



Northway

CHURCH

Bylaws

REVISED JAN 2022

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Article I. NAME

The name of this corporation is Northway Church. This corporation will be further referred to in these Bylaws as the "Church" and also may be referred to in these Bylaws by and may do business as Northway Church and such other names as the Elders of the Church, as defined in §11.1 beginning on page 6 , shall determine from time to time.

Article II. MISSION STATEMENT

To glorify God by making disciples of Jesus Christ.

Article III. OFFICES

III.1.1 Principal Office

The principal office for business transactions of the Church is 3877 Walnut Hill Lane, Dallas, TX 75229. This office is located in Dallas County.

The Elders shall have full power and authority to change the principal office from one location to another. The Church secretary shall record any change in the location of the principal office.

III.1.2 Other Offices

The Elders of the Church shall have power and authority to establish other offices, campuses, sites and locations at any place or places where the Church is qualified under applicable law to conduct its business.

Article IV. NONPROFIT STATUS

The Church is to be a nonprofit corporation under the laws of the state of Texas and is organized under the Texas Business Organization Code, as amended (the "Code"). Federal tax exemption is granted under Internal Revenue Code 501(c)(3).

Article V. PURPOSES

The Church is formed for any lawful purpose or purposes not expressly prohibited under Title 1, Chapter 2, or Title 2, Chapter 22 of the Code, including any purpose described by Section 2.002 of the Code. The Church is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:

(a) to promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a church, ministry, charity, school, or philanthropic institution, without limitation;

(b) to ordain, employ and discharge ordained ministers of the gospel, and others, to conduct and carry on divine services at the place of worship of the Church, and elsewhere;

(c) to collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the State of Texas and elsewhere;

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

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

Article VI. POWER AND RESTRICTIONS

Except as otherwise provided in these Bylaws and in order to carry out the above-stated purposes, the Church shall have all those powers set forth in the Code, as it now exists or as it may hereafter be amended. Moreover, the Church shall have all implied powers necessary and proper to carry out its express

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

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

In the event this Church is in any one year a “private foundation” as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (a) any act of “self-dealing” as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (b) retaining any “excess business holdings” as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (c) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the

Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (d) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

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

Article VII. AFFILIATIONS

The Church is autonomous and maintains the right to govern its own affairs, independent of denominational control. Recognizing, however, the benefits of cooperation with other churches in the fulfillment of its purposes, the Church may voluntarily affiliate with other churches and conventions by a passing vote of the Elders, herein defined.

Article VIII. MEETINGS

VIII.1.1 Public Worship

Meetings for public worship shall be held at such times and places as may be provided for under the direction of the Elders.

VIII.1.2 Church Business Meetings

The Elders shall have the authority to call a Church business meeting or special meetings as needed.

Article IX. ARTICLES OF FAITH

IX.1 Statement of Biblical Authority

At the center of Christian faith and practice stands the belief that God has spoken to the world in the person and work of Jesus Christ, which is accurately and authoritatively revealed in the Christian Bible (“the Bible,” “Scripture” or “the Scriptures”). The Bible is the inspired, inerrant and sufficient Word of God and is thus the ultimate authority for life, faith and morals. Though the various theological statements of the Church reflect succinct summaries of biblical boundaries, it is the Bible itself to which we are in ultimate submission.

Members have the responsibility and opportunity to engage Elders on areas of theological disagreement. However, membership carries with it the implicit understanding that the Elders shall function as the interpretive authority on biblical meaning and application for the purpose of Church doctrine, practice, policy and discipline.

IX.2 Statement of Faith

Northway Church is a church that exists under the lordship of Jesus Christ. Therefore, we are committed to contending for the faith that was once for all delivered to the saints (Jude 1:3). In unity with the historic Christian Church, we believe and confess the Apostles', Nicene and Chalcedonian Creeds as accurate representations of Scripture's teaching. In addition to these historic formulations, we are situated within the evangelical, Reformed and Baptist traditions.

