

***FIRST AMENDED AND RESTATED BYLAWS
OF
SECOND BAPTIST CHURCH***

These First Amended and Restated Bylaws (these "Bylaws") govern the affairs of SECOND BAPTIST CHURCH, a Texas non-profit corporation (the "Church"). The Church is organized under the Texas Business Organizations Code, as amended (the "Code"). These Bylaws amend and restate, in its entirety, the previous Bylaws of the Church, as amended.

The principal office of the Church in the State of Texas shall be located in Harris County, Texas. The Church, through its governing body shall have full power and authority to change any office from one location to another, either in Texas or elsewhere and may change the registered office and the registered agent as provided in the Code. The Church shall comply with the requirements of the Code 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.

**ARTICLE 1
Statement of Faith and Mission Statement**

1.01 Statement of Faith

We are a Christian, evangelical church—a church whose primary purpose is to share the good news of Jesus Christ. Listed below is a summary of our essential beliefs that all Christians share and the Baptist beliefs that make us distinct.

GOD

There is one God. He is the Creator and Ruler of the universe. He eternally exists in three personalities: the Father, the Son and the Holy Spirit. These three are co-equal and one. He is perfect in His many attributes of holiness, love, power, knowledge, justice and mercy.

Genesis 1:1, 26, 27; 3:22 | 2 Corinthians 13:14 | 1 Peter 1:2 | Matthew 28:19 | Psalm 90:2

JESUS CHRIST

Jesus Christ is God's Son. He is co-equal with the Father. He is both God and man. He was born of a virgin. He lived a sinless, human life and offered Himself as the perfect sacrifice for the sins of His people by dying on a cross. He died to become a substitutionary atonement for the sins of His people. 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 earth to reign as King of kings and Lord of lords.

Matthew 1:22-23 | Romans 1:3-4 | Hebrews 4:14-15 | Isaiah 9:6 | Acts 1:9-11 | John 1:1-5; 14:10-30, 14:16-17

EXHIBIT 5

HOLY SPIRIT

The Holy Spirit is co-equal with the Father and the Son of God. He is the divine helper, assistant, counselor, and instructor. He is present in the world to make man 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. He gives every believer a spiritual gift when they are saved. As Christians, we seek to live under His control daily.

2 Corinthians 3:17 | Acts 1:8 | Ephesians 1:13; 5:18 | John 16:7-13; 14:16-27 | 1 Corinthians 2:12; 3:16 | Galatians 5:25

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. The Bible is inspired by God and is the truth without any mixture of error. It is the sole authority for life.

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

SALVATION

Salvation is God's free gift to us. We receive this gift through repentance and faith in Jesus Christ alone. Repentance means turning away from our sin and turning toward Christ. Faith means trusting in Christ alone for the forgiveness of our sins. When we place our faith in Jesus Christ, His perfect obedience is credited to us so that God sees us as the righteousness of Christ. Every person who truly is saved is eternally secure in the Lord Jesus Christ and will spend eternity in heaven, while those who die in their sins will spend eternity in Hell separated from God.

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

HUMANITY

Humans are made in the spiritual image of God, to be like Him in character. As the supreme object of God's creation, we were designed for dignity. However, Adam's sin catapulted the creation into a fallen state and plunged all his descendants into depravity. Thus, all of us are marred by rebellion and disobedience, which is called "sin," toward God. Sin separates people from God and causes many problems in life.

Genesis 1:27 | Psalm 8:3-6 | Romans 3:23 | Isaiah 53:6a; 59:1-2

ETERNAL SECURITY

God gives us eternal life through Jesus Christ. If you have made a genuine commitment of faith in Jesus, you cannot lose your salvation. Salvation is maintained by the grace and power of

God, not by the self-effort of the Christian. God's grace and power enable us to persevere in faith until the end.

John 10:29 | Ephesians 2:1-10 | 1 Peter 1:3-5 | Hebrews 7:25; 10:10, 14 | 2 Timothy 1:12

ETERNITY

People were created to exist forever. We will either exist eternally separated from God by sin or eternally with God through forgiveness and salvation. To be eternally in union with Him is eternal life. Heaven and Hell are real places of eternal existence.

