

**RESTATED AND AMENDED BYLAWS
OF
METROPOLITAN BAPTIST CHURCH**

These Bylaws (referred to as the "Bylaws") govern the affairs of METROPOLITAN BAPTIST CHURCH, a non-profit corporation (referred to as the "Church") organized under the Texas Business Organizations Code, Chapter 22 (referred to as the "Act").

**ARTICLE 1
OFFICES**

1.01. Principal Office. The principal office of the Church in the State of Texas shall be located in the City of Houston, County of Harris, Texas. The Church may have such other offices, either in Texas or elsewhere, as the Eldership may determine. The Eldership may change the location of any office of the Church.

1.02. Registered Office and Registered Agent. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Church's principal office in Texas. The Eldership may change the registered office and the registered agent as provided in the Act.

**ARTICLE 2
NONPROFIT PURPOSES**

2.01. Tax Exemption. This Church is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

**ARTICLE 3
MEMBERS AND ELDERS**

3.01. Members. The Church shall have members.

(a) Qualifications. The Church stands ready to receive any and all persons who come with a profession of faith in Jesus Christ as Lord and Savior, sincerity of purpose concerning a desire to serve and worship with the membership of the Church, and a willingness to comply with the Church covenant and ordinances. Only individuals may become Members.

A person will be considered a candidate for membership in the Church in any one of the following ways:

1. By profession of faith and presentation for baptism by immersion according to the policies of the Church as stated in these Bylaws.

2. By signed statement of prior conversion experience and baptism by immersion acknowledging the same belief and understanding of baptism and salvation as stated in the Bylaws and Statement of Beliefs (Appendix A).

A candidate must participate in and complete a membership orientation process. A candidate will become a Member upon affirmation by the Eldership.

(b) Responsibilities of Members. Members will be responsible to be faithful to the teachings of the Bible, to uphold and exemplify the values and covenants within the Bylaws and Statement of Beliefs, to regularly attend the services of the Church, to regularly contribute to the financial support of the Church, to share in its organized work and service, participate in the heart of the local church (involvement in Bible studies, small groups, compassion, restoration and serving) and to conduct themselves in the same spirit as exemplified in the life of Christ. By carrying out their responsibilities, Members play a vital role in the fulfillment of the objectives of the Church.

(c) Voting Rights. Members who are at least 18 years of age are entitled to vote at all elections and on all questions submitted to the Members. The Church, when referenced in the Bylaws for voting purposes, refers to those Members entitled to vote and present at time of voting (no proxies). Each member shall have one (1) vote.

(d) Resignation. Any Member may resign by delivering a written resignation, addressed to the Elders, to the Church administrative office. The resignation will become effective upon receipt by the administrative office.

(e) Termination of Membership. A Member is terminated upon:

1. Death of a Church member;
2. Exclusion by action of the Church;
3. Membership or continuing attendance at another church; or
4. Inactivity (defined by Sunday morning attendance, Small Group attendance or bible study attendance) by the Member for more than 12-consecutive months.

(f) Restoration of Members. The Church will take measures to counsel and assist any troubled Member. The Lead Pastor, ministerial staff, and the Eldership will be available for counsel and guidance. The primary concern is for reconciliation or redemption rather than punishment. The Eldership is authorized to adopt and implement policies and procedures related to discipline and restoration as it applies to Members.

If a serious condition exists which would cause a member to become a detriment to the general welfare and witness of the Church, the Eldership, in accordance with the Restoration Policies and Procedures, as outlined herein, and in accordance with the Holy

Scripture (Matthew 18), will take every reasonable measure to resolve the problem. A spirit of Christian kindness and forbearance will pervade all such proceedings. Each Member meeting involving Member discipline and restoration shall be conducted with only Members present and Members shall treat the contents of that portion of the meeting as confidential. Any Member who discloses confidential information from the meeting will be subject to discipline as well.

If during the restoration process, the Member requests termination of their membership, the restoration process shall cease. If the candidate later seeks membership, the restoration process shall be completed before membership status is restored. Upon the request of the person excluded and evidence of repentance and reformation, the Lead Pastor and Eldership may restore membership.

Annual Meeting. The Annual Meeting shall take place by the end of each (calendar) year.

1. Record of Meetings. The Church Clerk will record the minutes of the meetings. The Eldership will appoint the Church Clerk.
2. Special Business Meetings. The Church may conduct special meetings to consider matters of special nature and significance.

The Lead Pastor and/or the Eldership may schedule a Special Meeting Notice providing the date, time, location, and requirements for attendance/participation of the meeting will be published on the Church website and announced from stage at least two Sundays in advance of the meeting. The agenda for the meeting will be published and made available at the time of the notice. Members and officers will reasonably endeavor to attend these meetings.

Special business meetings may be called without the notice required above if an emergency exists as defined in Section 11.04 below.

The Church Clerk will record the minutes of the meetings. The minutes to all Special Meetings will be available to Members upon request.

(g) Quorum. A quorum must be present in order to convene a business meeting. Though a properly convened business meeting may continue in absence of maintaining a quorum, formal business decisions cannot be conducted unless a quorum is present.

For a business meeting, a quorum consists of the presence of (1) the Moderator, Vice-Moderator, (or approved substitutes for the position), and (2) the higher of one hundred (100) Church members or 80% of the average attendance at the three (3) prior annual member meetings. The Eldership will appoint the Moderator and Vice-Moderator.

(h) Voting. Voting shall be in person only. Members may not vote by proxy.

(i) Church Meeting Conduct. All Church meetings conducted under and in agreement with the Church's doctrine and teachings.

(j) Required Member Votes. The Eldership shall have no power to take any of the following actions without 2/3 approval of the Members present and voting at an annual or special meeting of the Members.

1. Authorize the sale, lease, transfer or exchange of the property and assets of the Church that exceeds ten percent (10%) of the assets (excluding depreciation) of the Church, based on the balance sheet as of December 31 of the most recently completed calendar year, in a single transaction.
2. Authorize the voluntary dissolution of the Church.
3. Revoke proceedings for the voluntary dissolution of the Church.
4. Adopt a plan for the distribution of the assets of the Church.
5. Amend the Church bylaws.
6. Election of Lead Pastor. The election of a Lead Pastor requires a 75% affirmative vote as stated in section 4.07(b).
7. Authorize the debt that borrows an amount that is ten percent (10%) or more of the assets (excluding depreciation) of the Church, based on the balance sheet as of December 31 of the most recently completed calendar year, or places a lien or encumbrance on the Church's primary worship center; provided, however, that such authorization shall require the approval of only a simple majority of Members present and voting at an annual or special meeting of Members.

