

First Baptist Church of Academy Bylaws

Preamble

We declare and establish these bylaws to preserve and secure the principles of our faith and to govern the body in an orderly manner. These bylaws will preserve the liberties of each individual church member and the freedom of action of this body in relation to other churches.

I. Name

This body shall be known as the First Baptist Church of Academy, located on 304 North Highway 95 Little River Academy, Texas 76554 (the "Church"). The Church was duly incorporated under the laws of the State of Texas as of February, 1991. First Baptist Church of Academy is a non-profit religious corporation under the laws of the state of Texas and is organized under the Texas Business Organization Code. Federal tax exemption is granted under Internal Revenue Code 501(c)(3).

II. Objectives

To be a dynamic spiritual organism empowered by the Holy Spirit to share Christ with as many people as possible in our Church, community, and throughout the world.

To be a worshipping fellowship, experiencing the presence of God, recognizing His person, and responding in obedience to His leadership.

To experience an increasingly meaningful fellowship with God and fellow believers.

To help people experience a growing knowledge of God and man.

To be a church which ministers unselfishly to all persons in the community and the world in Jesus' name.

To be a church whose purpose is to be Christlike in our daily living by emphasizing total commitment of life, personality, and possessions to the Lordship of Christ.

III. Statements of Faith

We affirm the Holy Bible as the inspired Word of God and the basis for our beliefs and practices. The Church affirms The Baptist Faith and Message as adopted by the Southern Baptist Convention in 2000, Chicago Statement on Biblical Inerrancy, The Danvers Statement (Biblical Manhood and Womanhood), and the Nashville Statement (Biblical Sexuality).

IV. Church Covenant

As individuals who are followers of Jesus Christ:

- We profess to believe that Jesus Christ is the Son of God and is both Lord and Savior. Romans 10:9-10

- We have obeyed the Lord by being baptized by immersion after receiving Jesus as Lord and Savior. Acts 2:37-41: 8:35-39
- We recognize the Bible as the Word of God, with it being the final authority on all matters of life and godliness. 2 Timothy 3:16
- We acknowledge that we are to obey the commands of Jesus as summed up in the Great Commandment to love the Lord with all of our heart, soul, and mind and to love our neighbors as ourselves. We also seek to obey the Great Commission to make disciples of all the nations; baptize them in the name of the Father, the Son, and the Holy Spirit; and teach them to observe all that He commanded. Matthew 22:37-40; 28:18-20
- We agree with First Baptist Church of Academy's *Statements of Faith*. (Article III, herein)
- We joyfully and willfully choose to commit to a covenant relationship with one another as members of First Baptist Church of Academy.

As Covenant Members (hereinafter defined as "Members") who desire to live out the Great Commandment and the Great Commission, we will seek to:

Love God by faithfully striving to:

- Worship the Lord individually, with family, and with the Church body. Hebrews 10:24-25
- Serve the Lord with the finances, resources, talents, and gifts He has provided. Romans 12
- Grow in holiness by surrendering daily to the Lordship of Christ, the Word of God and the Holy Spirit. 2 Corinthians 7:1

Love people by faithfully striving to:

- Nurture and care for the well-being of others. Ephesians 5:22-6:4
- Share the Gospel with those who are not following Christ. 1 Peter 3:15
- Grow in Christ-honoring personal relationships within the Church body. Acts 2:42
- Demonstrate biblical grace, forgiveness, and correction towards fellow believers who have committed sinful offenses, with the purpose of repentance and reconciliation. Matthew 18:15-20
Ephesians 4:32
- Walk in a manner worthy of the Lord, being careful to set an example such that others are not caused to stumble into sin or waiver in faith. Philippians 3:17-18
Romans 14

Make disciples of all nations by faithfully striving to:

- Learn how to share the Gospel with others and teach them to do the same. 1 Peter 3:15
Romans 10:14
- Build healthy disciple-making relationships that can reproduce to make more disciples. Matthew 28:19-20
- Learn, pray, go, send, welcome, and mobilize disciples to support the spread of the Gospel to our community, state, nation, and world. Romans 10:15
- Continue to make disciples by joining another evangelical Christian church should I move away from the Church. Hebrews 10:25

V. Polity and Relationships

The government of the Church is vested in the body of believers (known as the Members) who compose it. Persons duly received by the Members shall constitute the Membership.

