

Items in Green are being added in.

Items in Blue are being removed

AMENDED BYLAWS OF SOUTH SPRING BAPTIST CHURCH

These Amended Bylaws of South Spring Baptist Church (these "Amended Bylaws") effective as of April 2, 2017 (the "Effective Date") govern the affairs of South Spring Baptist Church, a Texas non-profit corporation (the "Church", please note that when this document refers to the Church, such reference is simple a defined term for South Spring Baptist Church, a Texas non-profit corporation and in no way infers that South Spring Baptist Church is The Universal Church) organized under the Texas Business Organizations Code, Chapter 22 (the "Act").

These Amended Bylaws replace in their entirety the Church's bylaws that were effective as of January 1, 2017, and such prior bylaws are void and of no further legal effect in any manner whatsoever.

ARTICLE 1 OFFICES

- 1.01. Principal Office.** The principal office of the Church in the State of Texas shall be located at 17002 U.S. Highway 69, Tyler, Texas 75703. The Church may have such other offices as the Leadership Board (as defined in Section 4.01, below) may determine.
- 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 Leadership Board may change the registered office and the registered agent as provided in the Act.

ARTICLE 2 NONPROFIT PURPOSES AND STATEMENT OF FAITH

- 2.01. Tax Exemption.** The 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 ("Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). Specifically, the Church shall be organized and operated exclusively:
 - a. as a church as described in Code Section 170(b)(1)(A)(i); and
 - b. for religious purposes within the meaning of Code Section 501(c)(3).
- 2.02. Statement of Faith.** The mission of the Church is: "To live, teach and tell the Gospel that all may encounter the Living God." The Church agrees in essence with the doctrinal

statement of “The Baptist Faith and Message” as adopted by the Southern Baptist Convention of 1963 with 1998 amendment, which doctrinal statement is attached hereto at Appendix A.

- 2.03. Minister Recognition.** The Church may license, commission or ordain individuals into the ministry under qualifications and requirements adopted by the Leadership Board. The Leadership Board shall adopt requirements for candidates who desire to be recognized by the Church as a minister. The Church may discipline or revoke ministers holding credentials issued by the Church under standards and procedures approved by the Leadership Board.
- 2.04. Ordinances.** The Church shall recognize and practice Baptism and The Lord’s Supper as defined in the Statement of Faith, as provided in Section 2.02, above.

ARTICLE 3 MEMBERS

3.01. Qualification and Approval of Members.

- a. Qualification. Any person may offer himself or herself, in person as a candidate for membership in the Church. All such candidates shall be presented to the Church at any regular church service for membership in any of the following ways:
- (i) By Salvation and Baptism. Any person making a public profession of personal faith in Jesus Christ as Savior and Lord, baptism by immersion and acknowledging and having accepted the essence of the doctrinal statement as referenced in Section 2.02, above, may be received as a candidate for membership;
 - (ii) By Transfer of Letter. Any person from other Baptist churches of like faith, having been baptized by immersion and acknowledging and having accepted the essence of the doctrinal statement as referenced in Section 2.02, above, may be received as candidates for membership by letter. A letter of recommendation from the sister church must be received; and
 - (iii) By Statement of Faith. Any person who testifies that he/she has committed their life to Jesus Christ as Savior and Lord and has subsequently followed the Lord in baptism by immersion may, upon this statement and acknowledging and having accepted the essence of the doctrinal statement as referenced in Section 2.02, above, be received as a candidate for membership by statement, and this group will include but not be limited to persons who are in the Watch Care program **(as defined by 3.02)**
- b. Unusual and Uncommon Situations. Any person who:

- (i) is in a very unusual and uncommon situation and cannot satisfy Section 3.01.a.(i), Section 3.01a.(ii) or Section 3.01.a.(iii);
- (ii) has fully explained such very unusual and uncommon situation to the satisfaction of the Leadership Board;
- (iii) upon his/her statement and acknowledging and having accepted the essence of the doctrinal statement as referenced in Section 2.02;
- (iv) has been recommended by the Leadership Board for membership; and
- (v) has been approved by the Lead Pastor for membership;

may be received as a candidate for membership.

c. Approval. An individual will become a member of the Church (individually a member of the Church, “Member” and collectively such members of the Church, “Members”) after completing the following steps:

- (i) Received as a candidate as outlined in Section 3.01.a. above or Section 3.01.b.; and
- (ii) Approval by a vote of the majority of the Members present, who shall constitute a quorum, at any of the scheduled worship meetings of the Church or any business meeting of the Church. Upon joining the Church, all Members should obtain a copy of these Amended Bylaws from the Church’s office or website.
- (iii) Because the purpose of membership at SSBC is to work, lead and serve, the Leadership Board has the authority to review for approval any membership request.

3.02. Designation of Membership. Except for Members who fall under the Watch Care program, each Member is entitled to one vote and entitled to cast his or her vote on all questions or issues submitted to the Church provided the Member is present. The Church welcomes those who might choose to become a part of the worship program and fellowship of the Church under its program of Watch Care upon the profession of personal faith in Jesus Christ as Savior and Lord. Persons who come under the Watch Care program are Members, however, such persons do not have voting rights in the Church. The “Watch Care” is a Baptist membership program; as applied at SSBC, it refers to persons who seeking temporary membership for various reasons. They are members, however, such persons do not have voting rights in the Church.

3.03. Dues or Assessments. The Church, through the Leadership Board, may not require payment dues or assessments for Members.

3.04. Resignation. Any Member may resign from being a member of the Church by delivering a written resignation to any:

- a. member of the Deacon Body (as Deacon Body is defined in Section 5.01. below);
- b. member of the Leadership Board; or
- c. Officer (as defined in Section 6.01. below) of the Church.

3.05. Termination of Membership. The termination of a Member's membership with the Church shall exist upon:

- a. The Church's granting of a letter of transfer for a Member to unite with another Baptist church;
- b. The removal of a Member's name from the roll after the Member unites with any other church;
- c. The death of a Member;
- d. Upon the written request of any Member to have his membership with the Church terminated;
- e. The lack of attendance, giving, or engagement for 2 years, during which reasonable attempts are made to contact them.
- f. The two-thirds vote of the Leadership Board, or, a vote as defined in 3.05g if determined by the Leadership Board or requested by the member to be removed.
- g. By a vote of a majority of Members present and voting in a duly called special meeting called for the purpose, or one of the purposes, to terminate an individual's membership with the Church. If the vote is based on disciplinary reasons, the Members acknowledge membership in the Church is considered a privilege and not a right. It shall be the basic purpose of the Church to emphasize to its Members that every reasonable measure will be taken to assist any troubled Member. The pastors of the Church, the other members of the Church staff, and the members of the Deacon Body shall be available for counsel and guidance to any Member following into this Section 3.05.e. Redemption rather than punishment should be the guideline which governs the attitude of one Member toward another.

3.06. Bi-Annual Meeting. Bi-annual meeting of the Members shall be held in April March and November of each year at the Church's primary sanctuary area located at the principal office as set forth as set forth in Section 1.01. above, or at such other place, date and time as the

Leadership Board shall determine. At each Bi-annual meeting, the Members shall conduct such other business as may be properly considered under Section 3.12 below.

- 3.07. Special Meetings.** Special meetings may be called by: (a) the Chairperson of the Deacon Body (as defined in Section 5.03, below) pursuant to the approval of a majority of the members of the Deacon Body; (b) the Leadership Board; or (c) in the event of any vote regarding Section 3.12(d), by the Chairperson of the Deacon Body pursuant to the approval of a majority of the members of the Deacon Body, the Leadership Board, or the Lead Pastor.
- 3.08. Quorum.** The Members entitled to vote (i.e., all Members except the Members in the Watch Care program) in attendance at a properly called meeting shall constitute a quorum for the transaction of business at any properly noticed meeting of the membership.
- 3.09. Voting Methods.** Members may vote only in person at a properly noticed meeting. Members of the Church may not vote by proxy or absentee written ballots. Votes on the Lead Pastor, Deacon, Deacon Body and Leadership Board will be pursuant to written ballot votes. All other votes will be pursuant to raised hand unless some other method is specifically determined by the Leadership Board. When votes are not by raised hand, efforts will be made to allow Members to have their vote kept confidential while still allowing for membership of the Church to be verified. There are various formats to keep votes confidential, and the Leadership Board will determine which format to choose for each such ballot.
- 3.10. Number of Votes Necessary for Members' Action.**
- a. Except as otherwise provided in these Amended Bylaws, no action by the Members shall be approved without the affirmative vote of at least a majority (50.0001%) of the number of voting Members present at a meeting in which a quorum of the Members is present (as quorum is set forth in Section 3.08, above).
 - b. When voting to alter, amend, or repeal these Amended Bylaws or enact new bylaws or alter, amend or terminate the Certificate of Formation, the affirmative vote of at least two-thirds (66.6667%) of the number of voting Members present at a meeting in which a quorum of the Members is present (as quorum is set forth in Section 3.08, above) is required.
 - c. When voting on election and calling a new Lead Pastor (as defined in Section 6.07.c, below), the affirmative vote of at least eighty-five percent (85.0000%) of the number of voting Members present at a meeting in which a quorum of the Members is present (as quorum is set forth in Section 3.08, above) is required.
 - d. For the election of three, up to six, (if up to six are qualified and needed) members elected on the Leadership Board (see Section 4.03, below), the three, up to six, (if up to six are qualified and needed). Members receiving the highest number of votes from the voting Members pursuant to the procedures set forth in Section 4.03, below and based on a meeting in which a quorum of the Members is present (as quorum is

set forth in Section 3.08. above), shall be elected to the Leadership Board as so provided in Section 4.03. below, and pursuant to the terms provided in Article 4 below.

3.11. Notice of meetings. Unless extreme emergency renders a two week notice impractical, the Church shall provide two weeks notice of meetings of the Members. Such notice shall be given in such a manner as to give Members an opportunity to know of the meeting, including announcement at the regular worship services of the Church prior to the called meeting. The oral and/or written notices (including but not limited to email notices) shall state the place, date, and time of the meeting, and in the case of a special meeting, who called the special meeting and the purpose or purposes for which the special meeting is called.