John 3:16 | Romans 6:23 | Revelation 20:15

LORD'S SUPPER

The Lord's Supper is an ordinance of the church. It was instituted when the Lord had the Passover meal before His crucifixion. We observe the Lord's Supper on a regular basis in remembrance of Jesus Christ's atonement for our sins. It is a proclamation of His death and an assurance of His second coming. We ask only those who have made a profession of faith in Jesus Christ to participate in the Lord's Supper. The elements of bread and grape juice are used as symbols of Christ's body that was broken and His blood that was shed in payment for our sins.

1 Corinthians 11:23-32 | Matthew 26:26-29 | John 6:53-59

BAPTISM

Baptism is a picture and an illustration—a symbolic act. Baptism by immersion best illustrates the death, burial and resurrection of Jesus Christ on our behalf and our subsequent faith in Him. It is not necessary for salvation but is an act of obedience and is strongly associated with salvation, as it best demonstrates our new identity with Jesus Christ.

We believe in believer's baptism. A person must first exercise faith in Jesus Christ, believing that He died for their sins, was buried and rose from the dead. An infant or person who does not understand God's plan of salvation cannot make that kind of commitment. The Scriptural order is belief first, followed by baptism. Baptism is limited to those who have personally believed in Jesus Christ as Savior.

Mark 1:9-11 | Matthew 28:18-20 | Mark 16:15-16 Acts 8:12 | Matthew 3:13-17 | Colossians 2:12

CHURCH GOVERNMENT

We believe in the local autonomy of the church. Each church has the right to manage its affairs with no central authority except that of Christ Himself. Freedom does not rule out cooperation. We are a cooperating church with the Southern Baptist Convention. This means that we cooperate with other Baptist churches in pooling and sharing money for the support of

missionaries and ministries at home and around the world. This plan is called the Cooperative Program.

Acts 15

ACCESS TO GOD

Each person is able to come to God for himself or herself. There is no need for a third party to tell a person how to pray, how to interpret Scriptures or how to vote in church. All believers are ministers of God. Therefore, the evangelical church does not have a distinctive class of priests. All members are made "priests unto God" by the death of Christ. There is only one mediator between God and man, and that is Jesus Christ.

Revelation 1:5-6 | Ephesians 4:11-12 | 1 Timothy 2:5 | Romans 12:1 | 1 Peter 2:5

1.02 Mission Statement

THE GREAT COMMISSION

"Go therefore and make disciples of all nations, baptizing them in the name of the Father and the Son and the Holy Spirit, teaching them to observe all that I commanded you; and lo, I am with you always." MATTHEW 28:19-20

OUR MARKETING STRATEGY

Our City, our State, our Nation, our World

"You will be my witnesses both in Jerusalem, and in all Judea and Samaria, even to the remotest part of the earth." ACTS 1:8

OUR PRODUCT

The Good News of Jesus Christ!

"For I am not ashamed of the gospel, for it is the power of God for salvation to everyone who believes, to the Jew first and also to the Greek. For in it *the* righteousness of God is revealed from faith to faith; as it is written, "But the righteous *man* shall live by faith." ROMANS 1:16-17

OUR PROFIT

Changed lives

Therefore, if anyone is in Christ, *he is* a new creature; the old things passed away; behold, new things have come. 2 CORINTHIANS 5:17

ARTICLE 2

Affiliation

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions and otherwise, this Church may voluntarily affiliate with any churches (Christian Churches and ministries) or associations of churches of like faith and practices.

ARTICLE 3

Purpose and Limitations

3.01 **Purposes.** The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. More particularly, the purposes of this Corporation are:

(a) To spread the Gospel of Jesus Christ and the worship of God and practice the Christian virtues taught in the Bible by any and all means possible.

(b) To license, ordain, employ and discharge licensed and ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere, and to collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Texas and elsewhere.

(c) To handle affairs pertaining to property and other temporal matters as required by the civil authorities.

(d) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

(e) To educate the body of Christ through all educational means deemed appropriate.

(f) This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided, however, no act may be performed which would violate Section 501 (c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

3.02 **Limitations.** In order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Code, as it now exists or as it may hereafter be

amended. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation or reimbursement of expenditures) in furtherance of its purposes as set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of Propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) Notwithstanding any other provisions of these Articles, in the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess building holdings" as defined by Section 4943 (c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

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

(d) Upon the liquidation, dissolution or winding up of the Corporation, the governing body of the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the remaining assets of the Corporation to any organization they designate which is of like faith and order and is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States).