All internal groups created and empowered by the Church shall report to and be accountable only to the Church, unless otherwise specified by Church action.

The Church is subject to the control of no other ecclesiastical body, but it recognizes and sustains the obligations of mutual counsel and cooperation which are common among Baptist churches. Insofar as is practical, the Church will cooperate with and support the United Baptist Association of Texas, Southern Baptists of Texas Convention, and the Southern Baptist Convention.

VI. Church Membership

Section 1. General

This is a sovereign and democratic Baptist church under the Lordship of Jesus Christ. The Membership retains unto itself the exclusive right of self-government in all phases of the spiritual and temporal life of the Church.

The Membership reserves the exclusive right to determine who shall be Members of the Church and the conditions of such Membership.

The Membership of the Church shall be those whose names are duly inscribed on the Church rolls as maintained by the Church clerk.

Section 2. Candidacy For Membership

Any person may offer himself as a candidate for Membership in the Church, and shall be herein referred to as a "Member in any of the following ways:

1. By profession of faith and for immersion baptism according to the policies of the Church.
2. By promise of a letter of recommendation from another Baptist church of like faith and practice, within the discretion of the Pastor.
3. By statement of prior conversion experience and immersion baptism following conversion when no letter is obtainable.

Section 3. Process to Finalize Membership

Before a candidate can become a Member, they must, in no particular order:

1. Complete a membership class at First Baptist Church of Academy,
2. Agree with and affirm the covenant set forth in Article IV. Church Covenant, herein,
and
3. Attend an informal interview with a pastor or deacon of the Church.

All such candidates for Membership shall be presented to the Church at any regular Church service or meeting. A candidate becomes a Member following presentation to the Church. Should there be any dissent as to any candidate, the dissenter, the candidate, a

deacon, and the pastor shall meet to resolve the difference and make a recommendation to the Church within 30 days if deemed necessary to do so.

Section 4. Rights of Members

1. Every Member of the Church is entitled to vote at all elections and on all questions submitted to the Church in conference, provided the Member is present.
2. Every Member of the Church is eligible for consideration by the Membership as candidates for elective officers, committees, and teams in the Church.
3. Every Member of the Church may participate in the ordinances of the Church as administered by the Church.

Section 5. Termination of Membership

Membership shall be terminated in the following ways:

1. Death of the Member;
2. Granting by the Church of letter of good standing to another Baptist church;
3. Exclusion by action of the Church; or
4. Erasure upon written request or upon a Member's rejection of repeated attempts (see below) to reconcile a Member who is no longer regularly participating in the fellowship of the Church.

Steps to be taken to reconcile a Member who is no longer regularly participating in the fellowship of the Church:

- a. Small group leaders and deacons will seek to contact Members who have been observed to be absent over multiple consecutive weeks to determine the Member's circumstances and encourage them to attend the next gathering.
- b. With the goal of faithfulness to the Lord and His church, if the Member takes no action with regard to small group leader and deacon's encouragement to return to regular fellowship, a pastor will seek to contact the member in hopes to resolve any issue of concern regarding the absence from the fellowship.
- c. Over the next several months, multiple attempts will be made to encourage the Member, however if the Member continues to be absent from regularly participating in the fellowship of the Church and there is no valid reason given for not regularly attending (such as extended sickness, homebound, nursing home, away for college, military deployment, employment conflict, etc.), then after 6 months of not regularly participating, the Member will be automatically erased from the Membership roll but will be welcome to become a Member again through our stated membership process (see sections 2 & 3 above).

