church from time to time.
 - (5) Review and establish the Church's long range facilities plan to accommodate future Church growth.
 - (6) Meet when needed, with the Lead Pastor or other Ministerial staff, to discuss and plan for current or future facility needs.
 - (7) Communicate to the Church the activities of the Committee, as appropriate.
 - (8) Establish all of the Facility and Long Range Planning Committee Policies and make these policies available to the Church.
- (c) Membership on Facilities and Long Range Planning Committee. The Facilities and Long Range Planning Committee shall be elected by the church and shall have nine (9) members each serving a three (3) year term. Terms shall be staggered, with one-third (1/3) of the members beginning new terms each year. The members of the Facilities and Long Range Planning Committee may not serve more than two (2) consecutive terms, and not more than one member of the same immediate family shall serve on the Facilities and Long Range Planning Committee at the same time. No church employee or their relative may serve on the Long Range Planning Committee on Committees (i.e., husband, wife; parents of either husband or wife; children of the husband or wife). In the event of a committee vacancy, the Committee on Committees may recommend a replacement to the Church.

7.7 Weekday Preschool Committee.

- (a) Purpose. To provide oversight for the Weekday Preschool ministry of the Church.
- (b) Duties. The Weekday Preschool Committee shall have the following duties:
 - (1) See that the financial policies of the Church are adhered to.
 - (2) See that the Human Resource policies of the Church are adhered to.
 - (3) See that an annual operating budget is developed and submitted the Finance Committee.
 - (4) See that general operational policies and procedures are developed and followed to ensure the health and safety of the children and staff in this ministry.
- (c) Membership on Weekday Preschool Committee. The Weekday Preschool Committee shall have nine (9) members, each serving a three (3) year term. One of those committee members will be an active member of the Finance Committee, to be determined by the Finance Committee, and one will be an active member of the Personnel Committee, to be determined by the Personnel Committee. Terms shall be staggered with one-third (1/3) of the members beginning new terms each year, with the exception of those members of the Weekday Preschool Committee who are simultaneously serving on the Personnel and Finance Committees; those particular members shall serve on the Weekday Preschool Committee for as long as their terms on the Personnel and Finance Committees, respectively, shall last. Weekday Preschool Committee members may not serve more than two (2) terms consecutively, including partial or unexpired terms. Not more than one member of the same immediate family (anyone related to the prospective committee nominee) shall serve on the Weekday Preschool Committee at the same time. No church employee or their relative may serve on the Weekday Preschool Committee (i.e., anyone related to the prospective committee member). In the event of a committee vacancy, the Committee on Committees may recommend a replacement to the Church.

ARTICLE 8 SPECIAL COMMITTEES

- 8.1** The Church may create such Special Committees as are needed from time to time, upon the recommendation by the Committee on Committees in consultation with the Pastors and/or Deacons. A Special Committee is one which has a definite assignment for a specific occasion or time. With the completion of its assignment, the special committee is automatically dissolved. Minutes shall be kept for all meetings of special committees. The minutes will be submitted to the Church Administrator for records keeping.

**ARTICLE 9
LEAD PASTOR SELECTION PROCESS**

9.1 General. In the event the church is in need of a Lead Pastor, the church shall establish a Special Pastoral Search Committee within sixty (60) days of knowledge of the need. There are two alternatives.

- (a) The Lead Pastor resigns, retires, is removed or dies. The Special Pastoral Search Committee will follow the process as described in 9.2 and 9.3.
- (b) If the Lead Pastor retires, an alternative process may be followed, if agreed to by both the retiring Lead Pastor and the Personnel Committee. The Special Pastoral Search Committee will follow the same process as for 9.1.a with the following exceptions:
 - (1) The Lead Pastor continues in his ministry while the Special Pastoral Search Committee meets.
 - (2) The Lead Pastor may make recommendations to the Committee on prospective candidates in the same way as any other Church Member.
 - (3) Once the new Lead Pastor is in Place, a period of time, no less than one (1) year and no more than two (2) years, will begin allowing a smooth transition from the incumbent Lead Pastor to the new Lead Pastor. The time period will be agreed to by the incumbent Lead Pastor and the Special Pastoral Search Committee, once the committee is in place.
 - (4) At the end of the agreed to time period, the new Lead Pastor will take on the full role of the Lead Pastor with the full support of the Church.

9.2 Pastoral Search Committee.

- (a) Purpose. To assist the Church in the selection of a Lead Pastor.
- (b) Duties. The Pastoral Search Committee shall have the following duties:
 - (1) Screening, evaluating, and initiating contact with potential Lead Pastor candidates.
 - (2) Making recommendations to the church regarding a potential Lead Pastor.
- (c) Membership. The Pastoral Search Committee shall be selected as follows:

