

**AMENDED AND RESTATED BYLAWS
OF
WILSHIRE BAPTIST CHURCH
(March 30, 2025)**

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This Table of Contents is for convenience and shall not be considered in construing the terms of the Bylaws.

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These Amended and Restated Bylaws (referred to as the “Bylaws”) govern the affairs of **WILSHIRE BAPTIST CHURCH** (the “Church”), a nonprofit corporation organized under the Texas Business Organizations Code, Chapter 22 (referred to as the “Act”).

ARTICLE 1 – OFFICE

Section 1.1 - Principal Office.

The principal office for the Church in the State of Texas shall be located at 4316 Abrams Road, Dallas, Texas, 75214 (Premises).

Section 1.2 - Registered Office and Registered Agent.

The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas.

ARTICLE 2 – NONPROFIT PURPOSES

Section 2.1 - Tax Exemption.

The specific purposes for which the Church is organized are to perform religious, charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). More specifically, the Church shall be organized and operated exclusively: (a) as a church as described in Section 170(b)(1)(A)(i) of the Code, and (b) for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Code.

Section 2.2 - Exempt Purposes.

The Church pledges that all its assets will be used exclusively for and are irrevocably dedicated to the Church’s exempt purposes.

ARTICLE 3 – MEMBERS

Section 3.1 - Management.

The membership retains unto itself the exclusive right of self-government in all phases of the spiritual and temporal life of the Church, except to the extent the membership shall delegate responsibilities and authorities under the terms of these Bylaws, or by action of its members.

The governance and management of the affairs of the Church is ultimately vested in the body of believers (the “Members”) who compose the Church.

Section 3.2 - Members.

A. Membership Eligibility.

The Church shall have one class of membership. Membership shall be granted by making or having made a profession of faith in Jesus Christ as Lord and either: Baptism by immersion or Affirmation of previous baptism in another Christian church.

Prospective members notify the Church staff of their desire for membership. An individual's membership commences on the date their name is recorded in the Church membership record.

New members are presented for affirmation by the Church congregation at any regular worship service.

B. Voting Membership.

Persons whose names have appeared on the official membership roll of the Church for a period of at least ten days are considered Members. Each Member is entitled to one vote and entitled to cast that vote on all questions submitted to the Church.

C. Removal of Membership.

A member may be removed from the membership record by a majority vote of the Members present at any regular or special business meeting, provided that the member shall be given reasonable notice and an opportunity to be heard at such meeting prior to the vote.

D. Termination of Membership.

Membership, and all associated rights conveyed under [Article 3](#), shall be terminated in the following ways:

1. death of the member;
2. transfer of membership through a letter of request from another church;
3. removal from membership pursuant to [Article 3.2\(C\)](#); or
4. removal upon written request of the Member to one of the Church Ministerial Staff or the Secretary of the Church, who would then forward that information to the Moderator/Senior Pastor.

Section 3.3 - Business Meetings, Notice, Quorum and Voting of the Members.

The Members shall hold an annual business meeting, at the Principal Office in the month of January. The Members may call a special business meeting upon the presentation of a petition containing the signatures of at least 150 Members to the Secretary. The Deacons may call a special business meeting upon the majority vote of the Deacons at a regular or special meeting of the Deacons. The Moderator/Senior Pastor may also call a special business meeting. All special business meetings shall take place at the Principal Office, or as specified otherwise herein. A quorum shall consist of those Members present at said meeting.

Any regular or special business meeting may be recessed or postponed. Notice of postponement and notice of recession (if the meeting is to be recessed for fourteen days or more) shall be provided as specified in [Section 3.6](#) herein.

Section 3.4 - Voting Methods.

Members may vote only in person at a properly noticed business meeting. An “in-person” meeting includes electronic meetings as defined by [Article 13 Section 13.1](#). Members may not vote by proxy or absentee ballots. The Members may adopt procedures to keep the meeting open to receive ballots at the Church for up to eight days.

Section 3.5 - Number of Votes Necessary for Members’ Action.

Except as otherwise provided herein, no Member action may be approved without the vote of at least a majority of the number of Members present at a meeting at which a quorum is present.

Section 3.6 - Notice of Business Meetings.