Section 6. Discipline of Members

It is the desire of the Church to encourage Members to grow to be more like Christ continually. Part of this growth process is to learn self-control and self-discipline in community with like-minded believers. Such groups encourage sharing and learning to overcome sin struggles. This is *formative* discipline; it is encouraged in Titus 2:1-8 and James 5:16 and preferred by the Church. Additionally, the pastor, other Members of the Church staff, and deacons are available for counsel and guidance.

However, *corrective* discipline and action may become necessary for the safety and health of the Church and its Members. It will be the practice of the Church to approach discipline of Members in accordance with the guidelines of Scripture found in Matthew 18, 1 Corinthians 5, and 2 Corinthians 2. While recognizing that each situation is unique, reasonable measures will be taken to assist any troubled Member. The attitude of Members toward one another should be guided by a concern for redemption rather than punishment. Should some serious condition exist which would cause a Member to become a liability to the general welfare of the Church, the following general guideline will be used, when safe and appropriate, to govern disciplinary procedures:

1. Should there be a dispute, problem, or offense, the Member who is offended or observes a problem should speak with the offender in an attempt to resolve the situation.
2. Should the offender continue to refuse to repent, the offended should bring the matter to the pastor and/or deacon, without telling any of the details of the offense. Together the offended and two or three Church leaders will go to the offender in an attempt to resolve the situation by allowing the offended to state their case in the presence of the offender followed by the offender being given an opportunity to respond in the presence of the offended. The two or three witnesses present should seek to resolve the offense by speaking truth for the purposes of reconciliation. Should the Church leaders recognize the offense as criminal activity, the Church leaders are required to report the actions to the proper civil authorities.
3. Should the offender again refuse to repent, and the two or three witnesses have determined the offense is true, the matter will be brought before the deacons and staff representing the Church. The offender and the offended will both be given an opportunity to state their case before the deacons and staff. The deacons and staff present should seek to resolve the offense by speaking truth for the purposes of reconciliation. Should the Church leaders recognize the offense as criminal activity, the Church leaders are required to report the actions to the proper civil authorities.
4. Should the offender continue to refuse to repent, the deacons and staff representing the Church will take action to remove/exclude the offender from Membership. Church Membership will be notified of this exclusion and the Member's name will be removed from the Church roll.
5. After Membership status has been removed, the excluded person will be allowed to attend Church services, however Members are encouraged to follow 1 Corinthians 5:9, and break fellowship with the offender (treat them as an unbeliever who needs salvation) until the offender has been restored to the Church. The offender will not

be allowed to receive the Lord's Supper until they have been restored to Membership (Section 2, herein).

6. In extreme cases with legal or safety concerns, the offender will not be allowed to attend services or events conducted by the Church. A certified letter will be delivered to the offender in such case.

Section 7. Restoring Disciplined Members

Restoring a person to God and the Church is the goal of corrective discipline. A person, who has been disciplined and removed from Membership, may be restored to Member status upon completing the restoration process.

1. Request restoration.
2. Meet with the pastor, staff, and deacons along with the offended.
3. Demonstrate repentance and reformation.
4. In cases where the repentant offender has not been allowed to attend services/events due to legal and safety concerns all parties involved and the pastor/deacons will review all the information to determine the appropriate course of action.
5. Make amends when/where appropriate and possible.
6. Finally, complete the process set in Section 3 of Church Membership in order to be restored to Membership.

VII. Church Officers, Committees and Teams

All who serve as officers of the Church and those who serve on Church committees or in any other elected capacity must be Members of the Church.

Section 1. Church Officers

The officers of the Church shall be the pastor, the Church staff, the deacons, a moderator, a clerk, a treasurer, and the trustees.

1. The **pastor** is responsible for leading the Church to function as a New Testament church. The pastor will lead the congregation, the organizations, and the Church staff to perform their tasks. He shall fulfill the requirements of Scripture as found in Acts 6:4, 1 Timothy 3 and Titus 2.