3.12. Required Member Votes. In addition to other times as set forth in these Amended Bylaws, the Members must vote on each of the following items:

- a. The annual budget (pursuant to Section 3.10. above, at least 50.0001% approval required);
- b. Election and ordination of new members to the Deacon Body (pursuant to Section 5.07.d. above, at least 66.6667% approval required);
- c. Election and calling of the Lead Pastor (pursuant to Section 3.10. above, at least 85.0000% approval required);
- d. Removal of the Lead Pastor (pursuant to Section 3.10. above, at least 50.0001% approval required);
- e. Election of three up to six (if up to six are qualified and needed) members elected on the Leadership Board (see Section 4.03. below), the three up to six (if up to six are qualified and needed) Members who are elected to the Leadership Board, specifically acknowledging that the Lead Pastor and Chairperson of the Deacon Body are automatically on the Leadership Board and are not elected thereto by the Members (pursuant to Section 3.10. above, the three up to six (if up to six are qualified and needed) Members receiving the highest number of votes by the Members);
- f. Borrowing money, buying, selling, mortgaging, leasing or transferring any real property (pursuant to Section 3.10. above, at least 50.0001% approval required);
- g. Alter, amend or terminate the Certificate of Formation (pursuant to Section 3.10. above, at least 66.6667% approval required);
- h. Alter, amend or repeal these Amended Bylaws, or enact new bylaws (pursuant to Section 3.10. above, at least 66.6667% approval required);
- i. Remove any member on the Leadership Board (pursuant to Section 3.10. above, at least 50.0001% approval required);

- j. Removal of any member on the pulpit/pastor search work team (pursuant to Section 6.07.c. below, at least 50.0001% approval required); and
- k. Any other item the Leadership Board places before the Members for a vote (pursuant to Section 3.10. above, at least 50.0001% approval required);

3.13. Membership Covenant. The Members shall be composed of Christians who have been baptized and whose beliefs are in accordance with the Church's Statement of Faith as provided in Section 2.02. above and Appendix A.

3.14. Parliamentary Rules. Robert *Rules of Order*, as revised, is the authority for parliamentary rules of procedures for all meetings of the Members. The moderator at all business meetings shall be the Lead Pastor. In the absence of the Lead Pastor, the Chairperson of the Deacon Body will be the moderator at such business meeting.

ARTICLE 4 LEADERSHIP BOARD

4.01. Management. Except as provided to the Members or the Deacon Body pursuant to these Amended Bylaws, the leadership board shall manage the affairs of the Church and shall act as a Board of Directors as defined in the Act (such leadership board, the "Leadership Board"). Upon the Effective Date of these Amended Bylaws, the following persons are the members of the Leadership Board:

- a. the then current Lead Pastor of the Church;
- b. the then current Chairperson of the Deacon Body; and
- c. up to six new persons elected to the Leadership Board effective as of the Effective Date.

The initial members of the Leadership Board are set forth in the Certificate of Formation. The Chairperson of the Deacon Body changed from the date the Certificate of Formation was filed to the Effective Date (i.e., Terry Cooper to David A. Lake) based on the normal operating procedures of the Deacon Body. Nathan A. Fisher, Robert R. Hicks and Andrew G. Newberry were the three elected members of the Leadership Board as of the formation of the Church. The above members of the Leadership Board and subsequent members of the Leadership Board shall serve and be subject to all the provisions in the Certificate of Formation and these Amended Bylaws, including but not limited to this Article 4.

4.02. Number and Tenure of Leadership Board. Except as provided to the Members or the Deacon Body pursuant to these Amended Bylaws, 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 a Leadership Board which shall consist of five (5) members up to eight (8) members.

The Lead Pastor and Chairperson of the Deacon Body, whomever each of them might be at the given time, are automatically members of the Leadership Board. Although the Lead Pastor is on the Leadership Board, the Lead Pastor has no voting rights or voting power on any and all matters that are addressed, discussed, and/or voted on by the Leadership Board, where all the other members of the Leadership Board have full voting rights and voting power on any and all matters that are addressed, discussed and/or voted on by the Leadership Board.

As of immediately prior to the Effective Date, Nathan A. Fisher, Robert R. Hicks and Andrew G. Newberry were the three elected members of the Leadership Board and have held such position for at least one year, whether for the Church or with First Baptist Church for the South Campus thereto (the “Three Initial Elected LB”). To the extent any or all of the Three Initial Elected LB are elected to continue to serve on the Leadership Board as of the Effective Date, provided they remain qualified mentally, physically and spiritually, such person or persons elected by the Members shall continue to serve on the Leadership Board up to and including March 31, 2018, at which time their term on the Leadership Board will end unless they are reelected by the Members. To the extent all three of the Three Initial Elected LB members are not reelected to the Leadership Board as of the Effective Date, the Leadership Board shall designate up to three people (reducing this number of three by every person of the Three Initial Elected LB who is reelected to the Leadership Board as of the Effective Date) who are elected to be on the Leadership Board as of the Effective Date (excluding the Lead Pastor and Chairperson of the Deacon Body) to serve through March 31, 2018. The remaining elected members on the Leadership Board, not including the Lead Pastor and Chairperson of the Deacon Body, shall serve up through March 31, 2019. After this initial set-up in terms of the Leadership Board, (i.e., staggering two year and one year terms), the elected members of the Leadership Board, excluding the Lead Pastor and Chairperson of the Deacon Body) shall serve two year terms.

During March 2018, and yearly thereafter in March, the Members shall elect three up to six other members (i.e., not including the Lead Pastor and Chairperson of the Deacon Body) to the Leadership Board (“LB Member(s) at Large”). Unless a person on the Leadership Board is no longer qualified to serve in such capacity (death, disability, mental ailments, physical ailments, or spiritual ailments or concerns), the Members desire to have only three of the LB Member(s) at Large rotate off the Leadership Board at the end of March every year.

Annually, the newly elected persons on the LB Members at Large shall take office on April 1 of such year, which shall be the month following the month when the election for such position occurred. Persons who are elected as LB Member(s) at Large may serve up to two consecutive two year terms if reelected after their initial term. After a one-year break from being on the Leadership Board after a four year term (i.e., two consecutive two year terms), a LB Member at Large is eligible for re-election as a LB Member at Large.

4.03. Election of LB Members at Large. The nomination and election process for the three, up to six, elected members of the Leadership Board will be as follows:

- a. January or Early February. Nominations for the three up to six LB Members at Large are accepted in writing for three weeks in January and/or early February. Members will nominate Members who model servant leadership for each position;
- b. February and Early March. The Deacon Body will independently screen all nominees to determine if they are qualified, are willing to serve and understand the responsibilities. A person is qualified if such Member:
 - (i) Meets the criteria as described in *1 Timothy 3:1-7*;
 - (ii) Bear a genuine verbal and life-style witness to Christ, undergirding the preaching and witnessing ministry of the Church;
 - (iii) Regularly and consistently worship with fellow Members;
 - (iv) Participate faithfully in the Church's programs of Bible study and training;
 - (v) Participate faithfully in family and pastoral ministries of the Church;
 - (vi) Faithfully and regularly perform the following duties:
 - (1) Pray for the Church, the Members and the staff of the Church;
 - (2) Attend business (annual and special) meetings of the Church;
 - (3) Support the Church financially; and
 - (4) Be a servant leader within the Church ministries, organizations, teams or work teams;
- c. March Ballot. Nominees who meet the criteria set forth in Section 4.03.b. above, as solely determined by the members of the Deacon Body, will be placed on the ballot for potential election to LB Members at Large for voting, and thus election, by the Members;
- d. Vote by the Members in March. Members who are entitled to vote (i.e., all Members except for the Members who are part of the Watch Care program) will vote in March by selecting the applicable number of people needed (i.e., as noted above, the goal is to have three candidates yearly, but the Church can have up to six candidates to fill vacancies on the Leadership Board) on the March Ballot. This meeting is not one of the Bi-Annual Meetings of the Members, and thus is deemed a special meeting (see Section 3.07. above) and shall be noticed and handled accordingly;
- e. Tally of Votes in March. The officers of the Deacon Body (which shall consist of the chairperson, vice-chairperson and secretary of the Deacon Body) will tally the

ballots within three (3) days after the vote by the Members and contact the three up to six people who received the most votes; and

- f. Notification of Persons Elected in March. Names of those persons elected to the LB Members at Large shall be printed in the campus publication within two weeks and no later than the end of March.

4.04. Vacancies. Vacancies on the Leadership Board shall exist upon a removal of a member on the Leadership Board (see Section 4.16. below), death, mental disability, disabling physical disability, spiritual concerns, resignation, or transfer of membership of any such member on the Leadership Board.

During any vacancies in Lead Pastor, other staff of the Church shall serve as Leadership Board as such other person is elected and appointed by the majority consent of the remaining members of the Leadership Board. Any vacancy occurring in the Chairperson of the Deacon Body, shall be immediately filled by the vice-chairperson of the Deacon Body. Any vacancy occurring in the LB Members at Large shall be filled by the Leadership Board appointing the Member who received the next highest number of votes in the applicable March ballot as such ballot and vote thereto is set forth in Section 4.03. above.

4.05. Regular Meeting. The Leadership Board may provide for regular meetings by resolution stating the time and place of such meetings. The meetings will be held within the State of Texas or may be held by conference call. At all meetings, both regular and/or special, attendance shall be taken noting the time of arrival and time leaving. Such attendance shall become a permanent part of the meeting minutes. If the resolution specifies the date, time and location of the meeting, no additional notice of regular meetings is required.

4.06. Special Meetings. Special meetings of the Leadership Board may be called proposed by or at the request of any member on the Leadership Board. The person or persons calling a special meeting of the Leadership Board shall 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 (as defined in Section 6.03. below) of the information required to be included in the notice of the meeting. The Secretary shall give notice to the Leadership Board members as required in these Amended Bylaws. The majority of the Leadership Board could approve the special meeting and logistics.

4.07. Action by Consent of Leadership Board without Meeting. An action may be taken without a meeting if a written consent, stating the action to be taken, is signed agreed to by the number of Leadership Board members necessary to take that action at a meeting at which all of the Leadership Board members are present and voting. The consent must state the date of each Leadership Board member's signature. Prompt notice of the taking of an action by the Leadership Board members without a meeting by less than unanimous written consent shall be given to each Leadership Board member who did not consent in writing to the action. Such consent may be given individually or collectively in a dated, written form.

