

September 4, 2024

Dr. Ben Young
Senior Pastor
SECOND BAPTIST CHURCH
6400 Woodway Dr.
Houston, TX 77057

Re: Second Baptist Church Governance

Dear Ben:

We are writing regarding the recent changes to our church bylaws, which has raised some concern about the potential risks and unintended consequences these changes may bring. In the spirit of unity and with a deep commitment to our church's future, we would like to offer our insights and recommendations for consideration on how to address these concerns. We hope you will consider this perspective, as we seek the best path forward together.

Historically, our church was governed by a board of trustees who were elected by church members. However, on May 31, 2023, the church purportedly implemented the First Amended and Restated Bylaws of Second Baptist Church (the "Amended Bylaws"), without the full implications of these changes being clearly communicated to the members present during the meeting. Critical information was omitted, leaving many members unaware of the profound impact these changes could have on our church's future.

The several hundred members that attended and were present to vote were told that the primary purpose of the change in bylaws, was to protect the church from "liberal and woke" ideologies, however important details were left out. These include:

- **Loss of Voting Rights:** Members were not informed that by approving the change to the bylaws, they would permanently lose their right to vote on future church decisions.
- **Pastoral Succession:** The process for selecting the next senior pastor has been changed. Instead of a pastoral search committee involving the congregation, the current senior pastor will appoint the next senior pastor without input from the congregation.
- **Unlimited Pastoral Authority:** The Amended Bylaws grant the current senior pastor unprecedented and possibly unchecked authority without an independent and appropriate Ministry Leadership Team ("MLT"), over the finances and future direction of Second Baptist Church. With the removal of appropriate independent guardrails or governance, the pastor now has the power to make significant decisions, including financial, administrative, and spiritual matters, without independent accountability to the congregation or any oversight body. This lack of checks and balances poses a serious risk, as it removes protections that were previously in place, to safeguard the church's mission and integrity.

The fact that so many of our members are unaware of these radical changes in how our church would operate (and in fact, how it is operating today), poses a significant risk for our church's future. The small number (less than one percent) of members present at the meeting were not provided with the appropriate information to understand the gravity of what they were voting on, as there was no written documentation to read, question or discuss. Voting "Yes" to amend our bylaws, eliminated the pastor search committee and granted our pastor "unlimited and unchecked authority" and, removed our congregation's right to vote, which means that vote would be the last vote our membership would ever take. These major changes to our bylaws should have been approached with complete transparency and written materials for our members to read, and openly discussed and debated in a "true" church-wide meeting.

Based on how the Amended Bylaws were purportedly adopted, we are now concerned that the actions of the church could be subject to criticism, at best, and at worst, the possibility that the church could be operating without the proper corporate authority. This uncertainty could impact the church's current and future land purchases and conveyances, bank loans, IRS filings, and the like. At a fundamental level, for our church's members to have approved the Amended Bylaws, they had to have at least some basic understanding of what the proposed bylaws say. Specifically, the attending members were not provided the relevant information necessary to truly understand the gravity of what they were voting on, as there was nothing in writing to read, discuss or debate.

In a time where clarity, transparency and shared stewardship are vital to maintaining the integrity and reputation we have spent decades building, our concern goes beyond organizational structure; it touches the very heart of our church's governance, mission, and spiritual accountability. We fear that without addressing these concerns, we may risk undermining the foundation of trust and unity that has been a bedrock of our church community for generations. Due to the lack of transparency and the inappropriate way the bylaws were presented to the members for a vote, we are perilously close to crossing a threshold that could tarnish the impeccable reputation of our successful, Christ-led church. For decades, Second Baptist Church has been a beacon of excellence, for other churches across the nation, and we earnestly pray that such an outcome never comes to pass, as it could deeply harm our mission of changing lives through the life-changing power of Jesus Christ (Matthew 28:16-20).

Governance Recommendations for Consideration

- The Christian CEO of one of America's largest corporations shared recently that he always read a chapter in Proverbs before departing for work each day, because great leaders become even better leaders if they follow God's lessons on effective leadership and are always open to wise counsel.
 - Proverbs 1:7 The fear of the Lord is the beginning of knowledge; Fools despise wisdom and instruction.
 - Proverbs 12:15 The way of a fool is right in his own eyes, but a wise man is he who listens to counsel.
 - Proverbs 15:22 Plans fail without advice, but with many counselors, they are confirmed.
 - Proverbs 24:6 For by wise guidance you will wage war, and in abundance of counselors there is victory.