First, and foremost, the pastor will devote himself to prayer and the ministry of the Word. The pastor is leader of pastoral ministries in the Church. As such he works with Members, deacons and Church staff to: a) lead the Church in the achievement of its mission; b) proclaim the gospel to believers and unbelievers; and c) care for the Church's Members and other persons in the community.

A pastor shall be chosen and called by the Church whenever a vacancy occurs. The election shall take place at a meeting called for that purpose, of which at least one week's public notice has been given. This vote of the Church body shall also

establish initial salary and benefits as recommended by the Personnel Committee working in conjunction with the Budget and Finance Committee.

A pastor search committee shall be elected by the Church at a meeting called for that purpose to seek out a suitable pastor, and its recommendations will constitute a nomination. Any Member has the privilege of recommending to the committee a nomination according to the policy established by the Church. This committee shall bring to the consideration of the Church only one name at a time. Election shall be by secret ballot, an affirmative vote of three-fourths of those present being necessary for a choice. The pastor, thus elected, shall serve until the relationship is terminated by his request or the Church's request. He shall preside at meetings of the Church, and if so designated may serve as moderator in all business meetings in keeping with the rules of order authorized in these bylaws.

The pastor may relinquish the office as pastor by giving at least two weeks' notice to the Church at the time of resignation. The Church may declare the office of pastor to be vacant. Such action shall take place at a meeting called for that purpose, of which at least one week's public notice has been given. The meeting may be called upon the recommendation of a majority of the personnel committee and the deacons or by written petition signed by not less than one-fourth of the Members. The moderator for this meeting shall be designated by the Members present by majority vote, and he shall be someone other than the pastor. The vote to declare the office vacant shall be by secret ballot; an affirmative vote of two-thirds of the Members present being necessary to declare the office vacant. Except in instances of gross misconduct by the pastor so excluded from office, the Church will compensate the pastor with not less than one-twelfth of his total annual compensation. The termination shall be immediate and the compensation shall be rendered in not more than thirty days.

2. The **ministerial staff** shall be called and employed as the Church determines the need for such offices. First, and foremost, the ministerial staff will devote himself to prayer and the ministry of the Word. A job description shall be written when the need for a staff member is determined. Those staff members of whom the Church requires evidence of a personal call of God to minister shall be recommended to the Church by the personnel committee and called by Church action. Election shall be by secret ballot, an affirmative vote of three-fourths of those present being necessary for a choice. At the time of resignation at least two weeks' notice shall be given to the Church. The Church may vote, by a two-thirds affirmative vote, to vacate such positions upon recommendation of the personnel committee, such termination being immediate and the compensation conditions being the same as for the pastor, except that the amount shall relate to the individual's compensation.

Non-ministerial staff members shall be employed as the Church determines the need for their services, and shall be considered at-will employment. The Church personnel committee shall have the authority to recommend to the Church to

employ and to terminate services of non-ministerial staff members. Such employment and termination of services shall be with the recommendation of the supervising ministerial staff member and, as appropriate, with the consultation of related committees of the Church.

3. New **deacon** candidates will be recommended by the active deacons to the Church after first discerning the candidate is qualified and willing to serve. Election shall be by secret ballot, an affirmative vote of three-fourths of those present being necessary for a choice. Public notice will be given at least one week prior to balloting.

The Church will strive to have one deacon elected for assigned service for every twelve to fifteen Church families. When sufficient deacons are serving, a rotating system may be established. The Church may extend honorary life membership to any deacon who, by reason of age or infirmities, after honorable service is no longer able to render active service. Deacons may be placed on the inactive list by personal request or by recommendation and upon Church approval of the deacon body.

The qualifications of deacons are those expressed in Scripture in Acts 6:1-6 and 1 Timothy 3:8-13.