- 4.08. Notice.** Written or printed notice of any special meeting of the Leadership Board shall be delivered to each Leadership Board member not less than two (2) hours nor more than thirty (30) days before the date of the meeting. The notice shall state the place, date, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.
- 4.09. Quorum.** A majority of the number of Leadership Board members then in office shall constitute a quorum for the transaction of business at any meeting of the Leadership Board. However, no action may be approved without the vote of at least a majority of the number of Leadership Board members required to constitute a quorum, specifically acknowledging the Lead Pastor will be counted towards a quorum but will not be counted in any vote, as he or she has no voting rights or voting power on the Leadership Board. Business items may be discussed but no permanent action shall be taken until a quorum is available.
- 4.10. Conduct of Meetings.** At every meeting of the Leadership Board, the Lead Pastor shall preside, and if not, the Chairperson of the Deacon Body shall preside. The Secretary shall act as secretary of the Leadership Board. When the Secretary is absent from any meeting the Lead Pastor or the person presiding at the Leadership Board meeting may appoint any person to act as secretary of the meeting.
- 4.11. Powers of Leadership Board.** In addition to the powers and authorities expressly conferred by these Amended Bylaws upon them, the Leadership Board 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 Amended Bylaws by the Members, the Deacon Body or some other person, officer or other party thereto.
- 4.12. Duties of Leadership Board.** Leadership Board members shall discharge their duties, including any duties as work team 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 Leadership Board members, 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 any Officer (as defined in Section 6.01) and/or employee of the Church, professional advisors or experts such as accountants or attorneys. A Leadership Board member is not relying in good faith if the Leadership Board member has knowledge concerning a matter in question that renders reliance unwarranted.

Leadership Board 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.

The primary duties of the Leadership Board are to:

- a. Develop broad church-wide strategies and goals that align with the Church's mission;
- b. Oversee and coordinate strategies of the Church and delegate management methods and action plans to the respective work teams or Officers;
- c. Ensure effective and relevant communication with the Members;
- d. Recommend to the Church an annual budget for the Church aligned with the prioritized strategies and goals, and managing the budget throughout the year;
- e. Ensure long-range planning for the Church;
- f. Plan church-wide events;
- g. Invite relevant staff of the Church and/or Members to Leadership Board meetings, if needed;
- h. Oversee the pastor search work team nomination and election process if the lead pastor position becomes vacant;
- i. Recommend ministry positions (which position is based on the job description thereto) and ministry staff to the Members for approval and/or employing;
- j. Recommend removal of ministry positions, including but not limited to executive level pastors (which position is based on the job description thereto) and/or removal of employment of ministry staff, including but not limited to executive level pastors, to the Deacon Body for approval;
- k. Call and develop the agendas for church-wide business meetings;
- l. Recommend support and administrative positions (which position is based on the job description thereto) and recommend employment of support and administrative staff to the Lead Pastor and the supervisor of such support and/or administrative staff;
- m. To the extent deemed appropriate by the Leadership Board, call a vote by the Members (ballot, hand raising or any other method of voting deemed appropriate by the Leadership Board) on any matter that in any way involves the Church or the Church business by either calling a special meeting of the Members (see [Section 3.07](#)) or having such matter voted on at the bi-annual meetings of the Members (see [Section 3.06](#));
- n. Establish and maintain work teams as needed to assist in these responsibilities; and

- o. Serve as the accountability partner and conduct the annual review for the Lead Pastor.

4.13. Duty to Avoid Improper Distributions. Leadership Board members who vote for or assent to improper distributions are 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. Leadership Board members 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 (or other person taking minutes in such meeting) before adjournment or mailed to the Secretary by registered mail or e-mail immediately after adjournment.

A Leadership Board member is not liable if, in voting for or assenting to a distribution, the Leadership Board member: (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 Leadership Board member reasonably believes are within the person's professional or expert competence; or a work team of the Leadership Board of which the Leadership Board member 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, Leadership Board members 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.

4.14. Actions of Leadership Board. The Leadership Board shall try to act by consensus. However, the vote of a majority of Leadership Board members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Leadership Board unless the act of a greater number is required by law or these Amended Bylaws. A Leadership Board 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 Leadership Board.

4.15. Compensation. Leadership Board members may not receive salaries for their services as a Leadership Board member. A Leadership Board member may serve the Church in any other capacity and receive compensation for those services.

4.16. Removal of Leadership Board members. The Members may vote to remove a Leadership Board member at any time, with good cause, at a special meeting of the Members. Good

cause is defined as any act that is contrary to Section 2.02. above, any act of spreading discord among Members, or any act that harms the reputation of the Church among our community.

- 4.17. Advisory Leadership Board members.** The Leadership Board may elect advisory Leadership Board members as they see fit. The advisory Leadership Board members shall not have a vote, but may attend all Leadership Board member meetings and participate in the discussion like the regular Leadership Board members.

ARTICLE 5 DEACON BODY

5.01. Purpose and Responsibilities. All Active Deacons (as defined in Section 5.06(a)) of the Church (individually a deacon of the Church, “Deacon”, and collectively, “Deacon Body”) shall form the Deacon Body. The purpose of the Deacon Body shall be that as described in Scripture, to minister to the entire membership of the Church through deeds, programs, and spiritual insight and to assist the Church and the Members in any way as needed. Additional purposes shall be to support and work with the Leadership Board, Lead Pastor, the Church staff and the Church approved organizations in all aspects of the Church, and to be available, if needed and requested, to make recommendations to the Church body and/or the appropriate leadership regarding the Church policy and practice. The Deacon Body shall provide leadership in the Church as outlined in these Amended Bylaws. The Deacon Body holds the following responsibilities:

- a. Support the pastoral staff in meetings the needs of the Church;
- b. Participate in such Deacon programs as the hospital visitation ministry, receiving offering in worship services, delivering of The Lord’s Supper ordinance, and any program adopted by the Deacon Body;
- c. Seek opportunities to serve in the mission ministry of the Church. Other ministry opportunities could include mission trips and mission building opportunities;
- d. Provide leadership in the area of stewardship and giving;
- e. Review significant programs, plans and expenditures of the Church, if requested;
- f. Perform the responsibilities concerning personnel matters in accordance with these Amended Bylaws; and
- g. Assist the Leadership Board when requested and/or as needed.

5.02. Role of Deacon Body. The role of each Deacon and the Deacon Body in the Church shall be to:

- a. A Deacon, taken from the Greek word *diakonos* (*Acts 6*), meaning “servant”, shall respond appropriately to the needs of the Church. The Deacon shall exemplify the spiritual qualifications outlined in *Acts 6:1-6* and the moral qualifications outlined in *1 Tim. 3*;
- b. Since the Church exists to share the Gospel, a Deacon shall bear a genuine verbal and life-style witness to Christ, undergirding the preaching and witnessing ministry of the Church;
- c. Since the Church was established to glorify God and to fellowship with Him, a Deacon shall regularly and consistently worship with fellow Church members;
- d. Since the Church exists to teach Bible doctrine and discipline of the faith, a Deacon shall participate faithfully in the Church’s programs of Bible study and training;
- e. Since the Church exists to assist in meeting the human needs of the Members, a Deacon shall participate faithfully in family and pastoral ministries of the Church;
- f. Each Deacon shall assist the Leadership Board when requested and/or needed; and
- g. Since the Church is much dependent upon the Deacon and the Deacon’s role, the Deacon is to faithfully and regularly perform the following duties:
 - (i) Pray for the Church, the membership, pastors and staff;
 - (ii) Support the Church financially; and
 - (iii) Act as a servant leader within the Church ministries, organizations and/or work teams.

5.03. Deacon Officers. The Deacon Body will annually elect a chairperson (the “Chairperson of the Deacon Body”), vice-chairperson, and secretary of the Deacon Body who, along with the Deacon work team coordinators and the immediate past chairperson, will constitute the executive council of the Deacon Body (the Chairperson of the Deacon Body, vice-chairperson of the Deacon Body, secretary of the Deacon Body, the immediate past chairperson of the Deacon Body, and the coordinators of the worship work team, visitation work team and communication work team collectively, the “Executive Council”). The Lead Pastor will be the related staff person. The vice-chairperson will become the Chairperson of the Deacon Body the following year, and in the event the Chairperson of the Deacon Body is incapable of acting in such capacity as determined by the Deacon Body (e.g., death, mental disability, etc. of the Chairperson of the Deacon Body) during such Chairperson of the Deacon Body’s term. The secretary of the Deacon Body serves a one (1) year term but does not automatically move into the office of vice-chairperson.

Except as otherwise provided herein, vacancies in the Chairperson of the Deacon Body, vice-chairperson of the Deacon Body and secretary of the Deacon Body shall be filled by a vote of the Deacon Body, with such vote being a majority approval of the members of the Deacon Body in attendance of a meeting duly called for such purpose.

5.04. Officer Nomination. The vice-chairperson of the Deacon Body and the immediate past chairperson of the Deacon Body shall serve on a task force that shall nominate at the September Deacon meeting, members to serve on the Deacon officer nominating team. During the November Deacon meeting, a majority vote of the members of the Deacon Body present at such meeting is required to fill each Deacon officer position. The new officers begin their terms January 1 each year.

5.05. Duties of the Deacon Body Officers.

- a. The Chairperson of the Deacon Body shall serve on the Leadership Board; and in the event the Chairperson of the Deacon Body is unable to so serve, resigns or is no longer on the Leadership Board, the vice-chairperson of the Deacon Body shall so serve the remainder of the Chairperson of the Deacon Body's term on the Leadership Board.
- b. The Chairperson of the Deacon Body presides at the regularly scheduled Deacon meetings. The Chairperson of the Deacon Body may appoint special work teams as appropriate.
- c. The secretary of the Deacon Body is responsible for taking accurate minutes of each meeting and maintaining the records and attendance of the Deacon Body.
- d. The Deacon Body officers shall be responsible for participating in the tallying the ballots for the election of the slate of nominees for the Leadership Board. They will notify the nominees of the outcome of the election, and ensure the publication of the results of the election in the Church publication(s).

5.06. Deacon Classifications:

- a. Active Deacons. The Deacon Body is composed of those Members selected for this ministry by the Members. Deacons who have been selected by the Members and who are fulfilling their roles as specified in Section 5.02 (each such Deacon, an "Active Deacon") and collectively, the "Active Deacons").
- b. Inactive Deacon. An Inactive Deacon is a previously ordained Deacon who:
 - (i) has chosen of their own volition to no longer be involved in the Deacon Body and has given notification to the Chairperson of the Deacon Body; and

(ii) missed six (6) consecutive Deacon meetings.

(each such Deacon, an “Inactive Deacon” and collectively, the “Inactive Deacons”).

Once a Deacon has become an Inactive Deacon, a majority vote of the Deacon Body present is required for reinstatement of such Deacon to an Active Deacon status. An Inactive Deacon does not have voting rights. An Inactive Deacon has 2 years from the time of he or she becomes an Inactive Deacon to request reinstatement. If no request is made in that period, that person will automatically be removed from the Deacon Body.