3.02. Management. The Board of Directors, which shall be known as the Eldership, shall manage the affairs of the Church. As part of its management of the Church, the Eldership shall approve an annual budget prior to commencement of the year governed by the budget, approve membership candidates as Members of the Church, annual performance reviews of the Lead Pastor, approve compensation for the Lead Pastor and any Executive Pastors and work with the Lead Pastor to ensure teaching content is in accordance with Church doctrine and Statement of Beliefs as supported by Scripture.

3.03. Number, Qualifications, and Tenure of Elders. The powers of the Church shall be exercised by or under the authority of, and the property, business and affairs of the Church shall be managed under the direction of an Eldership, whose minimum number shall not be less than five (5) and whose maximum number shall be as determined by the Eldership from time to time. Two classes of Elders exist: Staff Elders and Lay Elders. The Lead Pastor shall serve on the Eldership by virtue of his office. He is the Staff Elder. The Lead Pastor shall serve for as long as he holds the position of Lead Pastor with the Church. There shall be no more than one (1) Staff Elder. Each Lay Elder shall serve for a term of up to three (3) years and their term shall be staggered. Lay Elders can serve up to two consecutive three-year terms. After serving two

consecutive three (3) year terms, the Lay Elder is not eligible for active service until they have not served as a Lay Elder for at least 12 full months. At all times, Lay Elders must make up the majority of the Elder Board. If Lay Elder's minimums are not met, then the authority of the Eldership is suspended except to elect new Lay Elder(s) in a quantity necessary to re-establish the Lay Elder minimum requirements. Lay Elders shall have the following qualifications:

- (a) Each Elder will meet and uphold the biblical qualifications of eldership as described in 1 Timothy 3 and Titus 1.
- (b) An Elder must have demonstrated spiritual maturity and character marked by integrity.
- (c) An Elder must have a good working knowledge of Scripture and be doctrinally sound (in agreement with our Statement of Beliefs).
- (d) An Elder must aggressively protect the unity of the body of the Members.
- (e) An Elder must love, support, protect and speak truth to the Lead Pastor.
- (f) An Elder must know how to deal with sensitive and difficult situations with both truth and grace.
- (g) An Elder must have been a serving and tithing Member for at least three years.
- (h) An Elder must have demonstrated a shepherd's heart of care, nurture, and growth for those in the congregation.
- (i) An Elder must be actively participating or leading a small group with the purpose of discipling others in meaningful relationship.

3.04. Nomination of Elders. The Elders may nominate and approve the successor Elders. At any meeting at which the approval of a Lay Elder occurs an Elder may nominate a person with the second of any other Elder. In addition to nominations made at meetings, a nominating committee may consider nominees and request Elder nominees from the congregation.

3.05. Approval of Elders. A person who meets all qualification requirements to be a Lay Elder and who has been duly nominated may be approved as a Lay Elder. Except for Section 3.06, Lay Elders shall be approved by the vote of the Eldership. The Lead Pastor will be a member of the Eldership by virtue of his office, thus no approval is necessary for this position. Once approved by the Elders, newly approved Lay Elders will be presented to the congregation.

3.06. Vacancies. Vacancies on the Eldership shall exist upon: (a) the death, resignation, or removal of any Elder; (b) the failure of the Elders to approve the full authorized number of Elders to be voted for at any annual, regular, or special meeting of the Eldership at which any Elder is to be approved. The Eldership may declare the office of an Elder vacant if a court adjudges the Elder incompetent, is convicted of a crime involving moral turpitude, or does not

accept the office of Elder, in writing or by attending a meeting of the Eldership, within thirty (30) days' notice of approval. Any vacancy occurring in the Eldership, and any Elder position to be filled due to an increase in the number of Elders, shall be filled by the Eldership. A vacancy is filled by the affirmative vote of a majority of the remaining Elders, even if it is less than a quorum of the Eldership, or if it is a sole remaining Elder. The approval is for the remainder of the term of office for that position. Vacancies reducing the number of Lay Elders to less than four (4) shall be filled before the transaction of any other duties of the Elders.

3.07. Annual Meeting. The annual meeting of the Elders shall be held on or before the end of the calendar year in the registered office of the Church, unless the President, Secretary or Chairman of the Eldership notifies the Elders otherwise. The annual meeting of the Eldership may be held as described in this paragraph without notice other than these Bylaws.

3.08. Regular Meetings. The Eldership may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or outside the State of Texas. The meetings may be held by conference call. No notice of regular meetings of the Elders is required other than a resolution of the Eldership stating the time of the meetings.

3.09. Special Meetings. Special meetings of the Eldership may be called by or at the request of the President, the Chairman of the Board, or a majority of the Elders. A person or persons authorized to call special meetings of the Eldership may fix any place within Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall give notice to the Elders as required in the Bylaws. In the case of an emergency defined in Section 10.04, the special meeting agenda shall only include those items that require action quicker than regular notice will allow. At the next regular meeting, the Eldership shall ratify all actions taken at the emergency meeting that meet the conditions of an emergency agenda.

3.10. Action by Consent of Board without Meeting. Any action required or permitted to be taken by the Eldership may be taken without a meeting, and with the same force and effect as a unanimous vote of Elders, if all Elders consent in writing or by E Mail to the action. Such consent may be given individually or collectively.

3.11. Notice. Written or printed notice of any special meeting of the Eldership shall be delivered to each Elder not less than thirty (30) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

3.12. Quorum. Except as provided in Section 3.06, a majority of the number of Elders then in office shall constitute a quorum for the transaction of business at any meeting of the Eldership. The Elders present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Elders leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Elders required to constitute a quorum. If a quorum is present at no time during a meeting, a

majority of the Elders present may adjourn and reconvene the meeting one time without further notice.

3.13. Conduct of Meetings. At every meeting of the Eldership, the Chairman of the Eldership shall preside.

3.14. Powers of Eldership. In addition to the powers and authorities expressly conferred by these Bylaws upon them, the Eldership may exercise all such powers of the Church and do all such lawful acts and things as are not directed or required to be exercised or done by statute, the Certificate of Formation, or these Bylaws.

3.15. Duties of Elders. Elders shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Elders, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church, professional advisors or experts such as accountants or attorneys. An Elder is not relying in good faith if the Elder has knowledge concerning a matter in question that renders reliance unwarranted.