- a. Deacons shall be men who are faithful to the regular services of the Church.
 - b. The two main responsibilities of the deacon ministry are prayer and care as seen in Acts 6:3. The deacons will assist in serving the Lord's Supper, be active witnesses for the Lord to the lost, cooperate with his fellow deacons and pastor, attend deacons' meetings, and support the entire program of the Church.
 - c. In accordance with the meaning of the New Testament work and practice, deacons are to be servants of the Church, zealously guarding the unity of the fellowship within the Church in the bonds of peace. They shall serve as a council of advice and conference with the pastor in all matters pertaining to the welfare of the Church. With the pastor, they are to consider and formulate plans for the constant effort and progress of the Church toward the accomplishment of its mission on earth.
 - d. Deacons are to function in relationship as ministers to all the Membership of the Church. They are to seek to know the physical, the moral and spiritual needs of the Members; and to serve the whole Church in relieving, encouraging and developing all who are in need.
 - e. In counsel with the pastor, and by such methods as the Holy Spirit may direct in accordance with the New Testament teachings, deacons are to assist in Church discipline, being guided always by the principles set forth in Scripture.
4. The **Moderator** shall be the pastor. The Church shall elect annually a vice-moderator to serve in the absence of the pastor. In the absence of these two, the chairman of deacons shall preside; or in the absence of all three, the clerk shall call the Church to order and preside for the election of an acting moderator.
 5. The **clerk** shall be elected annually by the Church as its clerical officer. The clerk shall be responsible for keeping a suitable record of all official actions of the Church,

except as otherwise herein provided. The clerk shall be responsible for keeping a register of names of Members, with dates of admission, dismission, death, or erasure, together with a record of baptisms. The clerk shall issue letters of dismission voted by the Church, preserve on file all communications and written official reports, and give required notice of all meetings where notice is necessary, as indicated in these bylaws.

The Church may delegate some of the clerical responsibilities to a Church secretary who will assist the elected clerk. All Church records are Church property and shall be open to inspection at all times by any Member.

6. A Church **treasurer** shall be elected annually by the church as its financial officer. It shall be the duty of the treasurer to receive, preserve, and pay out, upon receipt of vouchers approved and signed by authorized personnel, all money or things of value paid or given to the Church, keeping at all times an itemized account of all receipts and disbursements. It shall be the duty of the treasurer to render to the Church at each regular business meeting an itemized report of the receipts and disbursements of the preceding quarter. The treasurer shall be bonded, the Church paying for the bond.

Upon rendering the annual account at the end of each fiscal year and its acceptance and approval by the Church, the records shall be delivered by the treasurer to the Church clerk, who shall keep and preserve the account as a part of the permanent records of the Church.

7. Three or more **trustees** shall be elected by the Church to serve as legal officers for the Church. They shall hold in trust the Church property. Upon a specific vote of the Church authorizing each action, they shall have the power to buy, sell, mortgage, lease, or transfer any Church property. When the signatures of trustees are required, they shall sign legal documents involving the sale, mortgage, purchase, or rental property, or other legal documents related to Church-approved matters.

Trustees shall serve on a rotation basis, with one new trustee being elected every three years.

Section 2. Church Committees and Teams

The committees of the Church shall be a Nominating Committee, Personnel Committee, and Budget and Finance (Stewardship) Committee. There shall also be other such temporary and special committees, as the Church shall authorize. The Teams of the Church shall be a Care Team, Life Team, Operations Team, Outreach Team, Prayer Team, and Worship Team.

1. **The Nominating Committee** coordinates the staffing of all Church leadership positions filled by volunteer Members, unless otherwise specified herein. Members considered for any such positions shall first be approved by the Nominating Committee before they are approached for recruitment. The Nominating Committee shall present to the Church for election all who accept the invitation to

serve. Nominating Committee members shall serve on a three-year rotation basis with one-third to be elected each year.