- Public Corporations, non-profits, NGO's, etc., are required by law, or at a minimum best practice, to have an independent Board of Directors to provide guidance and counsel to the Chief Executive Officer and the Management Team of their respective organizations.
- The Bylaws and Policies of Second Baptist Church, revised in November 2005, followed the Biblical teachings of oversight with the establishment of a six-member Board of Trustees and a Moderator (Chairman of the Deacons) to preside at all church conferences. The Bylaws defined the various Committees of the church and the procedures used to appoint and/or elect members from Second Baptist Church to serve on each committee.
- Article 5 of The First Amended and Restated Bylaws of Second Baptist Church dated May 31, 2023 ("Amended Bylaws"), grants unprecedented authority to the Senior Pastor to manage the affairs of the church with no oversight by a Board of Directors, which is substantially all independent.
- The Senior Pastor appoints the members of the Ministry Leadership Team ("MLT") "considered to be the board of directors and the governing body of the church" per Article 5.02 of the amended bylaws. The MLT is the only entity that can replace the Senior Pastor, sell church property, appoint the next Senior Pastor, approve members of the Finance Committee, or amend the Bylaws of Second Baptist Church. The new Amended Bylaws permanently remove the church members' right to vote and do not allow the church membership to amend the bylaws.
- The few hundred members of the church that attended the church conference on May 31, 2023, did not receive written copies of the Amended Bylaws in advance of the meeting, or during the meeting. The details concerning the lack of effective governance included in Article 5 were not revealed to the membership at the church conference.
- Conflicts of interest could compromise "objectivity in decision-making" which is essential for effective governance. There is no realistic or effective governance in the Amended Bylaws if the MLT is not independent. The current membership of the Ministry Leadership Team, triggers concern about potential conflicts of interest. The MLT members include: Four "Young family members" (one of the four by proxy, and two are employed by the church); Personal friends of the Senior Pastor; A senior staff member employed by the church that reports directly to the Senior Pastor; and, several individuals that do not live in Houston, do not attend our church, and are not members of our congregation. The primary concern is that these connections, impede or could impede, the MLT's ability to provide truly "independent oversight". Since the MLT replaced the Independent Board of Trustees, there is no meaningful oversight of the Senior Pastor or committees of the church. The church and the assets of Second Baptist Church are effectively being managed by one person, the Senior Pastor, with no independent oversight or accountability.

- Dr. H. Edwin Young had no knowledge or involvement in the preparation of this letter and has not participated in its writing. Dr. Young has however, unequivocally acknowledged his mistakes in judgement when he supported the changes in our governance structure, included in the Amended Bylaws. To offer a solution for consideration, we would support the church membership reinstating the six-member Board of Trustees who were in office prior to May 31, 2023. This Board of Trustees would serve as the legal governance entity of Second Baptist Church for the next twelve months, with the responsibility of amending the existing bylaws to reflect and provide, proper governance and oversight.

Ben - Considering the critical need for proper governance and oversight for our church, we urge you to take “immediate action”, and by acting on the suggestion above to address the restoration of our church bylaws. Although you inherited these bylaws and are not responsible for their deficiencies, you now bear the burden of correcting those deficiencies, to protect the future of our church.

It is crucial that our bylaws reflect the highest standards of accountability and transparency, particularly should they become public documents, that reflect independent oversight, that the Amended Bylaws fall short of achieving. As an aside, we think publishing our articles and bylaws on the church’s website, is also a good idea. Addressing this matter is essential to ensuring that our church operates in a way that not only honors its mission and its members, but most importantly gives Honor and Glory to The Lord. Your leadership is essential in correcting this fundamental element to fulfilling our collective responsibility to the church and its future.

Each of the undersigned has cherished and loved our church, many for almost five decades. We are deeply concerned that adopting a “family-owned and operated church model”, coupled with the lingering shadow of uncertainty regarding the validity and unintended consequences of the Amended Bylaws, pose an “unnecessary risk to the future and stability” of our beloved church and school. We respectfully urge you as Senior Pastor, to lead the restoration of our church governance that will uphold transparency, accountability, and independent oversight. By embracing these values, our church will more effectively fulfill its mission of introducing non-believers to Jesus Christ. We believe under your stewardship, leadership and guidance, our congregation and school can continue to thrive for generations to come.

In His Grip and Grace,

cc: Ministry Leadership Team
Executive Leadership Team

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