Elders are not deemed to have the duties of trustees of a trust with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.

Elders have no authority to act on behalf of the Church unless they have been delegated that authority by statute, these bylaws, or by resolution approved by the Eldership. Individual Elders have no individual management authority unless they also serve as an officer as defined in Article 4 of these Bylaws.

3.16. Duty to Avoid Improper Distributions. Elders who vote for or assent to improper distributions, are jointly and severally liable to the Church for the value of improperly distributed assets, to the extent that debts, obligations, and liabilities of the Church are not thereafter paid and discharged. Any distribution made when the Church is insolvent, other than in payment of corporate debts, or any distribution that would render the Church insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities, is also improper. Elders participating in a board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the Secretary before adjournment or mailed to the Secretary by registered mail or email immediately after adjournment.

An Elder is not liable if, in voting for or assenting to a distribution, the Elder (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Church; legal counsel, public accountants, or other persons as to matters the

Elder reasonably believes are within the person's professional or expert competence; or a committee of the Eldership of which the Elder is not a member; (2) while acting in good faith and with ordinary care, considers the assets of the Church to be at least that of their book value; or (3) in determining whether the Church made adequate provision for payment, satisfaction, or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, Elders are protected from liability if, in the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Church.

Elders who are held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

3.17. Delegation of Duties. Elders are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. The Elders have no liability for actions taken or omitted by the advisor if the Eldership acts in good faith and with ordinary care in selecting the advisor. The Eldership may remove or replace the advisor, with or without cause.

3.18. Actions of Eldership. The Eldership shall try to act by consensus. However, the vote of a majority of Elders present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Eldership unless the act of a greater number is required by statutory law, or these Bylaws. An Elder who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Eldership.

3.19. Presumption of Assent. When the Eldership conducts a vote and regardless of their actual vote, all Elders shall be deemed to have voted for the action, unless his dissent is specifically noted in the minutes. If the secretary of the meeting refuses to note his dissent in the minutes, the dissenting Elder shall mail, using certified or registered mail, his dissent to the Secretary of the Church within one business day after Eldership adjourned the meeting.

3.20. Proxies. Elders cannot vote by proxy.

3.21. Compensation. Lay Elders may not receive compensation for their services as an Elder. An Elder may serve the Church in any other capacity and receive compensation for those services, so long as such services and compensation is approved by the disinterested Elders in advance.

3.22. Removal of Elders. An Elder may be removed from the Eldership for any reason upon a three-fourths vote of the Eldership, not including the Elder whose removal is the subject of the vote. A meeting to consider the removal of an Elder may be called with notice to the Eldership. The notice of the meeting shall state that the issue of possible removal of the Elder will be on the agenda.

3.23. Chairman of the Board. The Eldership shall elect a Chairman of the Eldership annually. The Chairman of the Board shall preside at all meetings of the Eldership. The Chairman shall perform other duties prescribed by the Eldership and all duties incident to the office of Chairman. Only Lay Elders may serve as Chairman of the Eldership.

ARTICLE 4 OFFICERS

4.01. Officer Positions. The officers of the Church shall be a President and a Secretary, and may include one or more Vice Presidents (the number to be determined by the Eldership). The Eldership may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person, except the offices of President and Secretary, may hold any two or more offices.

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

4.03. Election and Term of Office. Except for the Lead Pastor, the Eldership shall elect the officers of the Church and they shall serve as an officer until their death, resignation, termination, or removal by the Elders.

4.04. Removal. Except for the Lead Pastor, the Eldership, with or without good cause, may remove any officer elected or appointed by the Eldership. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

4.05. Resignation. Any officer may resign at any time by giving written notice to the Eldership, the President 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.

4.06. Vacancies. Except for the President, the Eldership may fill the vacancy in any office for the unexpired portion of that officer's term.

4.07. President/Lead Pastor. The Lead Pastor shall be the chief executive officer of the Church and shall act as President for that term. The President shall supervise and control all the business and affairs of the Church. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Eldership has authorized to be executed. However, the President 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 Eldership, the Bylaws, or statute. The President shall perform other duties prescribed by the Eldership and all duties incident to the office of President. The Lead Pastor shall report directly to the Eldership. By virtue of his office, the Lead Pastor shall automatically be a Staff Elder and serve on the Eldership. The Lead Pastor

is the leader of all of the ministries of the Church following the admonitions of the Holy Scripture (Ephesians 4:12). The Lead Pastor will be an ex-officio member of all organizations and teams of the Church. All employees of the Church and members of auxiliary organizations will be under the direct or indirect supervision of the Lead Pastor.

- (a) Qualifications. The Lead Pastor of the Church will be male and will be an ordained minister called by God. He will meet the qualifications for a minister as recorded in the Holy Scripture (1 Timothy 3:2-7) as interpreted by the Eldership.
- (b) Calling/Election of Lead Pastor. The Eldership will initiate the process to replace the Lead Pastor. The Eldership shall nominate and present to Members only one (1) candidate at a time. The members shall vote by written or electronic ballot at the weekend worship services. The affirmative vote of seventy-five percent (75%) of those Members present and voting at a meeting with a quorum will be required to elect a Lead Pastor, who will, upon his acceptance, serve until the relationship is terminated by his death or resignation or by the vote of the Members or Eldership.
- (c) Termination of Lead Pastor. The employment of the Lead Pastor can be terminated due to cause for acts of immorality, illegality or heresy.

A Member with concern shall present a written and signed charge along with supportive proof and evidence to the Eldership. The Eldership may suspend the Lead Pastor from the pulpit and his office as Lead Pastor until the investigation is complete.

If it is determined that the charge was not supported or grounds do not exist for dismissal, the Eldership will inform the Member of such, and the issue will be concluded.

If it is determined that the charge is supported and grounds exist for dismissal, Eldership will document the Member charge and investigation process and findings, and will request the resignation of the Lead Pastor.

If the Lead Pastor refuses to resign, the Chairman of the Eldership, with at least ten (10) days advance notice, will call for a special business meeting to present the findings of its investigation and recommend the dismissal of the Lead Pastor. The Members will consider the recommendation and vote whether to dismiss the Lead Pastor by written ballot. If the recommendation is approved by the majority of Members present and voting, the recommendation is passed and the employment of the Lead Pastor is immediately terminated. If the recommendation is defeated, the Lead Pastor will be retained, any suspension from the pulpit and office will be restored and the issue will be concluded.