2. **The Personnel Committee** assists the Church in matters related to employed personnel administration, including those called by Church action. Their work includes such areas as determining staff needs, employment, salaries, benefits, other compensation, policies, job descriptions, and personnel services. This committee is to be elected by the recommendation of the Nominating Committee with a term of office of three years, with one-third of the Members' terms expiring each year. The work of this committee is to be done in consultation with and the agreement of other committees whose work is affected by their decisions.
3. **The Budget and Finance Committee** develops and recommends an overall stewardship development plan, which includes stewardship special emphases (training and education) as well as the formulation of a unified Church budget. The annual Church budget is to be compiled using recommendations submitted from the various Church programs and ministries which require budgetary considerations. This committee advises and recommends in the administration of gifts of Members and others, using sound principles of financial management. This committee works with the treasurer in the preparation and presentation to the Church of required reports regarding the financial affairs of the Church.
4. The **Care Team** includes ministries involved in caring for those in need. These include, but are not limited to, those who are widows and widowers, shut-ins, in nursing homes, in hospitals, grieving, and/or needing counseling or benevolence.
5. The **Life Team** includes ministries involved in education, spiritual growth, and fellowship. These include, but are not limited to, small groups, classes, teaching, and fellowship activities.
6. The **Operations Team** includes ministries involved in the physical and practical functioning of the Church. These include, but are not limited to, personnel, volunteers, finances, and facility. The Nominating Committee, Personnel Committee, and Budget and Finance Committee serves within the Operations Team.
7. The **Outreach Team** includes ministries involved in evangelism in and beyond our Church. These include, but are not limited to, community outreach and missions locally, nationally, and internationally.
8. The **Prayer Team** includes ministries involved in prayer. This includes, but is not limited to, spiritual and physical needs of the Church, Members, community, nation, missionaries, and beyond.
9. The **Worship Team** includes ministries involved in worship. This includes, but is not limited to, singing, praise, and thanksgiving.

VIII. Church Programs

The Church shall maintain, as able and as needed, programs of: Bible teaching, training, and equipping for the Church to fulfill the Great Commission (Matthew 28:18-20).-All programs related to the Church shall be under Church control, and all program activities subject to Church

coordination and approval. The Church shall provide the human resources, the physical resources, and the financial resources for the appropriate advancement of these programs.

IX. Church Council

Regular members of the Church Council shall be the pastor, other Church staff members, directors of teams, the chairman of deacons, Church officers, and chairmen of Church committees.

The Church Council shall serve the Church by leading in planning, coordinating, and evaluating the ministries and programs of the Church.

The primary functions of the Church Council shall be to recommend to the Church suggested objectives and Church goals; to review and coordinate plans recommended by Church officers, organizations, committees, and teams; to recommend to the Church the use of leadership, calendar time, and other resources according to program priorities; and to evaluate achievements in terms of Church objectives and goals.

All matters agreed upon by the Church Council, which call for action not already approved, shall be referred to the Church for approval or disapproval.

X. Church Ordinances

Section 1. Baptism

The Church shall receive for baptism any person who has received Jesus Christ as Savior by personal faith, who professes him publicly at any worship service, and who indicates a commitment to follow Christ as Lord.

1. Baptism shall be by immersion in water.
2. The pastor, or whomever the Church shall authorize, shall administer baptism.
3. A person who professes Christ and is not baptized after a reasonable length of time shall be counseled by the pastor and/or staff or deacons.

Section 2. The Lord's Supper

The Church shall observe the Lord's Supper regularly during morning or evening services of worship. The pastor and deacons or men approved by the pastor and deacons shall administer the Lord's Supper.

XI. Church Meetings

Section 1. Worship Services

The Church shall meet regularly each Sunday morning and Wednesday evening for the worship of Almighty God. Prayer, praise, preaching, instruction, and evangelism shall be among the ingredients of these services. The pastor shall direct the services for all the Members and for all others who may choose to attend.

Section 2. Special Services

Revival services and any other Church meetings essential to the advancement of the Church's objectives shall be placed on the Church calendar, in consultation with the pastor and Church Council.

Section 3. Regular Business Meetings

The Church shall hold regular business meetings quarterly as designated by the Church in the months of January, April, July, October, and December. The specific dates are posted at least one month in advance on the electronic Church calendar available to all Members.