5.07. Selection of New Deacon: Each Deacon is subject to removal, termination and all other provisions of these Amended Bylaws as set forth herein for the Deacon Body and/or any Deacon. Thereafter, the Deacon Body will use the following procedures for the election of a nominating work team to select Deacon candidates:

- a. A nominating work team will be comprised of seven (7) individuals representing three groups of the Church membership:
 - (i) Three (3) from the Deacon Body, one of whom is the vice-chairperson of the Deacon Body;
 - (ii) Two (2) from the adult division Sunday Bible study membership; and
 - (iii) Two (2) at large from the Members;
- b. The selection of the representatives as described in Section 5.07.a. above shall be made as follows:
 - (i) The Chairperson of the Deacon Body shall select two (2) members of the Deacon Body, as the vice-chairperson of the Deacon Body is automatically on the nominating work team. In order to organize the work team, the initial chairperson of the work team shall be the vice-chairperson of the Deacon Body;
 - (ii) The Leadership Board shall select two (2) members from the adult division Sunday Bible study membership; and
 - (iii) The Executive Council shall choose two (2) representatives from the Members;

In no event shall more than four (4) members of the Deacon Body serve on the nominating work team. At the first meeting of the constituted work team, a chair shall be selected and voted upon by the members of the work team;

- c. Procedures to be followed by nominating work team:

- (i) Individuals for the office of Deacon will be nominated in writing by any Member after receiving the consent of that individual to be considered;
 - (ii) The nominating work team will review and select individuals from the group of nominees for further consideration;
 - (iii) In order to be considered for Deacon ordination, the candidate must have been an active Member of the Church for at least two (2) years. A background check will be required on all candidates.
 - (iv) The nominating work team chair shall provide a list of those being considered as Deacon candidates to the finance office for verification of regular and consistent financial support for the Church's ministries; and
 - (v) If a member of the nominating work team should become a candidate, he/she will either withdraw his/her name or resign from the nominating work team. In the event of a resignation, a replacement shall be selected from the same group the previous member was so elected as set forth in Section 5.07.b. above, in order to maintain broad representation within the Church;
- d. Each candidate will meet with the full nominating work team or with designated representatives from the nominating work team, one of whom shall be a Deacon. The nominating work team will present the candidates to the Deacon Body for confirmation as nominees to be forwarded to the Church for consideration and election no later than October 31st. A new Deacon orientation course for nominees shall be provided and completed before presentation to the Members of the Church. The new Deacon nominees will be presented to the Church for election no later than the November business meeting. The Chairperson of the Deacon Body or his/her designee shall make a motion for election for each individual; and in each case, the motion shall be to accept or reject the nominee. The election of Deacons shall be by a two-thirds vote by the Members in favor of the nominee;
- e. The nominee will be ordained at a time to be scheduled by the Church staff in consultation with the Chairperson of the Deacon Body; and
- f. Any person who has been ordained as a Deacon of another Baptist church of like faith and order and has transferred membership into the Church is eligible to become an Active Deacon. After review by the Deacon Executive Council, such deacon may be recommended to the Deacon Body for approval after such deacon is a Member of the Church for at least one year.
- g. The Deacon Body shall determine the number of deacons needed to serve the Members. Any reduction in the number of Deacon Body shall not require any Deacon to resign from office.

5.08. Other Deacon Work Teams

- a. Except for the Deacon nominating work team which is provided in Section 5.07, all other Deacon work teams shall be composed of Active Deacons, one of which shall serve as coordinator, and all to be appointed by the Chairperson of the Deacon Body with the approval of the Executive Council.
- b. The other Deacon work teams shall serve for one year and will organize, coordinate and facilitate the ministry and work of the Deacon Body.
- c. The Chairperson of the Deacon Body, with the approval of the Executive Council, shall appoint other Deacon work teams as deemed necessary.

5.09. Deacon Meetings.

- a. All meetings of the Deacon Body shall be called by the Chairperson of the Deacon Body and/or Executive Council with a seven (7) day prior notice.
- c. Roberts *Rules of Order* shall be the parliamentary procedures to be followed and a quorum will consist of 12 members of the Deacon Body present.

ARTICLE 6 OFFICERS AND PASTORS

- 6.01. Officer Positions.** The officers of the Church shall be a Chairman (as defined in Section 6.03, below), Vice-Chairman (as defined in Section 6.03, below), Secretary (as defined in Section 6.03, below), and Treasurer (as defined in Section 6.03, below) (any such officer of the Church, “Officer”, and all such officers of the Church, the “Officers”). The Members may create additional officer positions, define the authority and duties of each such position, and nominate persons to fill the positions. The same person, except the offices of Chairman and Secretary, may hold any two or more offices.
- 6.02. 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 Amended Bylaws or as may be determined by resolution of the Leadership Board not inconsistent with these Amended Bylaws.

- 6.03. Election and Term of Office.** The chairman of the Church (“Chairman”) shall be the Lead Pastor, and in the event the Church does not have a Lead Pastor, the Chairperson of the Deacon Body shall be the Chairman. The vice-chairman of the Church (“Vice-Chairman”) shall be the Chairperson of the Deacon Body, but in the event he or she is either then acting as the Chairman or is not able to act as the Vice-Chairman, the Leadership Board shall elect a Deacon to serve as Vice-Chairman. The secretary of the Church (“Secretary”) shall be a member of the Leadership Board who is nominated and selected as secretary each April when the new members of the Leadership Board initially meet. In the absence of such person, the Leadership Board shall nominate another person on Leadership Board as secretary of the Leadership Board and thus Secretary. The treasurer of the Church (the “Treasurer”) shall be the head of the Church’s finance work team.
- 6.04. Removal.** Any officer, except for the Lead Pastor and/or Chairman if such person is the Lead Pastor, may be removed by the Leadership Board. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer. The Lead Pastor and/or Chairman, if such person is the Lead Pastor, may be removed pursuant to Section 3.12.d.
- 6.05. Resignation.** Any officer may resign at any time by giving written notice to the Leadership Board, the Chairman, 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.
- 6.06. Vacancies.** Vacancies in any Officer position is filled as provide in Section 6.03 above.
- 6.07. Chairman.**
- a. The lead pastor shall be the Chairman and presiding officer of the Church (the “Lead Pastor”). He shall have the duties of President as defined in the Act. The Chairman shall supervise and control all of the business and affairs of the Church. The Chairman shall preside at all meetings of the members and of the Leadership Board. The Chairman may execute any deeds, mortgages, bonds, contracts, or other instruments that the Leadership Board or Members have authorized to be executed. However, the Chairman 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 Leadership Board, these Amended Bylaws, or statute. The Chairman shall perform other duties prescribed by the Leadership Board and all duties incident to the office of Lead Pastor.
 - b. If the Chairman is absent, unable to act, or refuses to act, the Chairman of the Deacon Body will act in place of the Chairman and shall have all the powers and be subject to all the restrictions upon the Chairman.
 - c. In the event the position of Lead Pastor becomes vacant for any reason, a pulpit/pastor search work team shall be nominated and elected as soon as possible by a majority of the voting Members at any regular or special called business meeting.

The pulpit/pastor search work team shall be composed of seven regular Members with two alternates, who shall recommend the selected person to the Members for this position. Any member or the entire pulpit/pastor search work team may be removed upon majority approval of the voting Members attending any regular or special meeting where a quorum is present and called for this purpose. Upon a pulpit/pastor search work team successfully recommending the potential new Lead Pastor to the Deacons and then approval by the Members of the Church of such person as the new Lead Pastor, such pulpit/pastor search work team shall be dissolved.

- d. The Lead Pastor shall be a licensed or ordained minister of the Gospel of Jesus Christ, having received his license or ordination from the Church or from another Baptist church of like faith and order. He shall meet the qualifications set forth in *1 Timothy 3:2-7* and *Titus 1:5-9*. The Members shall consider his spirituality, his missionary zeal, the purity of his doctrine, and his spirit of cooperation. He shall agree without reservation to the doctrinal statement and cabinet of the Church. He shall also agree with the policies and procedures of the Church as stated in these Amended Bylaws. The Lead Pastor shall serve at the pleasure of the Members, and be a Member of the Church or become a Member of the Church upon his or her becoming the Lead Pastor.
- e. As of the Effective Date, Christopher Michael Legg, is the Lead Pastor of the Church. As provided in Section 6.12, below, the Leadership Board shall determine Christopher Michael Legg's salary and benefits thereto. The Lead Pastor is subject to removal, termination and all other provisions of these Amended Bylaws as set forth herein for the Lead Pastor.

6.08. Treasurer. The Treasurer shall be an Executive Pastor of the church and shall provide oversight in these areas:

- a. Have charge of 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 these Amended Bylaws or as directed by the Leadership Board or the Chairman;
- d. Oversee check and other disbursement of 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 Chairman or by the Leadership Board; and
- h. Perform all the duties incident to the office of Treasurer.

6.09. Secretary. The Secretary shall **provide oversight in these areas:**

- a. Give all notices as provided in these Amended Bylaws or as required by law;
- b. Take minutes of the meetings of the Members and of the Leadership Board and keep the minutes as part of the corporate records of the Church;
- c. Maintain custody of the corporate records and of the seal, if any, of the Church;
- d. Affix the seal, if any, of the Church to all documents as authorized;
- e. Keep a register of the mailing address of each Leadership Board members, Officers, Members, Deacons, and employees of the Church; and
- f. Perform duties as assigned by the Chairman or by the Leadership Board.

Perform all duties incident to the office of Secretary.

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

6.11. Executive Level Pastors.

- a. The executive level pastors shall be licensed or ordained ministers of the Gospel of Jesus Christ, having received their licenses or ordination from the Church or from other churches of like faith and order. They shall meet the qualifications set forth in *1 Timothy 3:2-7* and *Titus 1:5-9*. The Leadership Board in hiring any such executive level pastor, shall consider his spirituality, his missionary zeal, the purity of his doctrine, and his spirit of cooperation. He shall agree without reservation to the

doctrinal statement and cabinet of the Church. He shall also agree with the policies and procedures of the Church as stated in these Amended Bylaws. Executive level pastors may be removed (i.e., fired and /or terminated) from office by the Leadership Board upon the recommendation of the Lead Pastor. Executive level pastors must be, or become, a Member upon becoming an executive level pastor.

- b. Each executive level pastor is subject to removal, termination and all other provisions of these Amended Bylaws as set forth herein for executive level pastors, in addition to all the provisions in any employment agreement, employment at will position, employee handbook and/or other agreements governing such executive level pastor.
- c. Each employee that becomes an employee as of the Effective Date is subject to removal, termination and all other provisions of these Amended Bylaws as set forth herein for employees, in addition to all the provisions found in any employment agreement, employment at will position, employee handbook and/or other agreements governing such employee. For avoidance of doubt, each employee, just like any executive level pastor, may be removed (i.e., fired or terminated) of such position by the Leadership Board upon recommendation of the Lead Pastor.