ARTICLE 4

Church Membership, Marriage, Family

4.01 **Candidacy for Membership:** Any person may offer himself as a candidate for membership in this church. All such candidates may be presented to the church as a candidate for membership in any of the following ways:

(a) Profession of faith in Jesus Christ as personal Savior and Lord, and as a candidate for baptism by immersion.

(b) As a Christian from another denomination and as a candidate for baptism by immersion.

(c) By promise of a letter of recommendation from another church of like faith and order.

(d) By statement of a prior conversion experience and baptism by immersion in a church of like faith or order where no letter is attainable.

All persons presenting themselves as a candidate for membership by any of the above methods may be presented by the Pastor, or his appointee, to the Church for approval in accordance with its policies and procedures. Any questions concerning whether an individual meets the qualifications for church candidacy and membership are to be dealt with in accordance with the Church's policies and procedures.

4.02 **Watch Care:** Watch Care is a process where an individual professes Jesus as Savior and Lord, but for reasons, at the sole discretion of the Church, is not immediately received into membership. "Watch Care" expresses the Church's continuing desire to shepherd such individuals in their spiritual growth during the period that membership is pending.

4.03 **Membership:** The Church shall have one class of membership.

(a) Every member of the church may participate in the ordinances of the church as administered by the church.

(b) Every member of the church shall comply with all guidelines and regulations as set out in any church policies. The governing body of the Church may adopt and amend procedures for membership application and maintenance in the Church. Plenary power to manage and govern the Church shall be vested as set forth in Article 5 of these Bylaws. As such, members are not entitled to vote in person, by proxy or otherwise.

4.04 **Membership Termination:** Membership may be terminated in one of the following ways:

(a) By a letter of recommendation to another church of like faith and order upon the request of said church.

(b) By the personal request of the individual.

(c) Upon a member's uniting with a church of another faith and order.

(d) Upon the death of the member.

(e) Pursuant to any policy and procedure provision of the Church regarding membership.

4.05 Maintaining Membership: Abiding by the Church's qualifications of membership is an ongoing and perpetual requirement for maintaining membership, separate and apart from being on the Church's membership roll. Accordingly, the rights and privileges of membership go with and are contingent upon fulfilling the responsibilities and qualifications of membership.

4.06 Marriage and Family: These Bylaws set forth a summary of the Church's beliefs which shall govern the Church concerning marriage and the family but is not intended to set forth an exhaustive statement on these subjects. As the Body of Christ, the Church shall operate under the Lordship of Jesus Christ and be governed by His laws. As we believe the Bible is the inspired, inerrant Word of God, the Bible is the sole and final source of all that we believe as interpreted and applied by our leadership; it is the final authority for all matters of faith and practice in the Church, and accordingly, the Church shall operate in accordance with Biblical principles specifically relating to marriage, the family, and sexual morality. We believe there are two genders, male and female as stated in Genesis 1-2.

We believe the term "marriage" has only one meaning and that is marriage sanctioned by God which joins man and woman in a single, exclusive union, as delineated in the Bible. It is God's unique gift to reveal the union between Christ and His Church and to provide for the man and the woman in marriage the framework for intimate companionship.

We believe that God has ordained the family as the foundational institution of human society and that it is comprised of persons related to one another by marriage, blood, or adoption.

We believe that God offers redemption and restoration to all who confess and repent, seeking His mercy and forgiveness through Jesus Christ; that every person must be afforded compassion, love, kindness, respect, and dignity; and that hateful behavior or attitudes directed toward any individual are not in accord with scripture nor the doctrines of the Church.

It is the policy of the Church that all the Church's assets and property shall be used to glorify God in fulfillment of the mission of the Church. Accordingly, the Church may disallow any use of its property, formal or informal, by those affiliated with the Church or otherwise, inconsistent with the mission or principles of the Church, including, but not limited to, those principles described herein.

ARTICLE 5

Management of the Church Ministry Leadership Team

5.01 Number and Term of Members: The Members of the Ministry Leadership Team ("MLT") following the date of approval of these amended bylaws shall consist of the Senior Pastor,

and those individuals appointed by the Senior Pastor, and thereafter, until changed by amendment of the Articles of Incorporation and/or by duly adopted Bylaws, additional individuals as may, from time to time, be nominated and elected in accordance with Section 5.03 of this Article, provided that such number, including the Senior Pastor, shall be no less than that required by the Code.