The Church shall provide notice of regular and special business meetings. The notice shall be delivered not less than six nor more than thirty days before the date of the meeting. The written notices shall state the place, date, and time of the meeting, and in the case of a special business meeting, who called the special meeting and the purpose or purposes for which the special meeting is called. Business transacted at a special business meeting shall be confined to the items of business stated in the written notice.

Section 3.7 - Business Meeting Rules.

The rules contained in the latest edition of Robert’s Rules of Order shall govern all regular and special business 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.

Section 3.8 - Required Member Votes.

The Members must vote on the following items:

- A. the annual ministry budget presentation;
- B. the election of the Moderator/Senior Pastor;
- C. election of officers;
- D. election of Deacons;
- E. the disposition of all or a substantial portion of the assets of the Church, which shall require a vote of at least two-thirds of the number of Members present at a special business meeting called for that purpose, at which a quorum is present;
- F. the merger or dissolution of the Church, which shall require a vote of at least two-thirds of the number of Members present at a special business meeting called for that purpose, at which a quorum is present;
- G. the decision to cease operations and wind up the Church’s affairs, which shall require a vote of at least two-thirds of the number of Members present at a special business meeting called for that purpose, at which a quorum is present;
- H. the acquisition or sale of real property;
- I. the election of members of all committees including Standing Committees;

- J. amendments to the Certificate of Formation and Bylaws of the Church, which shall require a vote of at least two-thirds of the number of Members present at a special business meeting called for that purpose, at which a quorum is present; and
- K. any other Church concerns or Church business as designated by the Senior Pastor, the Chair of the Deacons, Chair of the Personnel Committee or Chair of the Finance Committee.

ARTICLE 4 – OFFICERS

Section 4.1 - Officer Positions.

The officers of the Church shall be a Moderator/Senior Pastor, a Vice-Moderator, a Secretary, and a Treasurer. The Members may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. All officers must be members of the Church. No person may hold more than one office at a time.

Section 4.2 - General Duties.

All officers and agents of the Church, as between themselves and the Church, shall have such authority, perform such duties, and manage the Church as may be provided in these Bylaws or as may be determined by resolution of the Members not inconsistent with these Bylaws.

Section 4.3 - Election and Term of Office.

The Members shall elect the officers of the Church, except the Moderator/Senior Pastor and Vice-Moderator, at its annual meeting. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office.

Section 4.4 - Removal.

The Personnel Committee, with or without good cause, may remove any officer, other than the Moderator/Senior Pastor and Vice-Moderator, by a majority vote of the Personnel Committee members at a meeting in which a quorum is present, subject to the Members' right to thereafter reverse or modify that action in a special business meeting called for that purpose. The Members, with or without good cause, may remove a Moderator/Senior Pastor by a vote of at least three-fourths of the Members present and voting in a special business meeting of the Members. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

Section 4.5 - Resignation.

Any officer may resign at any time by giving written notice to the Moderator/Senior Pastor, or the Secretary. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Church.

Section 4.6 - Vacancies.

The Members may fill the vacancy in any office for the unexpired portion of that officer's term at a regular or special business meeting.

Section 4.7 - Moderator/Senior Pastor.

A. Selection.

The Personnel Committee shall appoint a Pastor Search Committee in accordance with the procedures set forth in the Church's Personnel Policies and Procedures. The Pastor Search Committee shall recommend a Moderator/Senior Pastor candidate to the Members. The Pastor Search Committee may have more than one prospective Minister under consideration at any time. The Members shall consider the Pastor Search Committee's recommendations, one Moderator/Senior Pastor candidate at a time. Member confirmation on such recommendation shall be taken before any other Moderator/Senior Pastor candidates may be recommended to the Members by the Pastor Search Committee. The recommendation of the Members must be confirmed via a written ballot by at least three-fourths of the Members present and voting in a regular or special business meeting of the Members.

B. Duties.

The Moderator/Senior Pastor shall perform all duties as assigned by the Members. The Moderator/Senior Pastor shall have the duties of President as defined in the Act. The Moderator/Senior Pastor shall supervise and control all the business and affairs of the Church. The Moderator/Senior Pastor may execute any deeds, mortgages, bonds, contracts, or other instruments that the Members have authorized to be executed. However, the Moderator/Senior Pastor may not execute instruments on behalf of the Church if this power is expressly delegated to another officer or agent of the Church by the Members, the Bylaws, or statute. The Moderator/Senior Pastor shall perform other duties prescribed by the Members and all duties incident to the office.