- (1) The Deacons shall assemble in a regular or called meeting and by secret ballot select seven (7) church members consisting of four (4) Deacons and three (3) women, who shall constitute Deacon nominees to the church for the Pastoral Search Committee.
- (2) After the entire Church has been duly notified, a nominating ballot shall be distributed during the regular weekly worship services to allow the Church members, excluding Deacons, the privilege, via secret ballot, of nominating six (6) additional church members, including Deacons, as nominees for the Pastoral Search Committee. The three (3) men and three (3) women receiving the highest number of votes shall constitute the remaining nominees for the Pastoral Search Committee. In case of a tie, a runoff election will be held. This list shall not include names previously submitted by the Deacons, nor immediate family members of those persons. Ballots with more than six (6) names will not be considered. All ballots must be signed and cast prior to the close of the worship service during which they were issued. No proxy or absentee balloting will be allowed. Tellers, appointed by the Committee on Committees, 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.
- (3) The seven (7) names selected by the Deacons and the six (6) names selected by the Church shall be combined to make a ballot consisting of thirteen (13) names. Not more than one member of an immediate family shall be on the ballot. The ballot shall be distributed during the regular weekly worship services, for which the Church has been duly notified. Each member of the Church shall have the privilege of casting a single ballot for seven (7) of the thirteen (13) names on the ballot. Ballots with more than seven (7) names selected will not be considered. All ballots must be signed and cast prior to the close of the worship service during which they were issued. No proxy or absentee balloting will be allowed. Tellers, appointed by the Committee on Committees, 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. In the case of a tie, a runoff election shall be held.
- (4) The five (5) men and two (2) women receiving the highest number of votes shall constitute the Pastoral Search Committee. The committee shall elect the chairperson of the committee.
- (5) Should the Pastoral Search Committee resign, or should the Church deem it necessary, during a regular or special business meeting, to appoint a new committee, a new committee shall be selected in the same manner as the original committee. A three-fourths (3/4) vote of the church members present will be required to replace the existing Pastoral Search Committee.

- (6) After submitting a candidate for Lead Pastor, obtaining approval of that candidate from the Church, and the acceptance of the call from the candidate, the Pastoral Search Committee shall disband.

9.3 Church Review of Pastoral Search Committee Nominee.

- (a) The Pastoral Search Committee shall notify the Church at least one week in advance of making a recommendation regarding a potential Lead Pastor.
- (b) The recommendation shall be made during the regular weekly worship services.
- (c) Only one name at a time shall be considered.
- (d) Each Church member shall have the privilege, via secret ballot of either affirming or rejecting the Pastor Search Committee's nominee. All ballots must be signed and cast prior to the close of the worship service during which they were issued. No proxy or absentee balloting will be allowed. Tellers, appointed by the Committee on Committees, 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.
- (e) If the prospective Lead Pastor does not receive affirmation from at least three-fourths (3/4) of all the ballots cast, the Pastoral Search Committee shall continue to pursue candidates for the position of Lead Pastor, subject to the provisions of 9.2.c.5 above.

ARTICLE 10 CHURCH MEETINGS

10.1 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 Lead Pastor shall be responsible for the conduct of all worship services.

10.2 Business Meetings.

- (a) General. Business Meetings shall be called by the Lead Pastor, the Chairman of the Deacons or the Chairperson of a committee. 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 Lead 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.
- (7) Any business brought before the church by the Chairperson of a Committee or ministry that is within the scope of the Committee's or Ministry's authority and consistent with its purpose.

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

- (b) Special Meetings. Special Church membership meetings shall be called by the Lead Pastor, the Chairman of the Deacons, or at least two (2) chairpersons of a standing 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) Annual Business Meeting. The Church shall hold a regular Annual Business Meeting. The purpose of the Annual Business Meeting shall be to review the previous year and prepare for the year to come. The agenda will include, but not be limited to:
 - (1) Ministry and Committee reports,
 - (2) Election of Officers, Committee members, Deacons, and others, as required,
 - (3) Business which needs to be brought to the whole congregation.

Due to the purpose of this meeting, it shall be held early in the calendar year, at a time allowing a majority of the Church membership to attend for the full duration of the meeting, and reasonable effort will be made so that the Business Meeting shall not conflict with other scheduled Church meetings.

The duration of the annual meeting shall not exceed two (2) hours unless prior notification is given.

- (d) Business Meetings. The Church shall hold Business Meetings as needed for the purpose of transacting one or more of the items listed in Section 10.2.a. Excepting the annual meeting, the duration of any Business Meeting shall not exceed one (1) hour unless prior notification is given. Reasonable effort will be made so that the Business Meeting shall not conflict with other scheduled Church meetings. When necessary, a business meeting may be broken into two or more parts. The first part(s) for the purpose of discussion and the final for the purpose of the vote. The vote at the final session is then without discussion.
- (e) Quorum. A quorum for Church business meetings consists of those members who attend the business meeting, provided proper notification has been given.
- (f) Notification. The initiator of the meeting per Section 10.2.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) Annual Business Meeting: Four (4) weeks' notice shall be provided for the Regular Annual Business.
 - (3) 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
- (g) All new business shall be referred to the appropriate Committee or Ministry in writing for their consideration and action.
- (h) Information Meetings. All Standing Committees shall hold information meetings at least semiannually. Alternatively, a written current status report to the Church can be utilized in lieu of an information meeting.

10.3 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 11 TRANSACTIONS OF THE CHURCH

11.1 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 10.2.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.