6.12. Salaries. The Chairman's recommendation for the salaries of the Chairman and full-time staff shall be fixed approved by, or in accordance with the directions of, the Leadership Board with only disinterested members being able to consider compensation. The Lead Pastor and all staff members serving on the Leadership Board must be excused from the meeting before considering any compensation for the Lead Pastor and executive level pastors. All salaries shall be reasonable compensation for services rendered or to be rendered to the Church.

6.13. 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 Leadership Board members, as a Board, to enforce payment of each such amount disallowed.

ARTICLE 7 WORK TEAMS

7.01. Establishment of Work Teams.

- a. Throughout these Amended Bylaws, certain work teams have been established.

- b. Church Structure Evaluation Team. A seven (7) member work team will be enlisted to evaluate the Church structure (not personnel) every three years beginning in 2017. The work team will consist of the: (i) Lead Pastor; (ii) one member on the Leadership Board; (iii) two work team chairs; and (iv) three at large members not on the Leadership Board and not work team chairs.

The Leadership Board will be responsible to ensure that this evaluation occurs every three years. If needed, any proposed changes to the structure itself will be presented for action to the Members in its November meeting. Minor changes within the Church structure, such as numbers of people on each body (i.e., Deacon Body and work teams) may be changed with the Leadership Board's approval.

- c. The Leadership Board may adopt a resolution establishing one or more additional work teams, delegating specified authority to a work team, and appointing or removing members of a work team. A work team shall include no more than two Leadership Board members and may include persons who are not Leadership Board members. If the Leadership Board delegates any of its *authority to a work team*, the majority of the work team shall consist of Leadership Board members. The Leadership Board may establish qualifications for membership on a work team. Except as otherwise set forth in these Amended Bylaws, the Leadership Board may delegate to the Chairman its power to appoint and remove members of a work team that has not been delegated any authority of the Leadership Board. The establishment of a work team or the delegation of authority to it shall not relieve the Leadership Board, or any individual Leadership Board member, of any responsibility imposed by these Amended Bylaws or otherwise imposed by law. The term of office, chair, vice chair, notice of meeting, quorum and what consists action of a work team shall be set by the Leadership Board, if not otherwise set forth in these Amended Bylaws.

7.02. Action by Consent of Work Team without Meeting. An action may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of work team members necessary to take that action at a meeting at which all of the work team members are present and voting. The consent must state the date of each work team member's signature. Prompt notice of the taking of an action by work team members without a meeting by less than unanimous written consent shall be given to each work team member who did not consent in writing to the action. Such consent may be given individually or collectively.

7.03. Compensation. Work team members may not receive salaries for their services. The Leadership Board may adopt a resolution providing for payment to work team members of a fixed sum and expenses of attendance, if any, for attendance at each meeting of the work team. A work team member may serve the Church in any other capacity and receive compensation for those services. Any compensation that the Church pays to a work team member shall be commensurate with the services performed and shall be reasonable in amount.

- 7.04. Rules.** Each work team may adopt rules for its own operation not inconsistent with these Amended Bylaws or with rules adopted by the Leadership Board.

ARTICLE 8 TRANSACTIONS OF THE CHURCH

- 8.01. Contracts.** The Leadership Board 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.
- 8.02. Deposits.** All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Leadership Board selects.
- 8.03. Gifts.** The Leadership Board 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.
- 8.04. Loans and Related Parties.** The Church shall not make any loan to a Leadership Board member, employee or officer of the Church.
- 8.05. Affiliated Transactions.** No contract or transaction between the Church and one or more of its Leadership Board members or officers, or between the Church and any other church, partnership or association or other organization in which one or more of its Leadership Board members or officers are Leadership Board members or officers, or have a financial interest, shall be void or voidable solely for this reason, if:
- a. The material facts concerning the financial interests are disclosed to the Leadership Board and the Leadership Board authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Leadership Board members;
 - 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; and
 - c. The interested Leadership Board member that is present may be counted towards a quorum for purposes of voting on the contract or transaction. The interested Leadership Board member may participate in the discussion of the matter, but may not vote.
- 8.06. Prohibited Acts.** As long as the Church is in existence, and except with the prior approval of the Leadership Board no Leadership Board member, officer, or work team member of the Church shall:
- a. Do any act in violation of these Amended 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 the Church, directly or indirectly, for any purpose other than carrying on the business of the Church;
- f. Wrongfully transfer or dispose of the Church property, including intangible property such as goodwill;
- g. Use the name of the Church (or any substantially similar name) or any trademark or trade name adopted by the Church, except on behalf of the Church in the ordinary course of the Church's business; or
- h. Disclose any of the Church business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE 9 BOOKS AND RECORDS

9.01. Required Books and Records. The Church shall keep correct and complete books and records of account. The Leadership Board shall consider having a review performed on the books and records of the Church by an independent certified public accountant on a yearly basis. 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 these Amended Bylaws and any amended versions or amendments to these Amended Bylaws;
- c. Minutes of the proceedings of the Members, the Leadership Board, and work teams having any of the authority of the Leadership Board;
- d. A list of the names and addresses of the Leadership Board members, officers, Members, and any work team members of the Church;
- e. A financial statement showing the assets, liabilities, and net worth of the Church at the end of the three most recent fiscal years;

- f. A financial statement showing the income and expenses of the Church for the three most recent fiscal years;
- g. All rulings, letters, and other documents relating to the Church's federal, state, and local tax status; and
- h. The Church's federal, state, and local information or income tax returns for each of the Church's three most recent tax years.

9.02. Inspection and Copying.

- a. Requests by active Members, Leadership Board members or officers. Any active Member, Leadership Board member or officer of the Church may inspect and receive copies of all books and records of the Church required to be kept by these Amended Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Church and if the person submits a request in writing. Such a person entitled to inspect and copy the Church's books and records may do so. Such a person entitled to inspect the Church's books and records may do so at a reasonable time no later than required by Internal Revenue Service regulation after the Church's receipt of a proper written request.
- b. Requests by the Public. The Internal Revenue Service requires that copies 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, if any. The Church shall maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.
- c. Fees. The Leadership Board may establish reasonable fees for copying the Church's books and records. The fees may cover the cost of materials and labor but may not exceed the Internal Revenue Service guidelines for providing copies.

ARTICLE 10 FISCAL YEAR

- 10.1. Fiscal Year.** The fiscal year of the Church shall commence on January 1 or each year and shall end on December 31 of each year, provided however, that the first fiscal year of the Church shall commence on the filing of the Church's Certificate of Formation with the Office of the Secretary of State of Texas and end on December 31 of such year and the last fiscal year of the Church shall commence on January 1 of such year and end upon the Church filing a Certificate of Termination with the Office of the Secretary of State of Texas.

ARTICLE 11 INDEMNIFICATION

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

- a. The Church shall indemnify a Leadership Board member, officer, work team 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 a Leadership Board member, officer, partner, venturer, proprietor, 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 a Leadership Board member, officer, work team 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 Section 11.01, the Church may indemnify a Leadership Board member, officer, work team 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 Section 11.01.a. above.
- e. Before the final disposition of a proceeding, the Church may pay indemnification expenses permitted by these Amended 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 a 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 these Amended 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.

11.02. 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 Section 11.02.c. below. The Church may make these determinations and decisions by any one of the following procedures:
 - (i) Majority vote of a quorum consisting of Leadership Board members who, at the time of the vote, are not named defendants or respondents in the proceeding;
 - (ii) If such a quorum cannot be obtained, by a majority vote of a group of the Leadership Board, designated to act in the matter by a majority vote of all Leadership Board members, consisting solely of two or more Leadership Board members who at the time of the vote are not named defendants or respondents in the proceeding; or
 - (iii) Determination by special legal counsel selected by the Leadership Board by vote as provided in Section 11.02.a.(i) above or Section 11.02.a.(ii) above, or if such a quorum cannot be obtained and such a group cannot be established, by a majority vote of all Leadership Board members.
- 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 Section 11.02.a.(iii) above, governing the selection of special legal counsel. A provision contained in the Certificate of Formation, these Amended Bylaws, or a resolution of members or the Leadership Board that requires the indemnification permitted by Section 11.01 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 Section 11.02.a. above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for

indemnification under these Amended 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.

ARTICLE 12 NOTICES

- 12.01. Notices.** Any notice required or permitted by these Amended Bylaws to be given to a Leadership Board member, officer, Member or work team member 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 e-mail, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate number or e-mail 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 mail.
- 12.02. 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 these Amended 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.
- 12.03. 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.

ARTICLE 13 SPECIAL PROCEDURES CONCERNING MEETINGS

- 13.01. Meeting by Electronic Means.** The Leadership Board and any work team of the Church may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can communicate with 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 meeting by conference call or other electronic means constitutes presence of that person at the meeting.

ARTICLE 14 AMENDMENTS TO THESE AMENDED BYLAWS

14.01. Amendment to these Amended Bylaws. The Members may alter, amend, or repeal these Amended Bylaws, or enact new bylaws based on the vote and other requirements as set forth in Sections 3.10 above and Section 3.12 above. The notice of any meeting at which these Amended Bylaws are altered, amended, or repealed, or at which new bylaws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE 15 MISCELLANEOUS PROVISIONS

15.01. Legal Authorities Governing Construction of these Amended Bylaws. These Amended Bylaws shall be construed in accordance with the laws of the State of Texas. All references in these Amended 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.

15.02. Legal Construction. If any provision of these Amended Bylaws is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and these Amended Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in these Amended Bylaws.

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

15.04. Gender. Wherever the context requires, all words in these Amended 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.

15.05. Seal. The Leadership Board may provide for a corporate seal.

15.06. 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.

15.07. Other Documents. Many of the Church's procedures and processes for ministry can be found in various handbooks and/or procedural manuals. The Leadership Board may approve any changes to these various handbooks and/or procedural manuals. These handbooks and/or procedural manuals include but are not limited to:

- a. So Love (guideline for protecting and leading children);
- b. Deacon Handbook;
- c. The Church Conflict Handbook;
- d. Employee Handbook;

- e. Document Retention and Destruction Policy (see Written Organizational Consent of the Leadership Board of the Church, the “Initial LB Consent”);
- f. Gift Acceptance Policy (see Initial LB Consent);
- g. Policy on Conflicts of Interest and Disclosure of Certain Interests (see Initial LB Consent);
- h. Whistleblower Policy (see Initial LB Consent); and
- i. Full Accountable Reimbursement Policy (see Initial LB Consent).