The Senior Pastor shall serve as the Chairman and shall be present and preside at all meetings. Each Ministry Team Member, ("Team Member") other than the Senior Pastor, shall hold office for a period of one year or until his successor is elected, appointed, or designated herein, and may serve successive terms. The Senior Pastor shall be a full voting Team Member.

5.02 Powers: The MLT shall be considered the board of directors of the Church, the governing body of the Church, and shall have all the rights, powers, and responsibilities of a board of directors pursuant to the Code, subject to any limitations under the Code, the Articles of Incorporation of the Church, and these Bylaws. All corporate powers shall be exercised by or under their authority, and they shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. They shall be responsible for the acquisition and disposition of Church property, which includes the management of its financial resources, and shall have the power to buy, sell, mortgage, pledge or encumber any church property and incur related indebtedness.

5.03 Nomination and Election: The Senior Pastor, subject to Section 5.01, shall nominate persons who he deems qualified to serve on the MLT. The persons nominated by the Senior Pastor shall be presented to the MLT for election. Team Members shall be natural persons but need not be residents of Texas.

5.04 Vacancies: The Senior Pastor shall nominate persons who he deems qualified to serve on the MLT to fill any vacancy occurring thereon, and to fill any position that is vacant due to an increase in the number of Team Members serving. A vacancy is filled by the affirmative vote of the majority of the remaining Team Members, even if it is less than a quorum. A person so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

5.05 Meetings of the Ministry Leadership Team: Regular or Special meetings shall be held at the Church's registered office if the notice thereof does not otherwise specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all the Team Members, either before or after the meeting. Any meeting may be held by conference telephone or similar communication equipment, as long as all Team Members participating in the meeting can hear one another, and all shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence. Regular meetings may be held without notice if the time and place of the meetings are fixed by a resolution. A special meeting may be called by the Senior Pastor or any three (3) Team Members.

Notice of the time and place of special meetings shall be given to each Team Member by one of the following methods: (A) by personal delivery of written notice; (B) by first class mail, postage paid; (C) by telephone communication, either directly to the Team Member or to a person at the Team Member's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Team Member, (D) electronic mail (e-mail), or (E) by facsimile to the Team Member's office or home.

Notice sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, e-mail, or telecopier shall be delivered, telephoned, or faxed to the Team Member or given at least twenty-four (24) hours before the time set for the meeting. The notice shall state the time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

Attendance of a Team Member at a meeting shall constitute waiver of notice of such meeting, except where they attend a meeting for the express purpose of objecting that the meeting is not properly called.

5.06 Action Without Meeting: Any action required or permitted to be taken by the MLT may be taken without a meeting, if all of the Team Members, individually, or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceeding.

5.07 Quorum: A majority of the Team Members shall constitute a quorum for the transaction of business at any meeting.

5.08 Duties of Ministry Leadership Team Members: Team Members shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. 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 legal counsel. A Team Member is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

Team Members 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.

5.09 Delegation of Duties: The MLT is entitled to select advisors and remove or replace them with or without cause 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. Team Members have no liability for actions taken or omitted by the advisor if the MLT acts in good faith and with ordinary care in selecting the advisor.

5.10 Interested Members: Contracts or transactions between Team Members, officers, or members of the Church who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Team Member, officer, or Church member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, the material facts must be disclosed to or known by the MLT or other group authorizing the transaction, and approval from disinterested parties must be obtained.

5.11 **Actions of Ministry Leadership Team:** The MLT shall try to act by consensus. However, the vote of a majority of the Team Members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the MLT unless the act of a greater number is required by law or the bylaws. A Team 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 decision of the MLT.

5.12 **No Compensation:** Team Members, including the Senior Pastor, shall not receive salaries or compensation for their services to the MLT. The MLT may adopt a resolution providing for payment to Team Members for expenses of attendance, including travel and lodging expenses, if any, at a meeting of the MLT. A Team Member may serve the Church in any other capacity and receive reasonable compensation for those services.

5.13 **Removal and Resignation of Ministry Leadership Team Members:** The MLT may vote to remove a Team Member, other than the Senior Pastor, at any time, with or without cause. A meeting to consider the removal may be called and noticed following the procedures provided in these Bylaws. A Team Member may be removed by a majority vote of the Team Members.