11.2 Conflicts of Interest. Where applicable, all standing committees and Church Officers shall establish written policies and procedures setting out the Church’s method of handling potential conflicts of interest as they pertain to their area of responsibility.

11.3 Whistleblower. The Church Council shall establish policies and procedures to allow and encourage any person having cause to believe that the Church is involved in any activity or transaction that is in violation of the law to report that belief to the Officers of the Church or its designated representative and to have all such reports thoroughly investigated and the results reported to the Church. The reporting person shall not be subject to retaliation for making a good faith report. The Church Council shall take any remedial or other corrective action that is appropriate for any reported violation that is found to be valid or accurate.

ARTICLE 12 BOOKS AND RECORDS

12.1 Fiscal Year. The fiscal year of the Church shall begin on the first day of October and end on the last day in September in each year.

- 12.2 Audited Financial Statements.** The Church shall have each annual financial statement of the Church audited by a certified public accounting firm selected by the members of the Finance Committee.
- 12.3 Operations Manual.** It shall be the responsibility of the Church Administrator, or his designee, to see that the current Operations Manual is maintained in the Church Office and available for review by the Church Members. The Operations Manual will include (but not be limited to) the following:
- (a) Personnel policies and procedures
 - (b) Facility usage policies and procedures
 - (c) Financial policies and procedures
 - (d) Church support ministries operational policies and procedures
 - (e) Standing committee membership, policies and procedures
 - (f) Deacon membership, policies and procedures
 - (g) Conflicts of Interest and Whistleblower policies and procedures

ARTICLE 13 MISCELLANEOUS PROVISIONS

- 13.1 King James Version.** The Holy Bible referred to in these Bylaws is the King James Version of the Old and New Testament and shall be used for the purpose of interpreting this document. Other translations may be adopted or used by the congregation and members for teaching or personal use.
- 13.2 Amendments to Bylaws.** This Constitution and Bylaws may be altered, amended, or repealed, and new bylaws adopted by a two-thirds vote of the members present and eligible to vote. Changes in the Constitution and Bylaws may be made at any business meeting of the Church, provided each amendment shall have been presented in writing at a previous business meeting, and copies of the proposed amendment shall have been furnished to each member present at the earlier meeting, which must have been held at least two (2) weeks previously.
- 13.3 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 in the male, female or neuter genders shall be deemed to include the other genders, all singular words shall include the plural, and all plural words shall include the singular.

13.4 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.

13.5 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.

13.6 Christian Alternative Dispute Resolution.

- (a) Believing that all lawsuits between believers are prohibited by Scripture, all members of this church agree to submit to binding arbitration any matters which cannot otherwise be resolved, and expressively waive any and all rights in law and equity to bringing any civil disagreement before a court of law, except that judgment upon the award rendered by the arbitrator may be entered in any court having jurisdiction thereof.
- (b) In the event of any dispute, claim, question, or disagreement arising out of or relating to these bylaws or any other church matter, the parties shall use their best efforts to settle such dispute, claim, question, or disagreement as befits Christians. To this effect, they shall consult and negotiate with each other in good faith and, recognizing their mutual interests not to disgrace the name of Christ, seek to reach a just and equitable solution. In some situations, the parties may find it advisable to seek the counsel of the Pastors, Deacons, Church Counsel or other trusted Christians whose experience and wisdom might help facilitate a resolution through mediation. If they do not reach a resolution within a period of sixty (60) days, then upon notice by either party to the other, disputes, claims, questions, or differences shall be finally settled by binding arbitration as described in section A above and in accordance with the Procedures for Arbitration as adopted by the Church Council pursuant to its “Duties” as specified in Section 6.3.1 (a) (9) of the Bylaws.
- (c) Should any dispute involve matters of church discipline, the arbitrators shall be limited to determining whether the procedures for church discipline, as outlined under Section 5.6 (Member Discipline) of the Bylaws, were followed.
- (d) Should the dispute involve the removal from office of the lead pastor or any church officer, the arbitrator shall be limited to determining whether the “Removal of Lead Pastor” procedures, as set forth in Section 6.2.2 (b), or the “Removal of Officers” procedures, as set forth in Section 6.3.3 of the Bylaws, were followed.

13.7 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.

13.8 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.

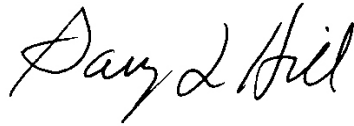
ARTICLE 14 EMERGENCY POWERS AND BYLAWS

14.1 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 Leaders and Church Officers 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. During an emergency, notice of a meeting of the members only needs to be given to those members for whom such notice is practicable (see 10.2.f.3). 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.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Sugar Creek Baptist Church and that the foregoing Constitution and Bylaws constitute the Bylaws of the Church. These Bylaws were duly adopted by the majority vote of the members of the Church on November 4, 2012.

DATED: November 4, 2012

A handwritten signature in black ink that reads "Gary Hill". The signature is written in a cursive style with a large initial "G" and "H".

Name: Gary Hill

Title: *Pastor of Administration*