- (d) Termination Due to Performance. The employment of the Lead Pastor can be terminated due to the failure to successfully achieve goals and objectives. The goals

and objectives for the Lead Pastor are established by and agreed upon by the Eldership and Lead Pastor.

(e) Compensation Upon Termination. If terminated, the Lead Pastor may be paid severance pay in accordance with the Human Resources guidance, precedence and best practices found in published guidance (considerations will include reasons for termination and length of service, among other considerations). The Eldership determines if he is paid severance pay or not and will be contingent upon a signed release agreement.

4.08. Vice-President. Any Pastor on staff with the title Executive Pastor and reports directly to the Lead Pastor will also serve as a Vice President.

(a) Vice President shall perform duties as assigned by the President or Eldership. The Executive Pastor(s) shall meet the same qualifications as the Lead Pastor defined in 4.07 (a).

(b) The hiring of or promotion to the role of an Executive Pastor requires the majority approval of the Eldership.

(c) The dismissal of any Executive Pastor will follow the procedures defined in the employee handbook and require the majority approval of the Eldership.

4.09. Secretary. The Executive Pastor shall fulfill the duties of Secretary as defined. If there is more than one Executive Pastor, The Lead Pastor will select which one will serve as Secretary.

(a) Give all notices as provided in the Bylaws or as required by law.

(b) Ensure minutes of the meetings of the Eldership are submitted and keep the minutes as part of the corporate records.

(c) Maintain custody of the corporate records and of the seal of the Church.

(d) Affix the seal of the Church to all documents as authorized.

(e) Keep a register of the mailing address of each Elder, officer, and employee of the Church.

(f) Perform duties as assigned by the President or by the Eldership.

(g) Perform all duties incident to the office of Secretary.

4.10. Salaries. The salaries of the Lead Pastor and the Executive Pastor(s) shall be fixed by, or in accordance with the directions of, the Lay Elders who serve on the Eldership, by following guidance based on compensation practices of churches with comparable size and scope of operations as provided by Human Resources or data from recognized third party sources. The

Eldership shall approve a gross amount of compensation for all staff, but the Lead Pastor and Executive Pastor(s) shall set the amount of each employee's compensation. All salaries shall be reasonable compensation for services rendered or to be rendered to the Church.

4.11. Disallowed Payments. Any payments made to an officer of the Church such as a salary, commission, bonus, interest or rent, or expense reimbursement incurred by him, which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service, shall be reimbursed by such officer to the Church to the full extent of such disallowance. It shall be the duty of the Elders, as a Board, to enforce payment of each such amount disallowed.

ARTICLE 5 DEACONS

5.01. The Church shall have Deacons who meet the qualifications listed in 1 Timothy 3:8-13. The Deacon body will serve by assisting with the Lord's Supper, Baptism, and other duties under the direction of the Church Secretary. The primary responsibility of the Deacon Body is to serve and shepherd the body of Christ. This is a permanent committee of the Church. The qualifications, nominations and specific responsibilities shall be contained in a policy adopted by the Eldership.

ARTICLE 6 COMMITTEES

6.01. Establishment of Committees. The Eldership may adopt a resolution establishing one or more committees. The Eldership may establish qualifications for membership on a committee, and committee members may be Elders, Staff, Members, or consultants. The establishment of a committee is intended to provide counseling and advice to the Eldership or to handle a task on the Eldership's agenda and is not a delegation of authority. The authority rests solely within the Eldership.

6.02 Rules. Each committee may adopt rules for its own operation not inconsistent with the Bylaws, or with rules adopted by the Eldership.

Advisory Boards or Committees. Advisory boards or committees not having and exercising the authority, responsibility or duties of the Eldership in the management of the Church may be designated by a resolution adopted by the Elders. Except as provided in such resolution creating the board or committee, the members of each advisory board or committee are not required to be Elders. The Eldership shall appoint the members of such advisory boards or committees. Any member thereof may be removed by the Eldership whenever in the Board's judgment the best interests of the Church shall be served by such removal.

ARTICLE 7
TRANSACTIONS OF THE CHURCH

7.01. Contracts. The Eldership may authorize any officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments. No Elder, officer, employee, or agent of the Church is authorized to enter into any contract or obligate the Church for any debt greater than \$125,000.00 or execute and deliver any instrument in the name of and on behalf of the Church absent specific written authority from the Eldership, subject to the requirements of Section 3.01(I).

7.02. Deposits. All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Eldership selects.

7.03. Gifts. The Eldership may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Church.

7.04. Loans and Related Parties. The Church shall not make any loan to an Elder or employee of the Church, or other related parties.

7.05. Affiliated Transactions. No contract or transaction between the Church and one or more of its Elders or Officers, or between the Church and any other corporation, partnership or association or other organization in which one or more of its Elders or Officers are Elders, or Officers, or have a financial interest, shall be void or voidable solely for this reason. A contract under this provision may be enforceable provided a demonstration of the following:

- (a) The material facts concerning the financial interests are disclosed to the Eldership and the Eldership authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Elders.
- (b) The contract or transaction is fair to the Church at the time of the approval. Nothing herein shall prevent retroactive approval of a transaction.
- (c) The interested Elder that is present may be counted towards a quorum for purposes of voting on the contract or transaction. The interested Elder may participate in the discussion of the matter but may not vote.

7.06. Prohibited Acts. As long as the Church is in existence, and except with the prior approval of the Eldership, no Elder, officer, or committee member of the Church shall:

- (a) Do any act in violation of the Bylaws or a binding obligation of the Church.
- (b) Do any act with the intention of harming the Church or any of its operations.

- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Church.
- (d) Receive an improper personal benefit from the operation of the Church.
- (e) Use the assets of this Church, directly or indirectly, for any purpose other than carrying on the business of this Church.
- (f) Wrongfully transfer or dispose of Church property, including intangible property such as good will.
- (g) Use the name of the Church (or any substantially similar name) or any trademark or trade name adopted by the Church, except on behalf of the Church in the ordinary course of the Church's business.
- (h) Disclose any of the Church business practices, trade secrets, or any other information not generally known to the public or to any person not authorized to receive it.

ARTICLE 8 BOOKS AND RECORDS

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

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Church, including, but not limited to, the Certificate of Formation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of the Bylaws, and any amended versions or amendments to the Bylaws.
- (c) Minutes of the proceedings of the Eldership, and committees having any of the authority of the Eldership, redacted for individual personnel compensation information before being made available to Church Members.
- (d) A list of the names and addresses of the Elders, officers, and any committee members of the Church.
- (e) Financial statement(s) 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.