5.14 **Deadlock:** In the case where the MLT shall, by reason of deadlock (whether because an even number of Team Members is seated on the Team, or because certain Team Members are absent even though a quorum is present, or because of abstention, or for any other reason) be unable to reach a conclusive vote on any issue before the Team, then, in such instance, the Senior Pastor shall cast a ballot which shall be known as a "majority ballot", so that an official act or decision may be taken by the Team. The majority ballot shall be cast in addition to the regular Team Member's vote cast by the Senior Pastor.

ARTICLE 6

Officers

6.01 **Officer Positions:** The officers of the Church shall be the Senior Pastor, Treasurer/Secretary and any other officers chosen at the discretion of the Senior Pastor in accordance with Acts 14:23 and Titus 1:5. The Senior Pastor shall serve as the servant leader of the church, and corporately in accordance with the Code as chairman of the board and chief executive officer of the Church. The Senior Pastor may create additional officer positions, define the authority and duties of each such position, and appoint persons to fill the positions.

6.02 **Election and Term of Office:** The Senior Pastor of the Church shall hold office until he resigns, is removed, or dies. All other officers of the Church shall be appointed by the Senior Pastor.

6.03 **Removal:** Subject to the rights, if any, under any contract of employment with the Church, the Senior Pastor shall only be removed for any of the following reasons: (1) falling into sinful and worldly practices without repentance; (2) neglect of duties; or (3) incapacity; and only by the affirmative vote, based on one or more of the reasons described in this section 6.03, of two-thirds (2/3) of the Team Members present in person at any general or special meeting duly noticed pursuant to Section 5.05 of these Bylaws.

All other Church officers may be removed, with or without cause, by the Senior Pastor.

6.04 **Vacancies:** A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

6.05 **Senior Pastor:** The Senior Pastor shall be the servant leader of the Church and shall be in charge of all the ministries of the Church. The Senior Pastor shall supervise and control all of the business and day-to-day affairs of the Church; shall be responsible for hiring a staff of his choice; shall supervise directly or by delegation all staff members so hired; and shall be vested with the authority, subject to the rights, if any, under any contract of employment, to terminate any staff member's employment, with or without cause.

The Senior Pastor of the Church is responsible for leading the Church in accordance with Biblical principles as set forth in the New Testament. As such, the Senior Pastor shall be the leader of the Church congregation, the Church staff, all Church organizations, all Church ministries, committees, and all Church Teams, to accomplish the New Testament purposes of the Church. The Senior Pastor is expressly authorized to do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incident to the offices he holds as Senior Pastor: chairman of the board and chief executive officer.

In the event of a vacancy in the office of Senior Pastor, the MLT shall act as the Senior Pastor Selection Team and all their actions regarding the selection of the Senior Pastor shall comply with the requirements set forth in Section 5.11. The election shall take place at a regular or special meeting of the MLT called for the purpose of electing a new Senior Pastor.

6.06 **Vice Chairman:** An appointed Vice Chairman shall, when the Senior Pastor is absent, is unable to act, or refuses to act in his role as chairman of the MLT perform the duties of the Senior Pastor. When the Vice Chairman acts in place of the Senior Pastor, he shall have all the powers of and be subject to all the restrictions upon the Senior Pastor.

6.07 **Treasurer:** The treasurer of the Church shall: (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 MLT; (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 at least annually; (g) perform other duties as assigned by the Senior Pastor; (h) if required by the MLT, give a bond for the faithful discharge of his or her duties in a sum and with a surety as they determine.

6.08 **Secretary:** The Secretary of the Church shall: (a) give all notices as provided in the Bylaws or as required by law; (b) take minutes of the meetings of the members, if any, and of the MLT and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records (d) perform duties as assigned by the Senior Pastor; (e) perform all duties incident to the office of secretary.

ARTICLE 7

Teams

7.01 One or more teams may be established by the MLT, including but not limited to those set forth herein below.

7.02 Advisory Teams:

(a) **Finance Team.** The MLT shall establish a Finance Team which shall be composed of no fewer than seven (7) and no more than fifteen (15) members who are charged with reviewing monthly financial statements of the Church and providing sound financial advice and support as needed to the Senior Pastor and MLT. The members of the Finance Team shall serve for one-year terms and may serve multiple and/or successive terms. The Senior Pastor or his designee shall select the Chairman and the members of this Team, with the approval of the MLT.