The Moderator/Senior Pastor shall be an ex-officio nonvoting member of all Church Committees, ministries, and auxiliary organizations. The Moderator/Senior Pastor may select an employee for an approved role in consultation with the Personnel Committee. The Moderator/Senior Pastor may delegate the day-to-day oversight of Church staff to an appointed designee(s). All Church staff shall adhere to the policies and procedures outlined in the Church's Personnel Policies and Procedures.

Section 4.8 - Vice Moderator.

When the Moderator/Senior Pastor is absent, is unable to act, or refuses to act, the Vice Moderator may perform the duties of the Moderator/Senior Pastor. When the Vice Moderator acts in place of the Moderator/Senior Pastor, the Vice Moderator shall have all the powers of and be subject to all the restrictions upon the Moderator/Senior Pastor. The Vice Moderator shall be chair of the Deacons. The Vice Moderator shall perform other duties as assigned by the Moderator/Senior Pastor or Members.

Section 4.9 - Treasurer.

The Treasurer, as the Chair of the Finance Committee, shall perform or oversee the performance of the following:

- A. have charge and custody of and be responsible for all funds and securities of the Church;
- B. receive and give receipts for moneys due and payable to the Church from any source;

- C. deposit all moneys in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Members or the Moderator/Senior Pastor;
- D. write checks and disburse funds to discharge obligations of the Church;
- E. maintain the financial books and records of the Church;
- F. prepare financial reports monthly, or as otherwise requested by the Members;
- G. perform other duties as assigned by the Moderator/Senior Pastor or by the Members;
- H. if required by the Members, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Members; and
- I. perform all the duties incident to the office of Treasurer.

Section 4.10 - Secretary.

The Secretary shall perform or oversee the performance of the following:

- A. give all notices as provided in the Bylaws or as required by law;
- B. take minutes of the meetings of the Members and keep the minutes as part of the corporate records;
- C. maintain custody of the corporate records and of the seal of the Church, if any;
- D. affix the seal of the Church, if any, to all documents as authorized;
- E. keep a register of the mailing address of each **Member and** employee of the Church;
- F. provide the Members with a quarterly report of changes in the membership of the Church;
- G. provide the Members with an annual report of the changes in the membership of the Church at the annual business meeting;
- H. perform other duties as assigned by the Moderator/Senior Pastor or by the Members; and
- I. perform all duties incident to the office of Secretary.

Section 4.11 - Assistant Officers.

The Members may appoint one or more assistant secretaries and one or more assistant treasurers. Each assistant secretary and each assistant treasurer shall hold office for such period as the Members may prescribe. Any assistant secretary may perform any of the duties or exercise any of the powers of the Secretary or otherwise as occasion may require in the administration of the business and affairs of the Church, and any assistant treasurer may perform any of the duties or exercise any of the powers of the Treasurer at the request or in the absence or disability of the Treasurer or otherwise as occasion may require in the administration of the business and affairs of the Church. Each assistant secretary and each assistant treasurer shall perform such other duties and/or exercise such other powers, if any, as the Members shall prescribe. To establish the authority of an assistant secretary or an assistant treasurer to take any action on behalf of the Church in place of the Secretary or the Treasurer, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence or disability of, the Secretary or Treasurer or any other assistant secretary or assistant treasurer, respectively.

Section 4.12 - Reimbursement.

An officer shall be entitled to reimbursement for reasonable expenses incurred in carrying out his or her duties as an officer. An officer may serve the Church in any other capacity and receive reasonable compensation for those services as permitted by law.

Section 4.13 - Disallowed Payments.

Any payments made to an officer of the Church, such as an expense reimbursement incurred by the officer, which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service ("IRS"), shall be reimbursed by such officer to the Church to the full extent of such disallowance. It shall be the duty of the Members to enforce payment of each such amount disallowed.

ARTICLE 5 – COMMITTEES

Section 5.1 - Committee on Committees.