15.08 Parties Bound. These Amended Bylaws shall be binding upon and inure to the benefit of the Members, Leadership Board members, officers, work team members, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in these Amended Bylaws.

(Signature page follows)

CERTIFICATE OF SECRETARY

I hereby certify that I am duly elected and acting secretary of the Church and that these Amended Bylaws, comprised of 45 pages which includes Appendix A, constitute the Amended Bylaws of the Church as duly adopted by the Members at a meeting held on April 2, 2017.

DATED:

Secretary of the Church

APPENDIX A

The Baptist Faith and Message as Adopted by the Southern Baptist Convention of 1963 with 1998 Amendment:

The following was adopted by the Southern Baptist Convention on May 9, 1963.

The 1962 session of the Southern Baptist Convention, meeting in San Francisco, California, adopted the following motion.

"Since the report of the Committee on Statement of Baptist Faith and Message was adopted in 1925, there have been various statements from time to time which have been made, but no overall statement which might be helpful at this time as suggested in Section 2 of that report, or introductory statement which might be used as an interpretation of the 1925 Statement.

"We recommend, therefore, that the president of this Convention be requested to call a meeting of the men now serving as presidents of the various state Conventions that would qualify as a member of the Southern Baptist Convention committee under Bylaw 18 to present to the Convention in Kansas City some similar statement which shall serve as information to the churches, and which may serve as guidelines to the various agencies of the Southern Baptist Convention. It is understood that any group or individuals may approach this committee to be of service. The expenses of this committee shall be borne by the Convention Operating Budget."

Your committee thus constituted begs leave to present its report as follows:

Throughout its work your committee has been conscious of the contribution made by the statement of "The Baptist Faith and Message" adopted by the Southern Baptist Convention in 1925. It quotes with approval its affirmation that "Christianity is supernatural in its origin and history. We repudiate every theory of religion which denies the supernatural elements in our faith."

Furthermore, it concurs in the introductory "statement of the historic Baptist conception of the nature and function of confessions of faith in our religious and denominational life." It is, therefore, quoted in full as part of this report to the Convention.

1. "That they constitute a consensus of opinion of some Baptist body, large or small, for the general instruction and guidance of our own people and others concerning those articles of the Christian faith which are most surely held among us. They are not intended to add

anything to the simple conditions of salvation revealed in the New Testament, viz., repentance towards God and faith in Jesus Christ as Savior and Lord.

2. "That we do not regard them as complete statements of our faith, having any quality of finality or infallibility. As in the past so in the future Baptists should hold themselves free to revise their statements of faith as may seem to them wise and expedient at any time.
3. "That any group of Baptists, large or small have the inherent right to draw up for themselves and publish to the world a confession of their faith whenever they may think it advisable to do so.
4. "That the sole authority for faith and practice among Baptists is the Scriptures of the Old and New Testaments. Confessions are only guides in interpretation, having no authority over the conscience.
5. "That they are statements of religious convictions, drawn from the Scriptures, and are not to be used to hamper freedom of thought or investigation in other realms of life."

The 1925 Statement recommended "the New Hampshire Confession of Faith, revised at certain points, and with some additional articles growing out of certain needs . . ." Your present committee has adopted the same pattern. It has sought to build upon the structure of the 1925 Statement, keeping in mind the "certain needs" of our generation. At times it has reproduced sections of the Statement without change. In other instances it has substituted words for clarity or added sentences for emphasis. At certain points it has combined articles, with minor changes in wording, to endeavor to relate certain doctrines to each other. In still others e.g., "God" and "Salvation"-it has sought to bring together certain truths contained throughout the 1925 Statement in order to relate them more clearly and concisely. In no case has it sought to delete from or to add to the basic contents of the 1925 Statement.

Baptists are a people who profess a living faith. This faith is rooted and grounded in Jesus Christ who is "the same yesterday, and today, and for ever." Therefore, the sole authority for faith and practice among Baptists is Jesus Christ whose will is revealed in the Holy Scriptures.

A living faith must experience a growing understanding of truth and must be continually interpreted and related to the needs of each new generation. Throughout their history Baptist bodies, both large and small, have issued statements of faith which comprise a consensus of their beliefs. Such statements have never been regarded as complete, infallible statements of faith, nor as official creeds carrying mandatory authority. Thus this generation of Southern Baptists is in historic succession of intent and purpose as it endeavors to state for its time and theological climate those articles of the Christian faith which are most surely held among us.

Baptists emphasize the soul's competency before God, freedom in religion, and the priesthood of the believer. However, this emphasis should not be interpreted to mean that there is an absence of certain definite doctrines that Baptists believe, cherish, and with which they have been and are now closely identified.

It is the purpose of this statement of faith and message to set forth certain teachings, which we believe.

I. The Scriptures

The Holy Bible was written by men divinely inspired and is the record of God's revelation of Himself to man. It is a perfect treasure of divine instruction. It has God for its author, salvation for its end, and truth, without any mixture of error, for its matter. It reveals the principles by which God judges us; and therefore is, and will remain to the end of the world, the true center of Christian union, and the supreme standard by which all human conduct, creeds, and religious opinions should be tried. The criterion by which the Bible is to be interpreted is Jesus Christ.

[Ex. 24:4; Deut. 4:1-2; 17:19; Josh. 8:34; Psalm 19:7-10; 119:11, 89, 105, 140; Isa. 34:16; 40:8; Jer. 15:16; 36; Matt. 5:17-18; 22:29; Luke 21:33; 24:44-46; John 5:39; 16:13-15; 17:17; Acts 2:16 ff.; 17:11; Rom. 15:4; 16:25-26; 2 Tim. 3:15-17; Heb. 1:1-2; 4:12; 1 Peter 1:25; 2 Peter 1:19-21.](#)

II. God

There is one and only one living and true God. He is an intelligent, spiritual, and personal Being, the Creator, Redeemer, Preserver, and Ruler of the universe. God is infinite in holiness and all other perfections. To Him we owe the highest love, reverence, and obedience. The eternal God reveals Himself to us as Father, Son, and Holy Spirit, with distinct personal attributes, but without division of nature, essence, or being.

A. God the Father

God as Father reigns with providential care over His universe, His creatures, and the flow of the stream of human history according to the purposes of His grace. He is all- powerful, all loving, and all wise. God is Father in truth to those who become children of God through faith in Jesus Christ. He is fatherly in His attitude toward all men.

[Gen. 1:1; 2:7; Ex. 3:14; 6:2-3; 15:11 ff.; 20:1 ff.; Lev. 22:2; Deut. 6:4; 32:6; 1 Chron. 29:10; Psalm 19:1-3; Isa. 43:3, 15; 64:8; Jer. 10:10; 17:13; Matt. 6:9 ff.; 7:11; 23:9; 28:19; Mark 1:9-11; John 4:24; 5:26; 14:6-13; 17:1-8; Acts 1:7; Rom. 8:14-15; 1 Cor. 8:6; Gal. 4:6; Eph. 4:6; Col. 1:15; 1 Tim. 1:17; Heb. 11:6; 12:9; 1 Peter 1:17; 1 John 5:7.](#)

B. God the Son

Christ is the eternal Son of God. In His incarnation as Jesus Christ He was conceived of the Holy Spirit and born of the virgin Mary. Jesus perfectly revealed and did the will of God, taking upon Himself the demands and necessities of human nature and identifying Himself completely with mankind yet without sin. He honored the divine law by His personal obedience, and in His death on the cross He made provision for the redemption of men from sin. He was raised from the dead with a glorified body and appeared to His disciples as the person who was with them before His crucifixion. He ascended into heaven and is now exalted at the right hand of God where He is the One Mediator, partaking of the nature of God and of man, and in whose Person is effected the reconciliation between God and man. He will return in power and glory to judge the world and to consummate His redemptive mission. He now dwells in all believers as the living and ever-present Lord.

[Gen. 18:1 ff.; Psalm 2:7 ff.; 110:1 ff.; Isa. 7:14; 53; Matt. 1:18-23; 3:17; 8:29; 11:27; 14:33; 16:16, 27; 17:5; 27; 28:1-6, 19; Mark 1:1; 3:11; Luke 1:35; 4:41; 22:70; 24:46; John 1:1-18, 29; 10:30, 38; 11:25-27; 12:44-50; 14:7-11; 16:15-16, 28; 17:1-5, 21-22; 20:1-20, 28; Acts 1:9; 2:22-24; 7:55-56; 9:4-5, 20; Rom. 1:3-4; 3:23-26; 5:6-21; 8:1-3, 34; 10:4; 1 Cor. 1:30; 2:2; 8:6; 15:1-8, 24-28; 2 Cor. 5:19-21; Gal. 4:4-5; Eph. 1:20; 3:11; 4:7-10; Phil. 2:5-11; Col. 1:13-22; 2:9; 1 Thess. 4:14-18; 1 Tim. 2:5-6; 3:16; Titus 2:13-14; Heb. 1:1-3; 4:14-15; 7:14-28; 9:12-15, 24-28; 12:2; 13:8; 1 Peter 2:21-25; 3:22; 1 John 1:7-9; 3:2; 4:14-15; 5:9; 2 John 7-9; Rev. 1:13-16; 5:9-14; 12:10-11; 13:8; 19:16.](#)

C. God the Holy Spirit

The Holy Spirit is the Spirit of God. He inspired holy men of old to write the Scriptures. Through illumination He enables men to understand truth. He exalts Christ. He convicts of sin, of righteousness and of judgment. He calls men to the Savior, and effects regeneration. He cultivates Christian character, comforts believers, and bestows the spiritual gifts by which they serve God through His church. He seals the believer unto the day of final redemption. His presence in the Christian is the assurance of God to bring the believer into the fullness of the stature of Christ. He enlightens and empowers the believer and the church in worship, evangelism, and service.