(b) **Personnel Team.** The MLT shall establish a Personnel Team which shall be composed of the Chairman of the Deacons, the Immediate Past Chairman of the Deacons, and the Chairman of the Finance Team. If any of these individuals are unwilling or unable to serve, then the Senior Pastor will select a replacement. This Team shall assist the Senior Pastor and the MLT in matters related to employee/personnel administration. This Team shall assist in all areas of personnel matters but are primarily charged with the administration of salaries and benefits to existing personnel. The Senior Pastor and Personnel Team shall review all salaries annually and recommend to the Budget Planning Team such adjustments as deemed necessary and proper.

(c) **Budget Planning Team.** The MLT shall establish a Budget Planning Team which shall be composed of no fewer than seven (7) and no more than fifteen (15) members, who with assistance by church staff, shall be responsible for the preparation, review and revision of the annual Church Operating Budget. This Team will coordinate the recommendations from the Finance Team, Personnel Team, Church staff, and other Church members. The Budget Planning Team will submit a comprehensive budget. The Operating Budget will be distributed to the Church or made available through Church-wide communications and technology or in a manner deemed appropriate by the Budget Planning Team and the MLT. The members of this Team shall serve for one-year terms and may serve multiple and/or successive terms. The Senior Pastor shall appoint the Chairman and the members of this Team.

(d) **Legal Team.** The MLT shall establish a Legal Team which shall be composed of no fewer than four (4) and no more than eight (8) members who shall assist the Church staff and the MLT in legal matters. The members of this Team shall serve for one-year terms and may serve multiple and/or successive terms. The Senior Pastor shall appoint the Chairman and the members of this Team.

ARTICLE 8

Selection and Service of Deacons

8.01 **Purpose:** The Deacons of Second Baptist Church shall assist the Senior Pastor in serving and ministering to the church family, in accordance with Biblical principles. The Deacons shall meet the requirements for spiritual leadership as set out in the Bible and strive to be a witness for Christ in every aspect of their lives. The primary purpose of the Deacon Body is spiritual in nature, and not executive. Deacons will be selected from every campus.

8.02 **Classification:** Deacons of the Church shall be classified as follows: (a) Active Deacons, (b) Inactive Deacons, (c) Special Deacons, (d) Reserve Deacons, and (e) Emeritus Deacons. The privileges and responsibilities of Active, Special and Emeritus Deacons shall be the same, except that only Active Deacons shall be expected to attend all Deacons' meetings and serve on Deacon Teams. It is expected that Special Deacons will participate in serving the Lord's Supper, receiving offerings, and other functions of Deacons in the Church. All such participation is optional for Emeritus Deacons.

8.03 **Active Deacons:** Each year, the Church shall, through and in accordance with the directives and determinations of the Senior Pastor seek to select a number of men who will serve a three-year term, starting January 1 each year, in the Deacon Body.

8.04 **Inactive Deacons:** Active Deacons who have served for and completed their three-year term will roll into and remain in this group for a period of one year after which they will again be eligible for selection to serve as an Active Deacon in the Deacon Body.

8.05 **Special Deacons:** Deacons transferring membership to Second Baptist Church will be placed in this group. Special Deacons will serve in the same capacity as Active Deacons until January 1 of the subsequent year after joining Second Baptist Church.

8.06 **Emeritus Deacons:** All Deacons who have faithfully fulfilled the office and attained the age of seventy-five (75), may be selected Emeritus Deacons by the Senior Pastor with the same status as Active Deacons, in so far as they are able to participate.

8.07 **Reserve Deacons:** All Deacons who are members of Second Baptist Church, and who do not qualify in any of the above classifications, will be placed in this group. Reserve Deacons will be specifically considered each year for nomination as Active Deacons. This group of Deacons shall be available for special assignment as designated by the Senior Pastor.

8.08 **Procedure for Selection of Deacons:** The Pastor or his designee will select the Deacons from each campus.

ARTICLE 9

Messengers

The Church may designate the appointment of messengers from the Church membership to such meetings as the Union Baptist Association, Baptist General Convention of Texas, and the Southern Baptist Convention as deemed needed by the Church.