- A. A nominating committee to recommend the membership of the Committee on Committees shall be composed of the Treasurer, a current Deacon officer designated by the Chair of Deacons, Immediate Past Chair of the Deacons, Chair of the Committee on Committees, and the Chair of the Personnel Committee. At the regular business meeting each year, the nominating committee shall nominate a chair and eight additional members of the Committee on Committees. The nominees shall begin service upon their election.
- B. Members of the Committee on Committees may not serve more than two successive one year terms.
- C. The Committee on Committees shall perform the following duties:
 1. prior to the regular business meeting each year, present to the Members a report recommending:
 - i. the establishment (if applicable), continuation, composition, qualification for membership and terms of service, for all committees of the Church, as deemed appropriate to perform the ministry and educational purposes of the Church and
 - ii. the objectives and purposes of all committees;
 2. nominate the following for terms of service to commence upon their election at the regular business meeting:
 - i. the Secretary; and
 - ii. the Chairs, Chairs-Elect, and other members to serve on Standing Committees, and present such nominations at the regular business meeting; and
 - iii. the Chairs and other members to serve on Non-Standing Committees, and present such nominations at the regular business meeting;
 3. coordinate and evaluate the work of all Church committees; and
 4. in the event the Secretary or a member of a committee can no longer serve, designate a person to serve the unexpired term, who shall begin service upon their designation and may stand for election at the next regular business meeting.

Section 5.2 - Standing Committees.

A. The Standing Committees are as follows:

1. Personnel;
2. Deacon Nominating;
3. Finance; and
4. Pathways to Ministry.

- B. Each Standing Committee shall have a Chair and Chair-Elect. The Chair shall call and preside over all committee meetings. When the Chair is absent, is unable to act, or refuses to act, the Chair-Elect shall perform the duties of the chair. When a Chair-Elect acts in place of the Chair, the Chair-Elect shall have all the powers of and be subject to all the restrictions upon the chair.
- C. Members of Standing Committees will serve three year terms, with the exception of a member filling an unexpired term, with approximately one-third of the members rotating off each year. A member may serve on only one Standing Committee at a time. If an individual is elected to serve an unexpired term of one year or less in place of a member who is unable to complete their term, such individual shall be eligible for election to a full three year term, in addition to the partial term served. No member may serve successive terms on the same Standing Committee. After a one year inactive period, a member may be re-elected to the same Standing Committee. Only individuals who are members of the Church may serve on a Standing Committee.

Section 5.3 - Personnel Committee.

- A. The Personnel Committee shall act in accordance with the Personnel Policies and Procedures.
- B. Except as expressly stated herein, the Members delegate to the Personnel Committee all authority and responsibility for the employment, termination, compensation, and coordination of the Ministerial and Non-Ministerial Staff employees of the Church.
- C. The Personnel Committee may delegate to the Senior Pastor the authority to employ or terminate the employment of the Non-Ministerial Staff and to offer such compensation and benefits to the Non-Ministerial Staff as are within the budget approved by the Church and within such guidelines as may be prescribed by the Committee.
- D. The Personnel Committee may, in its discretion, review, reverse, or modify any action of the Senior Pastor relating to employment matters.
- E. To the extent allowed by law, any action of the Personnel Committee may be reversed or modified by majority vote of the Members present at a regular or special business meeting.
- F. The adoption of a budget for all employee compensation and benefits is specifically reserved to the Members and is not delegated to the Personnel Committee.

Section 5.4 – Deacon Nominating Committee

The Deacon Nominating Committee shall nominate Deacons in accordance with Article 7, Section 7.3 below.

Section 5.5 - Finance Committee

- A. The Finance Committee shall act in accordance with the Finance Policies and Procedures.
- B. The Finance Committee shall monitor:
 - 1. the maintenance of all Church financial accounts and endowments;
 - 2. the collection of all contributions, gifts, and receipts;
 - 3. the preparation and presentation of all monthly and annual financial statements; and
 - 4. the preparation and presentation of the annual budget.
- C. To the extent allowed by law, any action of the Finance Committee may be reversed or modified by a majority vote of the Members present at a regular or special business meeting.
- D. The adoption of a budget is specifically reserved to the Members and is not delegated to the Finance Committee.

Section 5.6 - Pathways to Ministry Committee.

- A. The Pathways to Ministry Committee shall act in accordance with the Pathways Policies and Procedures.
- B. The Pathways to Ministry Committee provides advice and counsel on all aspects of the Wilshire Pathways to Ministry program.
- C. The Pathways to Ministry Committee shall advise the Finance Committee in the preparation of the Pathways to Ministry budget.
- D. The management of the George A. Mason Pathways to Ministry Endowment is delegated to the Finance Committee.
- E. To the extent allowed by law, any action of the Pathways to Ministry Committee may be reversed or modified by a majority vote of the Members present at a regular or special business meeting.