Section 4. Special Business Meetings

The Church may conduct called business meetings to consider matters of special nature and significance. A one-week notice must be given for the specially called business meeting unless extreme urgency renders such notice impractical. The notice shall include the subject, the date, and time and place; and it must be given in such a manner that all Members shall have opportunity to know of the meeting.

Section 5. Quorum

The quorum consists of those Members who attend the business meeting, provided it is a stated meeting or one that has been properly called.

Section 6. Parliamentary Rules

Robert's Rules of Order, Revised, is the authority for parliamentary rules of procedure for all business meetings of the Church.

XII. Church Finances

Section 1. Budget

The Budget and Finance Committee, in consultation with the Church Council, shall prepare and submit to the Church for approval an inclusive budget, indicating by items the amount needed and sought for all local and other expenses. Offering envelopes will be available for Members' use.

It is understood that Membership in the Church involves financial obligation to support the Church and its causes with Biblical tithes and offerings.

Section 2. Accounting Procedures

All funds received for any and all purposes shall pass through the hands of the Church treasurer, tellers, or financial secretary, and shall be properly recorded on the books of the Church. Those who have responsibility that involves actual handling of funds shall be bonded, the Church paying the bond. (See Article VII, Section 1, (6), regarding the Church treasurer.)

A system of accounting that will adequately provide integrity for the handling of all funds shall be the responsibility of the Budget and Finance Committee.

Section 3. Fiscal Year

The Church fiscal year shall be January 1 through December 31.

XIII. INDEMNIFICATION

SECTION 1 - MANDATORY INDEMNIFICATION

IF A LEGAL CLAIM OR CRIMINAL ALLEGATION IS MADE AGAINST A PERSON BECAUSE HE OR SHE IS OR WAS AN OFFICER, EMPLOYEE, OR AGENT OF THE CHURCH, THE CHURCH SHALL PROVIDE INDEMNIFICATION AGAINST LIABILITY AND COSTS INCURRED IN DEFENDING AGAINST THE CLAIM IF THE PASTORS AND DEACONS DETERMINE THAT THE PERSON ACTED (A) IN GOOD FAITH, (B) WITH THE CARE AN ORDINARILY PRUDENT PERSON IN A SIMILAR POSITION WOULD EXERCISE UNDER SIMILAR CIRCUMSTANCES, (C) IN A MANNER THE PERSON REASONABLY BELIEVED TO BE IN THE BEST INTEREST OF THE CHURCH, AND (D) THE PERSON HAD NO REASONABLE CAUSE TO BELIEVE HIS OR HER CONDUCT WAS UNLAWFUL.

SECTION 2 - PERMISSIVE INDEMNIFICATION

AT THE DISCRETION OF THE PASTORS AND DEACONS, THE CHURCH ALSO MAY INDEMNIFY ANY PERSON WHO ACTED IN GOOD FAITH AND REASONABLY BELIEVED THAT HIS OR HER CONDUCT WAS IN THE CHURCH'S BEST INTEREST AND NOT UNLAWFUL.

SECTION 3 - PERMISSION

IF A QUORUM OF THE PASTORS AND DEACONS IS NOT AVAILABLE FOR AN INDEMNIFICATION DETERMINATION BECAUSE OF THE NUMBER OF PASTORS AND DEACONS SEEKING INDEMNIFICATION, THE REQUISITE DETERMINATION MAY BE MADE BY THE MEMBERSHIP OR BY SPECIAL LEGAL COUNSEL APPOINTED BY THE MEMBERSHIP.

XIV. Dissolution Clause

Upon discontinuance of the Church by dissolution or otherwise, any assets lawfully available for distribution are to be transferred to United Baptist Association of Texas as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

XV. Amendments

Changes in the bylaws may be made at any regular business meeting of the Church provided each amendment shall have been presented in writing at a previous business meeting and copies of the proposed amendment shall have been furnished to each Member present at the earlier meeting. Amendments to the bylaws shall be accepted by two-thirds vote of Members present. Secret ballots shall be used.