ARTICLE 10

Transactions of the Church

10.01 **Contracts and Legal Instruments:** The governing body of the Church may authorize the Business Administrator 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.

10.02 **Deposits:** All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the governing body of the Church selects.

10.03 **Potential Conflicts of Interest:** The Church shall not make any loan to a Team Member. A Team Member or officer may lend money to and otherwise transact business with the Church except as otherwise provided by these Bylaws, Articles of Incorporation, and all applicable laws. Such a person transacting business with the Church has the same rights and obligations relating to those matters as other persons transacting business with the Church. The Church shall not borrow money from or otherwise transact business with a Team Member or officer unless the transaction is described fully in a legally binding instrument and is in the best interest of the Church. The Church shall not borrow money from or otherwise transact business with a Team Member or officer without full disclosure of all relevant facts and without the approval of the MLT, not including the vote of any person having a personal interest in the transaction.

ARTICLE 11

Books and Records

11.01 **Required Books and Records:** The Church shall keep correct and complete books and records of account.

11.02 **Fiscal Year:** The fiscal year of the Church shall begin on the first day of April and end on the last day in March in each year.

11.03 **Audited Financial Statements:** The Church shall have each annual financial statement of the Church audited by a certified public accounting firm selected by the MLT.

ARTICLE 12

Second Baptist School

12.01 **Purpose:** The Second Baptist School is a ministry of Second Baptist Church. The operation of the school, therefore, is subject to all church policies. The Senior Pastor shall furnish guidance in both spiritual and administrative matters, making specific recommendations at his discretion relating to all phases of the school's operations. The Head of School, faculty, and staff of

the school are considered members of the staff of Second Baptist Church, and therefore are responsible to the Senior Pastor.

12.02 Objective and Mission Statement:

(a) The objective of Second Baptist School is to help each student reach his, or her, full, God-given potential as a resourceful and productive Christian citizen. This will be accomplished as Biblical principles are incorporated into the lives of the individual students through the teaching of a quality, dedicated Christian faculty. Quality and excellence in Christian education will be the absolute commitment and goal of Second Baptist School.

(b) The Mission Statement of Second Baptist School is to equip students to think critically, live biblically, and lead courageously to impact the world for Jesus Christ.

12.03 Curriculum: Second Baptist School seeks to be Christ-centered, and student-centered in every area of its operation. Recognizing the Bible to be fundamental to sound instruction, the school shall provide formal Bible teaching. The school also is committed to the task of integrating a Biblical world view into all academic disciplines. The curriculum will focus on the whole child. For that reason, the curriculum shall be balanced in an effort to help the child develop spiritually, mentally, physically, and socially.

The curriculum of quality Houston area public and private schools, and the standards of accreditation as set out by recognized authorities, such as the Texas Education Agency, may be used as guides in formulating the academic curriculum of Second Baptist School. It is intended, however, that minimum requirements for accreditation be exceeded whenever possible. It is also recognized that a Christian approach to education may be fundamentally different in character and content to that of other secular, public and private schools.

12.04 Relationship Between School and Church: The school is one of the most important outreach and educational ministries of Second Baptist Church. The school functions as an internal department of the Church and operates legally within the corporate framework of the Church. The school, therefore, is subject to all Church policies and procedures as applied to all other departments and ministries within the Church.

12.05 Finances: All of the salaries and program expenses of the school shall be defrayed by tuition, fees, and gifts. The school shall be budgeted under the direction of the Church Business Administrator, and the Head of School will be charged with administering the disbursements of the school within the parameters of the approved budget. All disbursements of the school shall be approved by the Church Business Administrator under the direction of the Senior Pastor. The same purchasing guidelines will apply to the school, as apply to all other church departments.

The school budget year will begin August 1 of each calendar year. The Head of School will be responsible for preparing the school budget. The Head of School will present a preliminary school budget to the Church Business Administrator under the direction of the Senior Pastor by April 1. It is recognized that personnel is a major part of the school budget. It will be the responsibility of the Head of School to review all school personnel, and to submit salary recommendations to the Pastor for approval.

All school accounting, auditing, bookkeeping, and cash management operations will be the responsibility of the Church staff assigned by the Senior Pastor. The School will be accounted for as a separate fund within the entity of the Church.