Section 5.7 - Non-Standing Committees.

Upon recommendation of the Committee on Committees and approval of the Members, Non-Standing Committees shall be established to perform the ministry and educational purposes of the Church. Persons who are not members of the church may serve on Non-Standing Committees, provided that a majority of members of each Non-Standing Committees shall consist of persons who are members of the Church. Members of Non-Standing Committees shall serve terms of three years with approximately one-third of the members rotating off each year. Persons may serve on multiple Non-Standing Committees. Persons may serve consecutive terms on Non-Standing Committees, and are not required to take a one year inactive period between serving on Non-Standing Committees. To the extent allowed by law, any action of a Non-Standing Committee may be reversed or modified by a majority vote of the Members present at a regular or special business meeting.

Section 5.8 - Notice of Meetings.

Notice of a committee meeting shall be delivered as provided in Article 12 to each member of a committee not less than six days before the date of the meeting. The notice shall state the place, date, and time of the meeting, and the purpose or purposes for which the meeting is called.

Section 5.9 - Quorum.

At least a majority of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is not present at any time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

Section 5.10 - Actions of Committees.

Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

Section 5.11 - Proxies.

A committee member may vote only in person. An “in-person” meeting includes electronic meetings. A committee member may not vote by proxy or absentee ballots.

Section 5.12 - Compensation.

Unless approved by the Members, committee members may not receive salaries for their services as committee members. The Members may adopt a resolution providing for payment to committee members of expenses of attendance, if any, for attendance at each meeting of the committee. A committee member may serve the Church in any other capacity and receive compensation for those services. Any reimbursement that the Church pays to a committee member shall be commensurate with the expenses incurred and shall be reasonable in amount.

Section 5.13 - Rules.

Committees may adopt parliamentary rules or procedures as suitable for their purpose and which are not inconsistent with the Bylaws.

Section 5.14 - Limitations on Committee Actions.

No committee shall have the authority of the Members to:

- A. amend the Certificate of Formation;
- B. adopt a plan of merger or a plan of consolidation with another Church;
- C. authorize the sale, lease, exchange, or mortgage of all or substantially all the property and assets of the Church;
- D. authorize the voluntary dissolution of the Church;

- E. revoke proceedings for the voluntary dissolution of the Church;
- F. adopt a plan for the distribution of the assets of the Church;
- G. amend, alter, or repeal the Bylaws;
- H. elect, appoint, or remove a member of a committee or a Deacon or officer of the Church;
- I. approve any transaction to which the Church is a party in violation of Article 8 below; or
- J. take any action outside the scope of authority delegated to it by the Members.

Section 5.15 – Removal of Committee Members.

A committee member may be removed from service by the Moderator/Senior Pastor, in consultation with the staff liaison and Chair of the committee, if the member's actions are disruptive to the work of the committee.

ARTICLE 6 – STAFF

Section 6.1 - Ministerial Staff.

- A. The Church Ministerial Staff shall consist of professional clergy staff.
- B. The Senior Pastor must be a member of the Church during the time of employment. The Senior Pastor shall:
 - 1. serve as Moderator.
 - 2. be responsible for guiding the Church to accomplish its mission.
- C. Other Ministerial Staff positions shall have such duties and responsibilities as have been approved by the Personnel Committee.
- D. The Personnel Committee shall be responsible for recommending to the membership all compensation and benefits to be paid to the Ministerial Staff.
- E. Except for the Senior Pastor, the Personnel Committee shall recommend the employment of all new Ministerial Staff for vote by the Members at any regular or special business meeting. The Personnel Committee may terminate the employment of any Ministerial Staff, except for the Senior Pastor, subject to the right of the Members to reverse or modify the action of the Personnel Committee upon a vote of a majority of the Members at a regular or special business meeting to approve a reversal or modification.
- F. Each Ministerial Staff employee shall be required to be a member of the Church during the time of employment.
- G. The Senior Pastor shall supervise and coordinate the Ministerial Staff, subject to the Personnel Policies and Procedures as have been approved by the Personnel Committee.