[Gen. 1:2; Judg. 14:6; Job 26:13; Psalm 51:11; 139:7 ff.; Isa. 61:1-3; Joel 2:28-32; Matt. 1:18; 3:16; 4:1; 12:28-32; 28:19; Mark 1:10, 12; Luke 1:35; 4:1, 18-19; 11:13; 12:12; 24:49; John 4:24; 14:16-17, 26; 15:26; 16:7-14; Acts 1:8; 2:1-4, 38; 4:31; 5:3; 6:3; 7:55; 8:17, 39; 10:44; 13:2; 15:28; 16:6; 19:1-6; Rom. 8:9-11, 14-16, 26-27; 1 Cor. 2:10-14; 3:16; 12:3-11; Gal. 4:6; Eph. 1:13-14; 4:30; 5:18; 1 Thess. 5:19; 1 Tim. 3:16; 4:1; 2 Tim. 1:14; 3:16; Heb. 9:8, 14; 2 Peter 1:21; 1 John 4:13; 5:6-7; Rev. 1:10; 22:17.](#)

III. Man

Man was created by the special act of God, in His own image, and is the crowning work of His creation. In the beginning man was innocent of sin and was endowed by His Creator with freedom of choice. By his free choice man sinned against God and brought sin into the human race. Through the temptation of Satan man transgressed the command of God, and fell from his original innocence; whereby his posterity inherit a nature and an environment inclined toward sin, and as soon as they are capable of moral action become transgressors and are under condemnation. Only the grace of God can bring man into His holy fellowship and enable man to fulfill the creative purpose of God. The sacredness of human personality is evident in that God

created man in His own image, and in that Christ died for man; therefore every man possesses dignity and is worthy of respect and Christian love.

[Gen. 1:26-30; 2:5, 7, 18-22; 3; 9:6; Psalm 1; 8:3-6; 32:1-5; 51:5; Isa. 6:5; Jer. 17:5; Matt. 16:26; Acts 17:26-31; Rom. 1:19-32; 3:10-18, 23; 5:6, 12, 19; 6:6; 7:14-25; 8:14-18, 29; 1 Cor. 1:21-31; 15:19, 21-22; Eph. 2:1-22; Col. 1:21-22; 3:9-11.](#)

IV. Salvation

Salvation involves the redemption of the whole man, and is offered freely to all who accept Jesus Christ as Lord and Savior, who by His own blood obtained eternal redemption for the believer. In its broadest sense salvation includes regeneration, sanctification, and glorification.

- A. Regeneration, or the new birth, is a work of God's grace whereby believers become new creatures in Christ Jesus. It is a change of heart wrought by the Holy Spirit through conviction of sin, to which the sinner responds in repentance toward God and faith in the Lord Jesus Christ. Repentance and faith are inseparable experiences of grace. Repentance is a genuine turning from sin toward God. Faith is the acceptance of Jesus Christ and commitment of the entire personality to Him as Lord and Savior. Justification is God's gracious and full acquittal upon principles of His righteousness of all sinners who repent and believe in Christ. Justification brings the believer into a relationship of peace and favor with God.
- B. Sanctification is the experience, beginning in regeneration, by which the believer is set apart to God's purposes, and is enabled to progress toward moral and spiritual perfection through the presence and power of the Holy Spirit dwelling in him. Growth in grace should continue throughout the regenerate person's life.
- C. Glorification is the culmination of salvation and is the final blessed and abiding state of the redeemed.

[Gen. 3:15; Ex. 3:14-17; 6:2-8; Matt. 1:21; 4:17; 16:21-26; 27:22 to 28:6; Luke 1:68-69; 2:28-32; John 1:11-14, 29; 3:3-21, 36; 5:24; 10:9, 28-29; 15:1-16; 17:17; Acts 2:21; 4:12; 15:11; 16:30-31; 17:30-31; 20:32; Rom. 1:16-18; 2:4; 3:23-25; 4:3 ff.; 5:8-10; 6:1-23; 8:1-18, 29-39; 10:9-10, 13; 13:11-14; 1 Cor. 1:18, 30; 6:19-20; 15:10; 2 Cor. 5:17-20; Gal. 2:20; 3:13; 5:22-25; 6:15; Eph. 1:7; 2:8-22; 4:11-16; Phil. 2:12-13; Col. 1:9-22; 3:1 ff.; 1 Thess. 5:23-24; 2 Tim. 1:12; Titus 2:11-14; Heb. 2:1-3; 5:8-9; 9:24-28; 11:1 to 12:8, 14; James 2:14-26; 1 Peter 1:2-23; 1 John 1:6 to 2:11; Rev. 3:20; 21:1 to 22:5.](#)

V. God's Purpose of Grace

Election is the gracious purpose of God, according to which He regenerates, sanctifies, and glorifies sinners. It is consistent with the free agency of man, and comprehends all the means in connection with the end. It is a glorious display of God's sovereign goodness, and is infinitely wise, holy, and unchangeable. It excludes boasting and promotes humility. All true believers endure to the end. Those whom God has accepted in Christ, and sanctified by His Spirit, will never fall away from the State of grace, but shall persevere to the end. Believers may fall into sin through neglect and temptation, whereby they grieve the Spirit, impair their graces and comforts, bring reproach on the cause of Christ, and temporal judgments on themselves, yet they shall be kept by the power of God through faith unto salvation.

[Gen. 12:1-3](#); [Ex. 19:5-8](#); [1 Sam. 8:4-7, 19-22](#); [Isa. 5:1-7](#); [Jer. 31:31 ff.](#); [Matt. 16:18-19](#); [21:28-45](#); [24:22, 31](#); [25:34](#); [Luke 1:68-79](#); [2:29-32](#); [19:41-44](#); [24:44-48](#); [John 1:12-14](#); [3:16](#); [5:24](#); [6:44-45, 65](#); [10:27-29](#); [15:16](#); [17:6, 12, 17-18](#); [Acts 20:32](#); [Rom. 5:9-10](#); [8:28-39](#); [10:12-15](#); [11:5-7, 26-36](#); [1 Cor. 1:1-2](#); [15:24-28](#); [Eph. 1:4-23](#); [2:1-10](#); [3:1-11](#); [Col. 1:12-14](#); [2 Thess. 2:13-14](#); [2 Tim. 1:12](#); [2:10, 19](#); [Heb. 11:39 to 12:2](#); [1 Peter 1:2-5, 13](#); [2:4-10](#); [1 John 1:7-9](#); [2:19](#); [3:2](#).

VI. The Church

A New Testament church of the Lord Jesus Christ is a local body of baptized believers who are associated by covenant in the faith and fellowship of the gospel, observing the two ordinances of Christ, committed to His teachings, exercising the gifts, rights, and privileges invested in them by His Word, and seeking to extend the gospel to the ends of the earth. This church is an autonomous body, operating through democratic processes under the Lordship of Jesus Christ. In such a congregation members are equally responsible. Its Scriptural officers are pastors and deacons. The New Testament speaks also of the church as the body of Christ, which includes all of the redeemed of all the ages.

[Matt. 16:15-19](#); [18:15-20](#); [Acts 2:41-42, 47](#); [5:11-14](#); [6:3-6](#); [13:1-3](#); [14:23, 27](#); [15:1-30](#); [16:5](#); [20:28](#); [Rom. 1:7](#); [1 Cor. 1:2](#); [3:16](#); [5:4-5](#); [7:17](#); [9:13-14](#); [12](#); [Eph. 1:22-23](#); [2:19-22](#); [3:8-11, 21](#); [5:22-32](#); [Phil. 1:1](#); [Col. 1:18](#); [1 Tim. 3:1-15](#); [4:14](#); [1 Peter 5:1-4](#); [Rev. 2-3](#); [21:2-3](#).

VII. Baptism and the Lord's Supper

Christian baptism is the immersion of a believer in water in the name of the Father, the Son, and the Holy Spirit. It is an act of obedience symbolizing the believer's faith in a crucified, buried, and risen Savior, the believer's death to sin, the burial of the old life, and the resurrection to walk in newness of life in Christ Jesus. It is a testimony to his faith in the final resurrection of the dead. Being a church ordinance, it is prerequisite to the privileges of church membership and to the Lord's Supper. The Lord's Supper is a symbolic act of obedience whereby members of the church, through partaking of the bread and the fruit of the vine, memorialize the death of the

Redeemer and anticipate His second coming.

[Matt. 3:13-17; 26:26-30; 28:19-20; Mark 1:9-11; 14:22-26; Luke 3:21-22; 22:19-20; John 3:23; Acts 2:41-42; 8:35-39; 16:30-33; Acts 20:7; Rom. 6:3-5; 1 Cor. 10:16, 21; 11:23-29; Col. 2:12.](#)

VIII. The Lord's Day

The first day of the week is the Lord's Day. It is a Christian institution for regular observance. It commemorates the resurrection of Christ from the dead and should be employed in exercises of worship and spiritual devotion, both public and private, and by refraining from worldly amusements, and resting from secular employments, work of necessity and mercy only being excepted.

[Ex. 20:8-11; Matt. 12:1-12; 28:1 ff.; Mark 2:27-28; 16:1-7; Luke 24:1-3, 33-36; John 4:21-24; 20:1, 19-28; Acts 20:7; 1 Cor. 16:1-2; Col. 2:16; 3:16; Rev. 1:10.](#)

IX. The Kingdom

The Kingdom of God includes both His general sovereignty over the universe and His particular kingship over men who willfully acknowledge Him as King. Particularly the Kingdom is the realm of salvation into which men enter by trustful, childlike commitment to Jesus Christ. Christians ought to pray and to labor that the Kingdom may come and God's will be done on earth. The full consummation of the Kingdom awaits the return of Jesus Christ and the end of this age.

[Gen. 1:1; Isa. 9:6-7; Jer. 23:5-6; Matt. 3:2; 4:8-10, 23; 12:25-28; 13:1-52; 25:31-46; 26:29; Mark 1:14-15; 9:1; Luke 4:43; 8:1; 9:2; 12:31-32; 17:20-21; 23:42; John 3:3; 18:36; Acts 1:6-7; 17:22-31; Rom. 5:17; 8:19; 1 Cor. 15:24-28; Col. 1:13; Heb. 11:10, 16; 12:28; 1 Peter 2:4-10; 4:13; Rev. 1:6, 9; 5:10; 11:15; 21-22.](#)

X. Last Things

God, in His own time and in His own way, will bring the world to its appropriate end. According to His promise, Jesus Christ will return personally and visibly in glory to the earth; the dead will be raised; and Christ will judge all men in righteousness. The unrighteous will be consigned to Hell, the place of everlasting punishment. The righteous in their resurrected and glorified bodies will receive their reward and will dwell forever in Heaven with the Lord.