(h) The Church's federal, state, and local information or income tax returns for each of the Church's three most recent tax years.

(i) The current policy manual of the Eldership.

8.02. Inspection and Copying. Any Member, Elder or officer of the Church may inspect and receive copies of all books and records of the Church required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Church and if the person submits a request in writing. Any Member entitled to inspect and copy the Church's books and records may do so. A Member entitled to inspect the Church's books and records may do so at a reasonable time no later than required by Internal Revenue Regulation after the Church's receipt of a proper written request. The Eldership may establish reasonable fees for copying the Church's books and records by members. The fees may cover the cost of materials and labor but may not exceed the Internal Revenue Service guidelines for providing copies. The Internal Revenue Service requires that copies to be made available to the legitimate, requesting public. The Church shall receive and respond as required by Internal Revenue Service guidelines to requests from the public for copies of the Church's Form 1023 and Form 990. The Church shall maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.

ARTICLE 9 FISCAL YEAR

The fiscal year of the Church shall be determined by the Eldership.

ARTICLE 10 INDEMNIFICATION

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

(a) The Church shall indemnify an Elder, officer, committee member, employee, or agent of the Church who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Church. For the purposes of this article, an agent includes one who is or was serving at the request of the Church as an Elder, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Church shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Church's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Church shall not indemnify a person who is found liable to the Church or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable and all appeals have been exhausted.

- (b) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Church.
- (c) The Church shall pay or reimburse expenses incurred by an Elder, officer, committee member, employee, or agent of the Church in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Church when the person is not a named defendant or respondent in the proceeding.
- (d) In addition to the situations otherwise described in this paragraph, the Church may indemnify an Elder, officer, committee member, employee, or agent of the Church to the extent permitted by law. However, the Church shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 10.01(a), above.
- (e) Before the final disposition of a proceeding, the Church may pay indemnification expenses permitted by the Bylaws and authorized by the Church. However, the Church shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in any proceeding brought by the Church or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.
- (f) If the Church may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Church, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

10.02. Procedures Relating to Indemnification Payments.

- (a) Before the Church may pay any indemnification expenses (including attorney's fees), the Church shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 10.02(c), below. The Church may make these determinations and decisions by any one of the following procedures:
 1. Majority vote of a quorum consisting of Elders who, at the time of the vote, are not named defendants or respondents in the proceeding.
 2. If such a quorum cannot be obtained, then by a majority vote of a committee of the Eldership, consisting solely of two or more Elders who at the time of the vote are not named defendants or respondents in the proceeding.

3. Determination by special legal counsel selected by the Eldership by vote as provided in paragraph 10.02(a)(1) or 10.02(a)(2), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Elders.
- (b) The Church shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 10.02(a)(3), above, governing the selection of special legal counsel. A provision contained in the Certificate of Formation, the Bylaws, or a resolution of members or the Eldership that requires the indemnification permitted by paragraph 10.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
- (c) The Church shall pay indemnification expenses before final disposition of a proceeding only after the Church determines that the facts then known would not preclude indemnification and the Church receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 10.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Church if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured, and it may be accepted without reference to financial ability to make repayment.

10.03. Limitations on Obligation to Pay Indemnified Claim. The provisions of this article shall be limited in all respects by the applicable provisions of the Act. In addition, and notwithstanding the provisions of this article, the Church shall have no obligation to pay an indemnified claim if the Elders decide that the Church does not have the financial resources to pay an indemnified claim.

ARTICLE 11 NOTICES

11.01. Notices. Any notice required or permitted by the Bylaws to be given to an Elder, officer, or member of a committee of the Church may be given in any manner allowed by the Act. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Church, with

postage prepaid and in a sealed wrapper. If notice is served by facsimile or email, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate number or email address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Secretary of the Church. Without a preference designation, the person serving the notice shall give notice by email.

11.02. Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Certificate of Formation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

11.03. Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

11.04. Emergency Meeting Notice. An emergency exists if a majority of Eldership cannot readily participate in a meeting because of the occurrence of a catastrophic event. Any two members of the Eldership may call an emergency meeting of the Eldership after attempting notice in any manner authorized in Article 11 to all Elders to address solely items that require action in less than ten days. The failure of any Elder to receive timely notice shall not void the actions taken at the emergency meeting. Section 3.251 et seq. of the Texas Business Organization Code shall govern the use and interpretation of these emergency meeting provisions.

ARTICLE 12 SPECIAL PROCEDURES CONCERNING ELECTRONIC MEETINGS

The Eldership, 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 each other. 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 conference call meeting constitutes presence of that person at the meeting. Each participant must consent to meet electronically.

ARTICLE 13 WHISTLEBLOWER POLICY

13.01 Purpose. The Church requires all of its Elders, directors, officers, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Church, individuals must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Therefore, if an Elder, director, officer, employee, or volunteer of the Church

reasonably believes that the Church, by and through its Elders, directors, officers, employees, or volunteers, or entities with whom the Church has a business relationship, is in violation of applicable law or regulation, or any policy or procedure of the Church, then that individual shall file a written complaint with either his or her supervisor or the Elders of the Church. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Church prior to seeking resolution outside the Church.

13.02 Procedure.

- (a) **Reporting Responsibility.** It is the responsibility of all of the Church's Elders, directors, officers, employees, and volunteers to comply with all applicable laws and regulations, as well as all policies and procedures of the Church and to report violations or suspected violations in accordance with the Whistleblower Policy.

If an Elder, director, officer, employee, or volunteer of the Church reasonably believes that any policy, practice, or activity of the Church is in violation of any applicable law, regulation, policy, or procedure of the Church, then the Elder, director, officer, employee, or volunteer should share their questions, concerns, or complaints with someone who may be able to address them properly. If the concerns are not addressed, the reporting individual should make a formal complaint as outlined herein.

- (b) **Acting in Good Faith.** Anyone filing a complaint concerning a violation or suspected violation of any applicable law, regulation, policy, or procedure of the Church must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the applicable law, regulation, policy, or procedure of the Church. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.
- (c) **Reporting Violations.** In most cases, an employee or volunteer's supervisor is in the best position to address an area of concern. However, if the reporting individual is not comfortable speaking with his or her supervisor, or the reporting individual is not satisfied with his or her supervisor's response, the reporting individual is encouraged to speak with an Elder. Elders are required to report suspected violations directly to the entire Eldership.
- (d) **Accounting and Auditing Matters.** The Eldership shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Eldership shall work until the matter is resolved.
- (e) **Evidence.** Although the reporting individual is not expected to prove the truth of an allegation, the reporting individual needs to demonstrate that there are reasonable grounds for concern on his or her part and that these concerns are most appropriately handled through this procedure.