Section 6.2 - Non-Ministerial Staff.

- A. The Non-Ministerial Staff shall consist of Church employees other than the Church Ministerial Staff as approved by the Personnel Committee and defined by the Personnel Policies and Procedures.

- B. Each Non-Ministerial Staff position shall have such duties and responsibilities as have been established by the Personnel Committee.
- C. The Personnel Committee shall determine all compensation and benefits to be paid to the Non-Ministerial Staff provided that the expense is within the aggregate of the currently budgeted amounts for Non-Ministerial Staff positions approved by the Members. In the event the cost or expense, in the aggregate, should exceed such budgeted amounts, then the Personnel Committee, after consultation with the Finance Committee, must present the committee recommendation to the Members for a vote at a regular or special business meeting.
- D. The Senior Pastor or the Senior Pastor's designee shall be responsible for the supervision of the Non-Ministerial Staff.

ARTICLE 7 – DEACONS

Section 7.1 - Role.

The Deacons shall be servants of the Church. The role of Deacons includes assisting the Moderator/Senior Pastor and Church staff in caring for the needs of the Members, fostering unity within the Church, and serving as a source of counsel to the Moderator/Senior Pastor, Church staff, and Committees. The Deacons shall elect a Chair, a Chair-Elect, a Vice-Chair, and such other officers as they determine are appropriate.

Section 7.2 – Proposals and Quorum.

All proposals, recommendations, motions, and other business matters requiring a vote by the Members should be presented to the Deacons for advisory recommendation purposes only, prior to presentation to the Members for a vote. **At least a majority of the number of active Deacons shall constitute a quorum for the transaction of business at any meeting of the Deacons.** If a proposal, recommendation, motion, or other business matter has not been previously presented to the Deacons for advisory recommendation purposes, or if the proposal, recommendation, motion, or other business matter is not affirmed by the Deacons, any such proposal, recommendation, motion, or other business matter presented at any regular or special business meeting of the Members may be adopted only upon a vote of at least a three-fourths majority of the Members. A resolution contained in any official Church minutes shall constitute prima facie evidence that the subject matter of the resolution was presented to the Deacons prior to the vote of the Members.

Section 7.3 - Structure.

The Deacons are recognized and ordained for the purpose of service to the Church. They also are to be counselors to the Moderator/Senior Pastor and staff to maintain unity within the Church. The term for service as a Deacon shall be three years, beginning on the day of the regular business meeting in the calendar year in which the newly elected Deacons are to commence service. Terms of service for Deacons shall be staggered so that on the date of the regular business meeting of each year, the term of office of approximately one-third of the required number of Deacons shall expire. After serving a term of three years, a deacon shall be eligible for re-election after an inactive period of one year.

A. Selection Process.

Deacons shall be nominated by the Deacon Nominating Committee for election by the Members, at or before the regular business meeting in the calendar year in which the newly elected Deacons are to commence service. Nominees shall have been members of the Church for at least twelve months immediately preceding their nomination. Based on the needs of the Church and in consultation with the Senior Pastor and the Deacon officers, the Deacon Nominating Committee will establish the number of Deacon nominees. Upon receiving an affirmative vote of the majority of the Members present at a meeting at which a quorum is present, Deacon candidates shall be elected to serve.

Should a vacancy arise among the Deacons, and the Deacon Nominating Committee determine, in their sole discretion, that such vacant position should be filled prior to the election of Deacons at the regular business meeting, a special business meeting may be called by the majority vote of the Deacons for the purpose of electing a replacement Deacon, which election shall proceed in the same manner as provided above.

B. Removal of Deacons.

A Deacon may be removed from service by the Moderator/Senior Pastor, in consultation with the Chair, Chair-Elect, and Vice Chair of the Deacons, if they are unable to fulfill their role and responsibility as a Deacon.

C. Regular Meetings.

The Deacons shall hold regularly scheduled meetings with notice of the time and date given to each Deacon at least six days prior to the date of the meeting. Notice for all regular meetings may be satisfied by delivering a schedule of the dates of the regular meetings to be held during the year to the Deacons near the beginning of the calendar year.