[Isa. 2:4; 11:9; Matt. 16:27; 18:8-9; 19:28; 24:27, 30, 36, 44; 25:31-46; 26:64; Mark 8:38; 9:43-48; Luke 12:40, 48; 16:19-26; 17:22-37; 21:27-28; John 14:1-3; Acts 1:11; 17:31; Rom. 14:10; 1 Cor. 4:5; 15:24-28, 35-58; 2 Cor. 5:10; Phil. 3:20-21; Col. 1:5; 3:4; 1 Thess. 4:14-18; 5:1 ff.; 2 Thess. 1:7 ff.; 2; 1 Tim. 6:14; 2 Tim. 4:1, 8; Titus 2:13; Heb. 9:27-28; James 5:8; 2 Peter 3:7 ff.; 1 John 2:28; 3:2; Jude 14; Rev. 1:18; 3:11; 20 to 22:13.](#)

XI. Evangelism and Missions

It is the duty and privilege of every follower of Christ and of every church of the Lord Jesus Christ to endeavor to make disciples of all nations. The new birth of man's spirit by God's Holy Spirit means the birth of love for others. Missionary effort on the part of all rests thus upon a spiritual necessity of the regenerate life, and is expressly and repeatedly commanded in the teachings of Christ. It is the duty of every child of God to seek constantly to win the lost to Christ by personal effort and by all other methods in harmony with the gospel of Christ.

[Gen. 12:1-3](#); [Ex. 19:5-6](#); [Isa. 6:1-8](#); [Matt. 9:37-38](#); [10:5-15](#); [13:18-30](#), [37-43](#); [16:19](#); [22:9-10](#); [24:14](#); [28:18-20](#); [Luke 10:1-18](#); [24:46-53](#); [John 14:11-12](#); [15:7-8](#), [16](#); [17:15](#); [20:21](#); [Acts 1:8](#); [2](#); [8:26-40](#); [10:42-48](#); [13:2-3](#); [Rom. 10:13-15](#); [Eph. 3:1-11](#); [1 Thess. 1:8](#); [2 Tim. 4:5](#); [Heb. 2:1-3](#); [11:39 to 12:2](#); [1 Peter 2:4-10](#); [Rev. 22:17](#).

XII. Education

The cause of education in the Kingdom of Christ is co-ordinate with the causes of missions and general benevolence, and should receive along with these the liberal support of the churches. An adequate system of Christian schools is necessary to a complete spiritual program for Christ's people. In Christian education there should be a proper balance between academic freedom and academic responsibility. Freedom in any orderly relationship of human life is always limited and never absolute. The freedom of a teacher in a Christian school, college, or seminary is limited by the pre-eminence of Jesus Christ, by the authoritative nature of the Scriptures, and by the distinct purpose for which the school exists.

[Deut. 4:1](#), [5](#), [9](#), [14](#); [6:1-10](#); [31:12-13](#); [Neh. 8:1-8](#); [Job 28:28](#); [Psalm 19:7 ff.](#); [119:11](#); [Prov. 3:13 ff.](#); [4:1-10](#); [8:1-7](#), [11](#); [15:14](#); [Eccl. 7:19](#); [Matt. 5:2](#); [7:24 ff.](#); [28:19-20](#); [Luke 2:40](#); [1 Cor. 1:18-31](#); [Eph. 4:11-16](#); [Phil. 4:8](#); [Col. 2:3](#), [8-9](#); [1 Tim. 1:3-7](#); [2 Tim. 2:15](#); [3:14-17](#); [Heb. 5:12 to 6:3](#); [James 1:5](#); [3:17](#).

XIII. Stewardship

God is the source of all blessings, temporal and spiritual; all that we have and are we owe to Him. Christians have a spiritual debtorship to the whole world, a holy trusteeship in the gospel, and a binding stewardship in their possessions. They are therefore under obligation to serve Him with their time, talents, and material possessions; and should recognize all these as entrusted to them to use for the glory of God and for helping others. According to the Scriptures, Christians should contribute of their means cheerfully, regularly, systematically, proportionately, and liberally for the advancement of the Redeemer's cause on earth.

[Gen. 14:20](#); [Lev. 27:30-32](#); [Deut. 8:18](#); [Mal. 3:8-12](#); [Matt. 6:1-4](#), [19-21](#); [19:21](#); [23:23](#); [25:14-29](#); [Luke 12:16-21](#), [42](#); [16:1-13](#); [Acts 2:44-47](#); [5:1-11](#); [17:24-25](#);

[20:35; Rom. 6:6-22; 12:1-2; 1 Cor. 4:1-2; 6:19-20; 12; 16:1-4; 2 Cor. 8-9; 12:15; Phil. 4:10-19; 1 Peter 1:18-19.](#)

XIV. Cooperation

Christ's people should, as occasion requires, organize such associations and conventions as may best secure cooperation for the great objects of the Kingdom of God. Such organizations have no authority over one another or over the churches. They are voluntary and advisory bodies designed to elicit, combine, and direct the energies of our people in the most effective manner. Members of New Testament churches should cooperate with one another in carrying forward the missionary, educational, and benevolent ministries for the extension of Christ's Kingdom. Christian unity in the New Testament sense is spiritual harmony and voluntary cooperation for common ends by various groups of Christ's people. Cooperation is desirable between the various Christian denominations, when the end to be attained is itself justified, and when such cooperation involves no violation of conscience or compromise of loyalty to Christ and His Word as revealed in the New Testament.

[Ex. 17:12; 18:17 ff.; Judg. 7:21; Ezra 1:3-4; 2:68-69; 5:14-15; Neh. 4; 8:1-5; Matt. 10:5-15; 20:1-16; 22:1-10; 28:19-20; Mark 2:3; Luke 10:1 ff.; Acts 1:13-14; 2:1 ff.; 4:31-37; 13:2-3; 15:1-35; 1 Cor. 1:10-17; 3:5-15; 12; 2 Cor. 8-9; Gal. 1:6-10; Eph. 4:1-16; Phil. 1:15-18.](#)

XV. The Christian and the Social Order

Every Christian is under obligation to seek to make the will of Christ supreme in his own life and in human society. Means and methods used for the improvement of society and the establishment of righteousness among men can be truly and permanently helpful only when they are rooted in the regeneration of the individual by the saving grace of God in Christ Jesus. The Christian should oppose, in the spirit of Christ, every form of greed, selfishness, and vice. He should work to provide for the orphaned, the needy, the aged, the helpless, and the sick. Every Christian should seek to bring industry, government, and society as a whole under the sway of the principles of righteousness, truth, and brotherly love. In order to promote these ends Christians should be ready to work with all men of good will in any good cause, always being careful to act in the spirit of love without compromising their loyalty to Christ and His truth.

[Ex. 20:3-17; Lev. 6:2-5; Deut. 10:12; 27:17; Psalm 101:5; Mic. 6:8; Zech. 8:16; Matt. 5:13-16, 43-48; 22:36-40; 25:35; Mark 1:29-34; 2:3 ff.; 10:21; Luke 4:18-21; 10:27-37; 20:25; John 15:12; 17:15; Rom. 12; 13; 14; 1 Cor. 5:9-10; 6:1-7; 7:20-24; 10:23 ff.; 11:1; Gal. 3:26-28; Eph. 6:5-9; Col. 3:12-17; 1 Thess. 3:12; Philemon; James 1:27; 2:8.](#)

XVI. Peace and War

It is the duty of Christians to seek peace with all men on principles of righteousness. In accordance with the spirit and teachings of Christ they should do all in their power to put and end to war. The true remedy for the war spirit is the gospel of our Lord. The supreme need of the world is the acceptance of His teachings in all the affairs of men and nations, and the practical application of His law of love.

[Isa. 2:4](#); [Matt. 5:9, 38-48; 6:33; 26:52](#); [Luke 22:36, 38](#); [Rom. 12:18-19; 13:1-7; 14:19](#); [Heb. 12:14](#); [James 4:1-2](#).

XVII. Religious Liberty

God alone is Lord of the conscience, and He has left it free from the doctrines and commandments of men, which are contrary to His Word or not contained in it. Church and state should be separate. The state owes to every church protection and full freedom in the pursuit of its spiritual ends. In providing for such freedom no ecclesiastical group or denomination should be favored by the state more than others. Civil government being ordained of God, it is the duty of Christians to render loyal obedience thereto in all things not contrary to the revealed will of God. The church should not resort to the civil power to carry on its work. The gospel of Christ contemplates spiritual means alone for the pursuit of its ends. The state has no right to impose penalties for religious opinions of any kind. The state has no right to impose taxes for the support of any form of religion. A free church in a free state is the Christian ideal, and this implies the right of free and unhindered access to God on the part of all men, and the right to form and propagate opinions in the sphere of religion without interference by the civil power.

[Gen. 1:27; 2:7](#); [Matt. 6:6-7, 24; 16:26; 22:21](#); [John 8:36](#); [Acts 4:19-20](#); [Rom. 6:1-2; 13:1-7](#); [Gal. 5:1, 13](#); [Phil. 3:20](#); [1 Tim. 2:1-2](#); [James 4:12](#); [1 Peter 2:12-17; 3:11-17; 4:12-19](#).

XVIII. The Family [The following was adopted by the Southern Baptist Convention on June 9, 1998.]

God has ordained the family as the foundational institution of human society. It is composed of persons related to one another by marriage, blood or adoption.

Marriage is the uniting of one man and one woman in covenant commitment for a lifetime. 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, the channel for sexual expression according to biblical standards, and the means for procreation of the human race.

The husband and wife are of equal worth before God, since both are created in God's image. The marriage relationship models the way God relates to His people. A husband is to love his wife as Christ loved the church. He has the God-given responsibility to provide for, to protect, and to lead his family. A wife is to submit

herself graciously to the servant leadership of her husband even as the church willingly submits to the headship of Christ. She, being in the image of God as is her husband and thus equal to him, has the God-given responsibility to respect her husband and to serve as his helper in managing the household and nurturing the next generation.

Children, from the moment of conception, are a blessing and heritage from the Lord. Parents are to demonstrate to their children God's pattern for marriage. Parents are to teach their children spiritual and moral values and to lead them, through consistent lifestyle example and loving discipline, to make choices based on biblical truth. Children are to honor and obey their parents.

[Gen. 1:26-28; 2:18-25; 3:1-20; Ex. 20:12; Deut 6:4-9; Josh 24:15; 1 Sam. 1:26-28; Ps. 51:5; 78:1-8; 127; 128; 139:13-16; Prov. 1:8; 5:15-20; 6:20-22; 12:4; 13:24; 14:1; 17:6; 18:22; 22:6, 15; 23:13-14; 24:3; 29:15, 17; 31:10-31; Eccl. 4:9-12; 9:9; Mal. 2:14-16; Matt. 5:31-32; 18:2-5; 19:3-9; Mark 10:6-12; Rom. 1:18-32; 1 Cor. 7:1-16; Eph. 5:21-33; 6:1-4; Col. 3:18-21; 1 Tim. 5:8, 14; 2 Tim. 1:3-5; Titus 2:3-5; Heb. 13:4; 1 Pet. 3:1-7.](#)