12.06 Head of School: The Head of School shall be charged with day-to-day administration of the preschool, lower school, middle school, and upper school. The Head of School will propose and implement procedures for the school including admissions, operations, discipline, personnel evaluation, and curriculum consistent with Church policies as set forth in these Bylaws, and as established by the Senior Pastor of the Church. The Head of School will be specifically responsible for all areas of personnel management, evaluation, and salary administration. The Head of School will work directly for the Senior Pastor and will be considered a member of the executive staff of the Church.

ARTICLE 13

Indemnification

13.01 Indemnification:

(a) The Church shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or other proceeding (whether civil, criminal, administrative, arbitrative or investigative), including any appeal thereof, or any inquiry or investigation that could lead to such an action or proceeding (any of the foregoing to be referred to hereafter as a "proceeding") by reason of the fact that said person is or was a MLT Member (director) or officer of the Church (a "covered person") to the fullest extent permitted by the Texas Business Organizations Code ("Code"), as the same now exists or may hereafter be amended, substituted or replaced (but, in the case of any such amendment, substitution or replacement, only to the extent that such amendment, substitution or replacement permits the Church to provide broader indemnification rights than the Code permitted the Church to provide prior to such amendment, substitution or replacement), against all judgments (including arbitration awards), court costs, penalties, settlements, fines, excise and other similar taxes and reasonable attorneys' fees (all of the foregoing to be referred to hereafter as "expenses") actually incurred by the covered person in connection with such proceeding. The right to indemnification shall continue as to a covered person who has ceased to be a MLT Member, or officer and shall inure to his or her heirs, executors, or administrators. The Church shall pay or reimburse reasonable expenses incurred by a covered person who was or is a party or is threatened to be made a party to any proceeding in advance of the final disposition of the proceeding, without any determination as to the covered person's entitlement to indemnification, if the Church receives the following before any such advancement of expenses:

- (a) A written affirmation by the covered person of the covered person's good faith belief that he or she has met the standard of conduct necessary for indemnification under the Code, and
- (b) A written undertaking by or on behalf of the covered person to repay the amount so advanced if it is finally determined that the covered person has not met the required standard of conduct set forth in the Code or that indemnification is prohibited by the Code.

(b) **Appearance as a Witness.** Notwithstanding any other provision of this Article 13, the Church may, but shall not be obligated to, pay or reimburse expenses incurred by a covered person in connection with his or her appearance as a witness or other participation in a proceeding at a time when he or she is not a named defendant or respondent in the proceeding.

(c) **Indemnification of Employees and Agents:** The Church, by adoption of a resolution of the MLT, may, but shall not be obligated to, indemnify and advance expenses to an employee or agent of the Church to the same extent and subject to the same conditions under which it may indemnify and advance expenses to a covered person under this Article 13.

(d) **Non-Exclusive.** The indemnification provided by this Article 13 shall not be exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law or under any agreement or otherwise.

(e) **Insurance.** The Church shall maintain insurance at its expense, to protect itself and any covered person against any liability asserted against him or her and any liability, cost or expense incurred by him or her in such capacity or arising out of his or her status as such a person, whether or not the Church against the liability under this Article 13 or the Code.

ARTICLE 14

Miscellaneous Provisions

14.01 **Amendments to Bylaws:** These Bylaws may only be altered, amended, or repealed, and new bylaws may only be adopted by the MLT.

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

14.03 **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.

14.04 **Parties Bound:** The Bylaws shall be binding upon and inure to the benefit of the Church members, Team Members, officers, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

14.05 Christian Alternative Dispute Resolution: In keeping with 1 Corinthians 6:1-8, all disputes which may arise (1) between any member of the Church and the Church itself, or (2) between any member of the Church and any Pastor, officer, Team Member, employee, volunteer, agent, or other member of this Church shall be resolved in accordance with the rules of procedure for faith based alternative dispute resolution approved by resolution of the MLT, which may be updated or modified by further resolution. If efforts to reconcile or mediate the dispute fail, then the matter shall be resolved through binding arbitration. The decision of the arbitrators shall be binding on both parties, and both parties submit themselves to the personal jurisdiction of the courts of Texas, both state and federal, for the entry of a judgment confirming the arbitrators' award. Each party shall bear their own costs, including attorney's fees, related to any arbitration proceeding.

If a dispute may result in an award of monetary damages, 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, conduct hearings, or administer discipline of members.