The doctrines within Northway Church's Statement of Faith represent what we believe to be core elements of biblical teaching. This statement has as its primary sources the New Hampshire Confession of Faith (1833), The Baptist Faith and Message (2000), and The Village Church Statement of Faith (Northway's sending church). We expect all Northway members to affirm essential matters of orthodox Christian doctrine, while walking in unity and charity around secondary matters. Any areas of substantial theological disagreement should be discussed with the Elders.

IX.1.1 The Scriptures

We believe the Scriptures, the 66 books of the Old and New Testaments, are the inspired Word of God and are therefore inerrant, or without error, in their original writings. These writings alone constitute the verbally inspired Word of God, which is utterly authoritative and free from error. The Scripture is sufficient for all that God requires for us to believe and do and is therefore to be believed, as God's instruction, in all that it teaches; obeyed, as God's command, in all that it requires; and trusted, as God's pledge, in all that it promises. As God's people hear, believe and obey the Word, they are equipped as disciples of Christ and witnesses to the gospel.

Exodus 24:4; Deuteronomy 4:1-2; 17:19; Joshua 8:34; Psalms 19:7-10; 119:11,89,105,140; Isaiah 34:16; 40:8; Jeremiah 15:16; 36:1-32; Matthew 5:17-18; 22:29; Luke 21:33; 24:44-

46; John 5:39; 16:13-15; 17:17; Acts 2:16ff.; 17:11; Romans 15:4; 16:25-26; 2 Timothy 3:15-17; Hebrews 1:1-2; 4:12; 1 Peter 1:25; 2 Peter 1:19-21.

IX.1.1 The Triune God

We believe 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. God is all powerful and all knowing; and His perfect knowledge extends to all things, past, present, and future, including the future decisions of His free creatures. To Him we owe the highest love, reverence, and obedience. The eternal triune God reveals Himself to us the Father, Son, and Holy Spirit, with distinct personal attributes, but without division of nature, essence, or being.

IX.1.2 God the Father

God the 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 knowing, 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 people.

Genesis 1:1; 2:7; Exodus 3:14; 6:2-3; 15:11ff.; 20:1ff.; Leviticus 22:2; Deuteronomy 6:4; 32:6; 1 Chronicles 29:10; Psalm 19:1-3; Isaiah 43:3,15; 64:8; Jeremiah 10:10; 17:13; Matthew 6:9ff.; 7:11; 23:9; 28:19; Mark 1:9-11; John 4:24; 5:26; 14:6-13; 17:1-8; Acts 1:7; Romans 8:14-15; 1 Corinthians 8:6; Galatians 4:6; Ephesians 4:6; Colossians 1:15; 1 Timothy 1:17; Hebrews 11:6; 12:9; 1 Peter 1:17; 1 John 5:7.

IX.1.3 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 human nature with its demands and necessities and identifying Himself completely with mankind yet without sin. He honored the divine law by His personal obedience, and in His substitutionary 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, fully

God, fully man, in whose Person is effected the reconciliation between God and humanity. 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.

Genesis 18:1ff.; Psalms 2:7ff.; 110:1ff.; Isaiah 7:14; Isaiah 53:1-12; Matthew 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; Romans 1:3-4; 3:23-26; 5:6-21; 8:1-3,34; 10:4; 1 Corinthians 1:30; 2:2; 8:6; 15:1-8,24-28; 2 Corinthians 5:19-21; 8:9; Galatians 4:4-5; Ephesians 1:20; 3:11; 4:7-10; Philippians 2:5-11; Colossians 1:13-22; 2:9; 1 Thessalonians 4:14-18; 1 Timothy 2:5-6; 3:16; Titus 2:13-14; Hebrews 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; Revelation 1:13-16; 5:9-14; 12:10-11; 13:8; 19:16.