- (f) Investigation of Complaint. After receipt of the complaint, the Elder to whom the complaint was made shall provide the complaint to the entire Eldership. The Eldership shall then determine whether an investigation is appropriate and the form that it should take. Concerns may be resolved through the initial inquiry by agreed action without the need for further investigation. The entire Eldership shall receive a report on each complaint and a follow-up report on action taken.
- (g) Handling of Reported Violations. The Elder to whom the complaint was made shall notify the reporting individual and acknowledge receipt of the reported violation within five (5) business days. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.

A reporting individual who reasonably believes that s/he has been retaliated against in violation of this Whistleblower Policy shall follow the same procedures as s/he did when s/he filed the original complaint.

13.03 Safeguards.

- (a) Confidentiality. Reported or suspected violations may be submitted on a confidential basis by the reporting individual or may be submitted anonymously. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

However, the reporting individual is encouraged to put his or her name to the allegation because appropriate follow-up questions and investigations may not be possible unless the source of the information is identified. Concerns expressed anonymously will be investigated, but consideration will be given to:

- The seriousness of the issue raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from documentation and/or other sources.

Every effort will be made to protect the reporting individual's identity, though all individual considering such a report should be advised that anonymity cannot be assured if an external investigation or criminal proceedings relating to the report occur.

- (b) No Retaliation. No reporting individual who, in good faith, reports a violation shall suffer harassment, retaliation, or adverse employment consequence. An employee or representative of the Church who retaliates against a reporting individual who has reported a violation in good faith is subject to discipline up to, and including, termination of employment or dismissal from Church representation.

- (c) Harassment or Victimization. Harassment or victimization of the reporting individual for providing information in accordance with this Whistleblower Policy by anyone affiliated with the Church will not be tolerated. In addition, the provision of such information shall not in any way influence, positively or negatively, the carrying out of routine disciplinary procedures by management as stated in the Church's employment policy (or policies).
- (d) Malicious Allegations. The Eldership recognizes that intentionally untruthful, malicious, erroneous, or harassing allegations would be damaging to the mission, integrity, and moral of the Church or the reputation of the accused individual. The safeguards stated in this Whistleblower Policy do not apply to individuals who make such complaints. Such allegations may result in disciplinary action, up to and including but not limited to termination of employment and/or dismissal of Membership.

ARTICLE 14 CONFLICT OF INTEREST POLICY

14.01 Purpose. The purpose of the Conflict-of-Interest Policy is to protect the Church's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Elder or officer of the Church or might result in a possible excess benefit transaction. This Conflict-of-Interest Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

14.02 Definitions.

- (a) Interested Person. Any Elder, director, principal officer, or member of a Committee with powers delegated by the Eldership, who has a direct or indirect financial interest, as defined below, is an interested person.
- (b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - (1) An ownership or investment interest in any entity with which the Church has a transaction or arrangement;
 - (2) A compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement; or
 - (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

14.03 Procedures.

- (a) **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given opportunity to disclose all material facts to the Eldership.
- (b) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Eldership meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Elders shall decide if a conflict of interest exists.
- (c) **Procedures for Addressing the Conflict of Interest.**
 - (1) An interested person may make a presentation at the Elder meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - (2) The chairman of the Elders may, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.
 - (3) After exercising due diligence, the Eldership shall determine whether the Church can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - (4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Eldership shall determine by a majority vote of the disinterested Elders whether the transaction or arrangement is in the Church's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether to enter into the transaction or arrangement.
- (d) **Violations of the Conflicts of Interest Policy.**
 - (1) If the Eldership has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - (2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Eldership determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

14.04 Records of Proceedings. The minutes of the Eldership shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Elderships' decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

14.05 Compensation.

- (a) A voting member of the Eldership, who receives compensation directly or indirectly from the Church for services, is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of any Committee, whose jurisdiction includes compensation matters and who receives compensation directly or indirectly from the Church for services, is precluded from voting on matters pertaining to that member's compensation.
- (c) No voting member of the Eldership or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church, either individually or collectively, is prohibited from providing information to any Committee regarding compensation.

**ARTICLE 15
AMENDMENTS TO BYLAWS**

Any alteration, amendment, repeal, or revision of Bylaws shall be initiated by the Eldership and approved by Member vote as described in section 3.01(1).

**ARTICLE 16
MISCELLANEOUS PROVISIONS**

16.01. Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. The Bylaws shall be binding upon all members of the Church.

16.02. Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any

other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

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

16.04. Gender. Except in Sections 4.07 and 4.08, wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular. (may need to clarify language to reflect restrictions of any specific pastoral positions to male gender in accordance with Eldership's interpretation of Scripture).

16.05. Seal. The Eldership may provide for a corporate seal.

16.06. Power of Attorney. A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Church to be kept with the Church records.

16.07. Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Elders, officers, 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.

16.08. Alternative Dispute Resolution. In keeping with 1 Corinthians 6:1-8, all disputes, arising out of or relating to these Bylaws or any other Church matter, other than those which are doctrinal matters, which may arise between any member of the Church and the Church itself, or between any member of the Church and any Lead Pastor, Executive Pastor, Elder, officer, employee, volunteer, agent, or other member of this Church, shall be resolved by mediation with a panel of one (1) mediator, and if not resolved by mediation, then by binding arbitration, with a panel of one (1) arbitrator, under the procedures and supervision of the Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation, or similar faith-based mediation and arbitration group. In the event that the Institute for Christian Conciliation ceases to exist during the course of these Bylaws, arbitration under this Article 16.08 shall be conducted according to the rules of the American Arbitration Association. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding including payment of their own attorneys' fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

If a dispute may result in an award of monetary damages that could be paid under a Church insurance policy, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Church and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set

forth in the Bylaws of the Church and shall in no way affect the authority of the Church to investigate reports of misconduct, to conduct hearings, or to administer discipline of members.