D. Special Meetings.

At the discretion of the Chair of the Deacons, the Moderator/Senior Pastor, or by the written petition containing signatures of fifteen Deacons, the Deacons may call special meetings. For any special meeting notice, stating the day and hour of the special meeting and the purpose(s) for which the meeting is called, shall be given to the Deacons not less than six days, nor more than thirty days, before the date of the meeting.

ARTICLE 8 – TRANSACTIONS OF THE CHURCH

Section 8.1 - Contracts.

The Members may authorize any officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. The Members' approval of the annual budget constitutes authorization for any contracts appropriate to carry out the approved budget. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Section 8.2 - Deposits.

All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Members select.

Section 8.3 - Gifts.

The Church may accept any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Church.

Section 8.4 - Loans and Related Parties.

The Church shall not make any loan to a Deacon or officer of the Church.

Section 8.5 - Affiliated Transactions.

The Church shall avoid transactions that involve interested Deacons, officers, and Members. However, subject to Section 22.230 of the Act, no contract or transaction between the Church and one or more of its Deacons or officers, or between the Church and any organization in which one or more of the Church's Deacons or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, if:

- A. the material facts concerning the financial interests are disclosed to the Members and the Members authorize the contract or transaction by the affirmative vote of a majority of the disinterested Members; and
- B. the contract or transaction, after all material facts concerning the financial interests are disclosed, is fair to the Church at the time of the approval.

Nothing herein shall prevent retroactive approval of a transaction. Common or interested Members may be included in determining the presence of a quorum at a meeting of the Members that authorizes the contract or transaction.

The Church may adopt additional policies and procedures to address related-party transactions and transactions that may involve direct or indirect self-dealing, if applicable, as defined by the Internal Revenue Code.

All officers, Deacons and managers of the Church are required to comply with these provisions and additional policies and procedures adopted by the Church.

Section 8.6 - Prohibited Acts.

As long as the Church is in existence, and except with the prior approval of the Members, no Deacon, officer, or committee member of the Church shall:

- A. do any act in violation of the Bylaws or a binding obligation of the Church;
- B. do any act with the intention of harming the Church or any of its operations;
- C. do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Church;
- D. receive an improper personal benefit from the operation of the Church;
- E. use the assets of this Church, directly or indirectly, for any purpose other than carrying on the business of this Church;
- F. wrongfully transfer or dispose of Church property, including intangible property such as good will;

- G. use the name of the Church (or any substantially similar name) or any trademark or trade name adopted by the Church, except on behalf of the Church in the ordinary course of the Church's business; or
- H. disclose any information not generally known to the community to any person not authorized to receive it.

ARTICLE 9 – BOOKS AND RECORDS

Section 9.1 - Required Books and Records.

The Church shall keep correct and complete books and records of account. The Church's books and records shall include:

- A. a file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Church, including, but not limited to, the Certificate of Formation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent;
- B. a copy of the Bylaws and any amended versions or amendments to the Bylaws;
- C. minutes of the proceedings of the Members;
- D. a list of the names of the Deacons, officers, and any committee members of the Church;
- E. a financial statement showing the assets, liabilities, and net worth of the Church at the end of the three most recent fiscal years;
- F. a financial statement showing the income and expenses of the Church for the three most recent fiscal years;
- G. all rulings, letters, and other documents relating to the Church's federal, state, and local tax status; and
- H. the Church's federal, state, and local information or income tax returns for each of the Church's three most recent tax years.

In deciding whether documents beyond the above list should be retained, staff and members shall make efforts to preserve items that may have historical significance to future generations.

Section 9.2 - Inspection and Copying.

- A. Requests by Members, Deacons, or officers.

Any Member, Deacon or officer of the Church may inspect and receive copies of all books and records of the Church required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Church and if the person submits a request in writing. Such a person entitled to inspect and copy the Church's books and records may do so. Such a person entitled to inspect the Church's books and records may do so at a reasonable time no later than required by the Internal Revenue Regulation after the Church's receipt of a proper written request. Notwithstanding the above, only the Senior Pastor, Executive Director of Administration, and Director of Finance shall be entitled to examine any records which would disclose the amount of any individual's contributions.

B. Protection of Proprietary Information.

Pursuant to Texas law and other applicable law, and to protect the interests of the Church, the Church may require, as a condition precedent to any inspection or copying of confidential, proprietary, or trade secret books and records, that the Deacon or member requesting the records execute a Nondisclosure or Confidentiality Agreement relating to the nondisclosure of the books and records inspected or copied.