IX.1.4 God the Holy Spirit

The Holy Spirit is the Spirit of God, fully divine. He inspired holy men of old to write the Scriptures. Through illumination He enables people to understand truth. He exalts Christ. He convicts of sin, of righteousness, and of judgment. He calls men and women to the Savior, and effects regeneration. At the moment of regeneration, He baptizes every believer into the Body of Christ. He cultivates Christian character, comforts believers, and bestows the spiritual gifts by which they serve God through His church. The Holy Spirit seals the believer unto the day of final redemption. His presence in the Christian is the guarantee that God will 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.

Genesis 1:2; Judges 14:6; Job 26:13; Psalms 51:11; 139:7ff.; Isaiah 61:1-3; Joel 2:28-32; Matthew 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; Romans 8:9-11,14-16,26-27; 1 Corinthians 2:10-14; 3:16; 12:3-11,13; Galatians 4:6; Ephesians 1:13-14; 4:30; 5:18; 1 Thessalonians 5:19; 1 Timothy 3:16; 4:1; 2 Timothy 1:14; 3:16; Hebrews 9:8,14; 2 Peter 1:21; 1 John 4:13; 5:6-7; Revelation 1:10; 22:17.

IX.2.1 Humanity

We believe God made humanity—male and female—in His own image. Set apart as His image bearers, every human being is sacred. All men and all women, bearing the image of God, are meant to represent God in His creation. God declares the created order to be very good, distinguishing men and women as His agents to care for, manage and govern over it. Adam and Eve were made to complement each other in a one-flesh union in the covenant of marriage that establishes the only God-ordained pattern of sexual relations for men and women.

We believe that in God's wise purposes, men and women are not simply interchangeable, but rather they complement each other in mutually enriching ways. Men and women are absolutely equal in essence, dignity and value but are distinct by divine design. As part of God's good, created order, men and women are to have different yet complementary roles and responsibilities in the home and church. As it relates to the church, men and women are both gifted for service and leadership; however, the office of elder is reserved for men qualified according to Scripture.

Gen 1:27-30; Psalm 8:3-8; 1 Cor 10:31; 1 Timothy 3; Titus 1

IX.2.2 Sin

We believe that through the temptation of Satan, humanity sinned, transgressing the command of God and falling from their original holiness and righteousness to a state of depravity and rebellion. Now the entire human race inherits a corrupt nature that is opposed to God and His law. Therefore, all humans are under condemnation and subject to God's just wrath. This corruption is radical and pervasive. It extends to the mind, will, body and affections. Unregenerate humanity lives under the dominion of sin and Satan. He is at enmity with God, hostile toward and hateful of God.

Gen 3:1-7; Psalm 14; Isaiah 6:5; Jeremiah 17:5; Matthew 16:26; Acts 17:26-31; Romans 1:19-32; 2:5-11; 3:10-18,23; 5:6,12,19; 6:6; 7:14-25; 8:14-18,29; 1 Corinthians 1:21-31; 15:19,21-22; Ephesians 2:1-22; Colossians 1:21-22; 3:9-11.

IX.2.3 Salvation

We believe that, due to universal death through sin, no one can enter the kingdom of God unless born again; that

salvation is only by grace through faith in the sacrificial and substitutionary death of Jesus Christ; and that all who receive the Lord Jesus Christ through faith are declared righteous by God and become children of God.

We believe the Scriptures teach that regeneration, or the new birth, is that act of God by which the Holy Spirit imparts a new nature and a new spiritual life, not before possessed, and the person becomes a new creation in Christ Jesus. The mind is given a holy disposition and a new desire to serve God, the dominion of sin is broken, and the heart is transformed from a love of sin and self to a love of holiness and God.

We believe repentance to be 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 unto a relationship of peace and favor with God. 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 maturity through the presence and power of the Holy Spirit dwelling in him. Growth in grace should continue throughout the regenerate person's life. Glorification is the culmination of salvation and is the final blessed and abiding state of the redeemed.

We believe that the salvation of humanity is fundamentally the work of God. Before the foundation of the world, God elected His people, setting His affection and grace upon them. In love God predestined His people for adoption. Faith is a gift of grace that is given by the mercy and pleasure of God, so that no one may boast. Apart from the intervention of God, humanity cannot choose of his own accord to worship God and pursue righteousness. God's sovereignty in salvation is comprehensive: from first to last, all of salvation is the work of God.