ARTICLE 17
EMERGENCY POWERS AND BYLAWS

An “emergency” exists for the purposes of this Article 18 if a quorum of the Eldership cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Eldership may: (i) modify lines of succession to accommodate the incapacity of any Elder, 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 Eldership only needs to be given to those Elders for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One (1) or more officers of the Church present at a meeting of the Eldership may be deemed an Elder for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any Elder, officer, employee, or agent of the Church on the ground that the action was not authorized. The Eldership may also adopt emergency bylaws, subject to amendments or repeal by the Eldership, which may include provisions necessary for managing the Church during an emergency including (i) procedures for calling a meeting of the Eldership; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Elders. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

ARTICLE 18
STATEMENT OF BELIEFS

See APPENDIX A (attached)

APPENDIX A

Statement of Beliefs

God is the Creator and Ruler of the universe. He has eternally existed in three persons: the Father, the Son, and Holy Spirit. These three are co-equal and are one God.

Scripture References: John 1:1; Genesis 1:1, 26-27; 3:22; Deuteronomy. 6:4; Psalm. 90:2; Isaiah 9:6, 45:18; Matthew 28:19; 2 Corinthians 13:14; 1 Peter 1:2; Matthew 3:16-17

God the Father:

We believe that God the Father holds all the attributes of God while exercising a unique role in the triune God. The Godhead is in agreement with the role of each: God as Father, Son as sacrifice, and Spirit as power. He is the father of Jesus Christ, by the power of the Holy Spirit, and yet still one with both as God. The Father adopts believers into relationship with him. as their Father. With Christ, believers have the privilege of being heirs to God's glory. He actively prunes/ disciplines believers to strengthen them. for His glory.

Scripture References: Luke 1:35; Matthew 3:17; Romans 8:15-17; John 15:1&2; Hebrews 12:7-11

Jesus Christ:

Jesus Christ is the Son of God. He is co-equal with the Father as God. Jesus lived a sinless human life and offered himself as the perfect sacrifice for the sins of all people by dying on the cross. He arose from the dead after three days to demonstrate His power over sin and death. He ascended to Heaven's glory and will return again someday to claim His own and take them to Heaven.

Scripture References: Isaiah 9:6; Matthew 1:22-23; John 1:1-5; 8:58; 14:10-30; Acts 1:9-11; Romans 1:3-4; I Corinthians 15:3-4; I Timothy 6:14-15; Titus 2:13; Hebrews 4:14-15; Rev. 1:8

The Holy Spirit:

The Holy Spirit is co-equal with the Father and the Son of God. He is present in the world to make men aware of their need for Jesus Christ. He also lives in every Christian from the moment of salvation. He provides the Christian with power for living, understanding of spiritual truth, and guidance in doing what is right. As Christians we seek to live under His control daily. Scripture References: John 14:16-17, 16:7-13, 17; Acts 1:8; Romans 5:5; I Corinthians 2:12; 3:16; 2 Corinthians 3:17; Galatians 5:25; Ephesians 1:13, 5:18

The Bible:

The Bible is God's Word to us. It was written by human authors, under the supernatural guidance of the Holy Spirit. It is the supreme source of truth for Christian beliefs and living. Because it is inspired by God, it is the truth without any mixture or error. The Bible is infallible, inerrant, and absolute truth. Where it speaks we listen and obey.

Scripture References: Psalms 12:6, 119:105, 160; Proverbs 30:5; 2 Timothy 1:13, 3:16; 2 Peter 1:20-21

Baptism:

Baptism is the immersion of a believer in water after they have professed Jesus Christ as their personal Lord and Savior. Baptism does not save but is an act of obedience on the part of the one who believes. Baptism pictures three things – the death, burial, and resurrection of Jesus Christ; our death to sin and our resurrection to a new life in Christ; and our faith that when we die, we will also be raised from the dead in Christ.

Scripture References: Matthew 3:16, 28:19-20; John 2:23; Acts 2:41, 8:34-39; Romans 6:3-5; and Colossians 2:11-12

Man:

Man was made in the image of God to be like Him in character. Although every person has tremendous potential for good, all of us are marred by an attitude of disobedience toward God called "sin". This attitude separates people from God and causes many problems in life.

Scripture References: Genesis 1:27; Psalms 8:3-6; Isaiah 53:6a; Isaiah 59:1-2; Romans 3:23; Genesis 3

Salvation:

Salvation is God's free gift to us, but we must accept it. We can never make up for our sin by self-improvement or good works. Only by trusting in Jesus Christ and God's offer of forgiveness can anyone be saved from sin's penalty. When we turn from our self-ruled life and turn to Jesus in faith we are saved. Eternal life begins the moment one receives Jesus Christ as Lord of his life. This is evidenced by repentance, confession, baptism by immersion, and a life committed to His service.

Scripture References: John 1:12, 14:6; Romans 5:1, 6:23; Galatians 3:26; Ephesians 2:8-9; Titus 3:5

The Church:

The church is the body and bride of Christ also the household of faith. It is a living temple where God dwells in His people. We believe that everyone that has been saved by Christ is a member

of the church. We believe that the church exists throughout the world and is witnessed and experienced in local autonomous gatherings of believers.

Scripture References: Ephesians 4:16; Romans 12:4&5; Ephesians 5:24-32; Gal. 6:10; 1 Peter 2:4-5; 1 Cor. 3:16; Acts 14:23; Matthew 16:16-18; Acts 2:42-47; Romans 12:5; 1 Cor. 12:12-27; Ephesians. 1:20-23; 4:3-10; Col. 3:14-15.

The Priesthood of Every Believer:

The Bible teaches that every Christian is called to "full-time" Christian service, regardless of his or her vocation. We practice the truth that every believer is a minister by encouraging every member to find a place of service and ministry.

Every believer has direct access to God through Bible reading/study, prayer, and the leading of the Holy Spirit. Every Christian is to be a disciple developing relational environments in which they share their faith with those around them by word and by action.

Revelation 1:6a (NASB95) ...and He has made us to be a kingdom, priests to His God and Father
1 Peter 2:9 (NIV) But you are a chosen people, a royal priesthood, a holy nation, a people belonging to God, that you may declare the praises of him who called you out of darkness into his wonderful light.