C. Requests by the Public.

The Church shall maintain all documents required by the Internal Revenue Code to be made available to the public. The Church shall receive and respond as required by Internal Revenue Service guidelines to requests from the public for copies of the Church's Form 1023 and Form 990, if any. To the extent required by law, books and records available to the public for inspection or copying are not subject to the nondisclosure requirements of Section 9.2(B), above.

D. Fees.

The Church may establish reasonable fees for copying the Church's books and records. The fees may cover the cost of materials and labor but may not exceed the Internal Revenue Service guidelines for providing copies.

ARTICLE 10 – FISCAL YEAR

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

ARTICLE 11 – INDEMNIFICATION & INSURANCE

Section 11.1 - Indemnification.

- A. To the extent mandated by Chapter 8 of the Texas Business Organizations Code, the Church shall be deemed to have indemnified a volunteer, officer, committee member, employee, or other agent of the Church who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Church or on behalf of or for the benefit of the Church.
- B. The Church shall not indemnify a person if payment of the indemnification would result in income taxable under the Internal Revenue Code as a benefit to the person.

Section 11.2 - Insurance.

The Church may purchase and maintain insurance on behalf of any agent of the Church (including a volunteer, officer, committee member, employee, or other agent of the Church) against liabilities asserted against or incurred by the agent, including those liabilities in relation to acts or omissions described in Section 11.1 above. The Members' approval of an annual budget which provides for the payment of insurance expenses is sufficient to establish the Members' approval of such insurance.

ARTICLE 12 – NOTICES

Section 12.1 - Notices.

Any notice to a Church member required under these bylaws shall be deemed sufficient if sent by one or more of the following means:

- A. e-mail message to the e-mail address that has been provided by the member for receipt of communications from the Church;
- B. U.S. mail addressed to the member's address as shown on the Church membership record;
- C. publication notice as permitted in the Act.

Section 12.2 - Waiver of Notice by Attendance.

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the bylaws of the Church, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 13 – SPECIAL PROCEDURES CONCERNING MEETINGS

Section 13.1 - Meeting by Electronic Means.

The Members and any committee of the Church may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear or communicate with each other on a concurrent basis. The notice of a meeting by electronic means conference must state the fact that the meeting will be held by electronic means as well as all other matters required to be included in the notice. Participation of a person in a meeting by conference call or other electronic means constitutes the presence of that person at the meeting.

Section 13.2 - Voting by Proxy.

No Member, Deacon, or Committee member may vote by proxy.

ARTICLE 14 – AMENDMENTS TO BYLAWS

The Deacons must first review and recommend any changes to the Bylaws before the Members consider the changes. The Members may amend the Bylaws by at least a two-thirds vote at a duly noticed meeting at which a quorum is present or in any manner authorized by the Texas Business Organization Code, Chapter 22.

ARTICLE 15 – MISCELLANEOUS PROVISIONS

Section 15.1 - Legal Authorities Governing Construction of Bylaws.

The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 15.2 - Legal Construction.

If any Bylaws 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.

Section 15.3 - Headings.

The headings and table of contents used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

Section 15.4 - Gender.

Wherever the context requires, all words in the Bylaws that reference a specific gender shall be deemed to include all persons, all singular words shall include the plural, and all plural words shall include the singular.

Section 15.5 - Seal.

The Members may provide for a corporate seal.

Section 15.6 - 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 a power of attorney is provided to the Secretary of the Church to be kept with the Church records.

Section 15.7 - Parties Bound.

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

Section 15.8 - Electronic Signatures.

To the fullest extent permitted by the Act and other law, including the Texas Uniform Electronic Transactions Act, electronic signatures (such as e-mail or other electronic transmissions) of Members, officers and committee members, as between each other or each of them and the Church, shall constitute the valid signature of the person for purposes of obtaining consents or other matters prescribed by these Bylaws, unless a Member or officer submits a written refusal to conduct any or certain transactions by electronic means.

CERTIFICATE OF SECRETARY

I hereby certify that I am duly elected and acting Secretary of said Church and that the foregoing Amended and Restated Bylaws, comprised of the foregoing eighteen pages constitute the Bylaws of said Church as duly adopted by the Members at a business meeting held on March 30, 2025.

Date: _____