Genesis 3:15; Exodus 3:14-17; 6:2-8; Matthew 1:21; 4:17; 16:21-26; 27:22-28:6; 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; Romans 1:16-18; 2:4; 3:23-25; 4:3ff.; 5:8-10; 6:1-23; 8:1-18,29-39; 10:9-10,13; 13:11-14; 1 Corinthians 1:18,30; 6:19-20; 15:10; 2 Corinthians 5:17-20;

Galatians 2:20; 3:13; 5:22-25; 6:15; Ephesians 1:4-7; 2:8-22; 4:11-16; Philippians 2:12-13; Colossians 1:9-22; 3:1ff.; 1 Thessalonians 5:23-24; 2 Timothy 1:12; Titus 2:11-14; Hebrews 2:1-3; 5:8-9; 9:24-28; 11:1-12:8,14; James 2:14-26; 1 Peter 1:2-23; 1 John 1:6-2:11; Revelation 3:20; 21:1-22:5.

IX.2.4 The Church

We believe that the Church is the body of Christ sent into the world to shine forth the glory of God. God, by His Word and Spirit, creates the Church, calling sinful humanity into the fellowship of Christ's body. By the same Word and Spirit, He guides and preserves that newly redeemed humanity. The Church is made up of those who have become genuine followers of Jesus Christ and have personally appropriated the gospel. The Church exists to worship and glorify God as Father, Son and Holy Spirit. The ministry of the Church is an extension of the ministry of Jesus in the power of the Spirit.

We believe the ultimate mission of the Church is to bring glory to God by making disciples. The Church is called to make disciples through worship, prayer, teaching of the Word, observance of the ordinances, fellowship, the exercise of our gifts and talents, and the proclamation of the gospel both in our community and throughout the world.

We believe that a visible (local) church of Christ is a congregation of baptized believers, associated by covenant in the faith and fellowship of the gospel, which observes the ordinances of Christ, is governed by his laws, and exercises the gifts, rights, and privileges invested in them by his Word. The only scriptural officers for a church are elders and deacons, whose qualifications are enumerated in Scripture.

We believe the gifts of the Holy Spirit that we see on display in the New Testament are still active within the life of the church. These gifts did not end with the close of the New Testament or the death of the last apostle.

Matthew 16:15-19; 18:15-20; 28:18-20; Acts 2:41-42,47; 5:11-14; 6:3-6; 13:1-3; 14:23,27; 15:1-30; 16:5; 20:28; Romans 1:7; 1 Corinthians 1:2; 3:16; 5:4-5; 7:17; 9:13-14; 12-14; Ephesians 1:22-23; 2:19-22; 3:8-11,21; 5:22-32; Philippians 1:1; Colossians 1:18; 1 Timothy 2:9-14; 3:1-15; 4:14; Hebrews 11:39-40; 1 Peter 5:1-4; Revelation 2-3; 21:2-3.

IX.2.5 The Ordinances

We believe there are two ordinances of the Church: 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 one's 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.

Matthew 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; 20:7; Romans 6:3-5; 1 Corinthians 10:16,21; 11:23-29; Colossians 2:12.

IX.2.6 Last Things

We believe that Jesus Christ is returning to the world in the future to judge the living and the dead. The consummation of all things includes the future, physical, visible, personal and glorious return of Jesus Christ, the resurrection of the dead and the glorification of those alive in Christ, the judgment of the just and the unjust, and the fulfillment of Christ's kingdom in the new heavens and the new earth. In the consummation, Satan, with his hosts and all those outside Christ, is finally separated from the benevolent presence of God, enduring eternal punishment, but the righteous, in glorious bodies, will live and reign with Him forever, serving Him and giving Him unending praise and glory. Then the eager expectation of creation will be fulfilled, and the whole earth shall proclaim the glory of God, who makes all things new.