Marriage, Gender, and Sexuality:

We believe that God wonderfully and immutably creates each person as male or female, in His image. (Gen. 1:26-27)

We believe that the term "marriage" has only one meaning: the uniting of one man and one woman in a single, exclusive union, as delineated in Scripture. (Gen. 2:18-25)

We believe that God has established marriage as a lifelong, exclusive relationship between one man and one woman, and that all intimate sexual activity outside the marriage relationship, whether heterosexual, homosexual, or otherwise, is immoral and therefore sin. (Gen. 2:24-25; Ex. 20:14, 17, 22:19; Lev. 18:22-23, 20:13, 15-16; Matt. 19:4-6, 9; Rom. 1:18-31; I Cor. 6:9-10, 15-20; I Tim. 1:8-11; Jude 7)

We believe that neither the federal government, the state, the church, nor any other individual possess the authority or jurisdiction to set or alter Scripture's definition of marriage. Therefore, unions or partnerships that do not conform to the Biblical definition of marriage are not acknowledged by Metropolitan Baptist Church as marriage.

We believe that any form of sexual immorality (including adultery, fornication, homosexual behavior, bisexual behavior, transgenderism, bestiality, incest, and use of pornography) is sinful and offensive to God. We further believe that sexuality is assigned by God at birth, whatever that may be, and the Holy Scripture does not permit an individual to alter their sexual identity physically or otherwise. (Matt. 15:18-20; 1 Cor. 6:9-10; Deut. 23:1)

Consistent with the Church's sincerely held religious beliefs, gender specific bathroom facilities may only be utilized consistent with gender assigned at birth and not gender identity or expression. Optional family (non-gender specific) bathrooms may also be made available.

We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. (Acts 3:19-21; Rom. 10:9-10; 1 Cor. 6:9-11, 1 John 1:9-10)

We believe that every person must be afforded compassion, love, kindness, respect and dignity. (Mark 12:28-31; Luke 6:31)

Spiritual Gifts:

Few areas of theology within the church have caused more division than the subject of spiritual gifts. Some in our church believe all of the spiritual gifts spoken of in 1 Corinthians 12-14 are for today. Others believe some of the gifts are for today. And there are those who believe none of the gifts are for today.

We do not believe that this subject constitutes a salvation issue.

- You can believe some of the gifts are for today and be wrong and still be a Christian.
- You can believe that all of the gifts are for today and be wrong and still be a Christian.
- You can believe that none of the gifts are for today and be wrong and still be a Christian.

For those who believe that the gifts are present today, remember: The Spirit of God does not work contrary to the Word of God!

Behavior that Unifies: At The MET, it is okay to believe differently on this issue, but we will act in this way:

- Because this is a non-salvation area of contention between believers, we will not have a place in our church where the gift of tongues is encouraged.
- We will not allow the discussion of a non-salvation issue to destroy the Lord's work.
- We do believe God does miracles and answers our prayer and through the work of the Holy Spirit, empowers us to serve Him and do good works.

1 Peter 4:7-11 (NIV) The end of all things is near. Therefore, be clear minded and self-controlled so that you can pray. Above all, love each other deeply, because love covers over a multitude of sins. Offer hospitality to one another without grumbling. Each one should use whatever gift he has received to serve others, faithfully administering God's grace in its various forms. If anyone speaks, he should do it as one speaking the very words of God. If anyone

serves, he should do it with the strength God provides, so that in all things God may be praised through Jesus Christ. To him be the glory and the power for ever and ever. Amen.

Communion:

The Lord's Supper is the remembrance of Christ's body devoted, and of His blood shed for the remission of our sins. This remembrance cannot take place without faith.

1 Corinthians 11:23-26 (NIV) For I received from the Lord what I also passed on to you: The Lord Jesus, on the night he was betrayed, took bread, and when he had given thanks, he broke it and said, "This is my body, which is for you; do this in remembrance of me." In the same way, after supper he took the cup, saying, "This cup is the new covenant in my blood; do this, whenever you drink it, in remembrance of me." For whenever you eat this bread and drink this cup, you proclaim the Lord's death until he comes.

- Communion is a memorial.
- Communion is a new covenant.
- Communion is a proclamation. We do not believe you have to take communion every week; however, when you take it, you are to do so in a worthy manner. 1 Corinthians 11:27- 28 (NIV) Therefore, whoever eats the bread or drinks the cup of the Lord in an unworthy manner will be guilty of sinning against the body and blood of the Lord. A man ought to examine himself before he eats of the bread and drinks of the cup. We do this by self-examination.
- Do I have any sins to confess? (1 John 1:9)
- Do I have relationships to repair? (Matthew 5:23-24)
- Do I need to recommit my life? (Romans 12:1) Who should take it?
- Only those who believe.
- With regard to children, we believe a child should not take communion until they can understand the concepts of sin and salvation and have accepted Christ. However, we do believe communion is a teaching opportunity to explain the concepts of sin and salvation, and our need for Jesus.

Stewardship:

God is the giver of all earthly and heavenly blessings. God is the giver of all that we have and all that we are. Christians have a spiritual responsibility to the whole world. Christians have a responsibility to share the gospel. Christians have a duty to be good managers of their possessions. They have the responsibility to serve Him with their time, talents, and material

possessions. Christians should know that all of these are given to them to use for pleasing God and for helping others.

Matthew 6:19-21 (NIV) "Do not store up for yourselves treasures on earth, where moth and rust destroy, and where thieves break in and steal. But store up for yourselves treasures in heaven, where moth and rust do not destroy, and where thieves do not break in and steal. For where your treasure is there your heart will be also."

I Corinthians 16: 1-4 (NIV) Now about the collection for God's people: Do what I told the Galatian churches to do, On the first day of every week, each one of you should set aside a sum of money in keeping with his income...

II Corinthians 8:7 (NIV) But just as you excel in everything-in faith, in speech, in knowledge, in complete earnestness and in your love for us - see that you also excel in this grace of giving.
II Corinthians 9:7 (NIV) Each man should give what he has decided in his heart to give, not reluctantly or under compulsion, for God loves a cheerful giver.

Philippians 4:18 (NIV) I have received full payment and have more than enough. I am amply supplied, now that I have received from Epaphroditus the gifts you sent. They are a fragrant offering, an acceptable sacrifice, pleasing to God.

Giving from our financial resources is an expression of worship, a testimony of our faith and supports our church and ministry operations. At TheMET we practice giving acceptable gifts to God as God's Word commands.

CERTIFICATE OF SECRETARY

I hereby certify that I am duly elected and acting Secretary of said corporation and that the foregoing Bylaws, comprised of Thirty-one (31) pages, constitute the Bylaws of said corporation as duly adopted by the Eldership.

DATED: May 16th, 2021

By: Erick Garcia

Name: Erick Garcia

Title: Secretary