Isaiah 2:4; 11:9; Matthew 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; Romans 14:10; 1 Corinthians 4:5; 15:24-28,35-58; 2 Corinthians 5:10; Philippians 3:20-21; Colossians 1:5; 3:4; 1 Thessalonians 4:14-18; 5:1ff.; 2 Thessalonians 1:7ff.; 2; 1 Timothy 6:14; 2 Timothy 4:1,8; Titus 2:13; Hebrews 9:27-28;

James 5:8; 2 Peter 3:7ff.; 1 John 2:28; 3:2; Jude 14; Revelation 1:18; 3:11; 20:1-22:13

IX.3 Statement on Marriage and Sexuality

It is the biblical position that marriage involves the union of one man and one woman in permanent sacred fidelity. Though various cultures and customs have evolving definitions of marriage, it is God alone who has ultimate authority to prescribe and describe the marital relationship (Genesis 2:24, Matthew 19:1-9, Mark 10:1-12).

Furthermore, sexual intimacy is only properly exercised and pursued within the confines of this marital relationship. Sexual immorality, defined as any sexual activity outside of the boundaries of the sacred marital relationship between one man and one woman, is clearly and expressly prohibited by the Lord (Matthew 15:19, 1 Corinthians 6:9-11, 1 Thessalonians 4:3, Hebrews 13:4).

As a consequence, the Church regards any and all forms of sexual immorality, including, but not limited to, adultery, fornication, homosexual behavior, bisexual conduct, bestiality, incest, pornography or even lustful intent toward such, as sinful and ultimately unsatisfying. Moreover, the Church also regards as sinful the intent or desire to surgically alter one's biological sex to a different sex. Since the body is a creation of God, the Church holds sexual identity to be biologically determined, and associated gender norms are to be observed as appropriate to biblical standards. Disagreement with one's biological sex only leads to spiritual confusion and emotional chaos (Genesis 1:27, Romans 1:26-32, 1 Corinthians 6:9-11).

In order to preserve the function and integrity of the Church as the local Body of Christ, and to provide a biblical example to the Church Members and the community, it is imperative that all persons employed by the Church in any capacity or united to the Church in membership should abide by and agree to this §9.3, "Statement on Marriage and Sexuality" and conduct themselves accordingly.

Though sinful sexual expression is egregious (as is all sin), the gospel provides redemption and restoration to all who confess and forsake their sin, seeking mercy and forgiveness through Jesus Christ (1 Corinthians 6:9-11, Ephesians 2:1-10, Titus 3:3-7).

Furthermore, there is a difference between temptation and unrepented sin. Jesus was tempted in all ways as we are, yet He never sinned. Members, employees, volunteers and attendees of the Church wrestling with all manner of sexual temptation will find a church here at Northway ready to point them to Jesus and join with them to fight for their obedience to Christ. Jesus called the weary and heavy-laden to Himself. As a church desiring to follow Christ fully, the Church will be a safe place for men and women fighting sexual temptations of all kinds. For those fighting temptation and repenting of sin, the Church will provide love, care and direction (Matthew 11:28-30, 1 Corinthians 10:13, Hebrews 2:17-18, Hebrews 4:14-16).

The Church's Statement on Marriage and Sexuality does not provide grounds for bigotry, bullying or hate, as we fully believe that every person must be afforded compassion, love, kindness, respect and dignity, regardless of his or her lifestyle. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated as sinful and are not in accordance with the Scriptures nor the doctrines of the Church.

This §9.3 specifically gives the Elder board the right and authority to prohibit acts or omissions, including but not limited to (a) permitting any Church assets or property, whether real property, personal property, intangible property, or any property or asset of any kind that is subject to the direction or control of the Church, to be used in any manner that would be—or, in the sole determination of the Elders, could be perceived by any person to be—inconsistent with this Statement on Marriage and Sexuality; and (b) permitting any Church facilities to be used by any person, organization, corporation, or group that would or might use such facilities to convey, intentionally or by implication, what might be perceived as a favorable impression about any definition of marriage other than that contained in this Section, or (c) any other use that would be deemed by the Elders as incompatible with the mission, vision and values of the Church.

The Church's Statement on Marriage and Sexuality is based upon God's will for human life as conveyed to us through the Scriptures, upon which this Church has been founded and anchored, and this §9.3 shall not be subject to change through popular vote; referendum; prevailing opinion of Members or

the general public; influence of or interpretation by any government authority, agency, or official action; or legal developments on the local, state, or federal level.

Article X. MEMBERSHIP

X.1.1 Requirements

Membership within the Church is first predicated on one becoming a genuine follower of Jesus Christ through having responded by faith by the drawing of the Holy Spirit to the message of the gospel. In addition, Members shall have completed all of the requirements of membership as defined by the Elders; and Members shall have signed the Church **Membership Covenant**, as it is revised, amended or restated from time to time, thus committing themselves to the responsibilities therein assigned.

X.1.2 Responsibilities

Membership within a local church carries both privileges and responsibilities. Church members are held accountable to their obligations as Christians in a local body of believers through the Church's **Membership Covenant**. Though not exhaustive, a church covenant is a statement outlining the promises church members willingly and voluntarily make to God and one another in how they live out their Christian faith together.

Northway's membership covenant is adapted from the church covenants of Bethlehem Baptist Church (Minneapolis, MN) and Capitol Hill Baptist Church (Washington, DC).

Having been led, as we believe, by the Spirit of God, to repent and believe in the Lord Jesus Christ and to give ourselves to Him, and having been baptized upon our profession of faith, in the name of the Father and of the Son and of the Holy Spirit, we do now, relying on his gracious aid, solemnly and joyfully enter into covenant with one another as one body in Christ.

We will work and pray for the unity of the Spirit in the bond of peace.

We will diligently read, apply, and receive instruction from God's Word as we seek growth in the knowledge of the Lord Jesus Christ and maturity as believers.

We will walk together in Christian love as we care for one another, bearing each other's burdens and sorrows and faithfully admonishing one another where needed.

We will not forsake gathering as a church, nor will we neglect to pray for ourselves and others.

We will seek to bring up our children or those in our care in the nurture and admonition in the Lord, and by a pure and loving example seek the salvation of our family and friends.

We will, by the Holy Spirit's help, seek to live carefully in the world, denying ungodliness, avoiding foolishness, and pursuing holiness as a reflection of the new life we have received in Christ.

We will work together to promote the faithful ministry of this church as we sustain its worship, ordinances, discipline, and doctrines.

We will contribute cheerfully and regularly to the support of the ministry, the needs of the church, and the spread of the Gospel through all nations.

We will, when we move from this place, as soon as possible, unite with a gospel-centered church where we can carry out the spirit of this covenant and the principles of God's Word.

May the grace of the Lord Jesus Christ, and the love of God, and the fellowship of the Holy Spirit be with us all. Amen.

X.1.3 Voting by Members

The Members of the Church shall vote on the matters of (a) the annual operating budget; (b) any loan that results in annual debt services exceeding twenty percent (20%) of the current, annual Church operating revenue; (c) disposition of

substantially all of the Church's assets; (d) merger or dissolution of the Church; (e) any proposed change to these Bylaws that would reduce, revoke or otherwise attenuate a right granted to the Members in the then-current Bylaws; and (f) other actions deemed major and extraordinary by the Elders.

The time, place and nature of upcoming votes will be communicated to the Church at least twenty-one (21) days in advance and Church Members shall have an opportunity to submit questions, comments, and concerns, which will be considered by the Elders on a case-by-case basis. Voting shall take place during public worship services or a special business meeting as determined in the sole discretion of the Elders. Only Church Members shall be permitted to vote on any matter under this §10.3. A simple majority, defined as a result greater than 50% when the number of affirmative votes are divided by the number of total votes cast, shall constitute a passing vote. Voting results shall be communicated to Church Members not later than thirty (30) days following such vote.

X.1.4 Formal Dispute Resolution

Believing that the Bible commands Christians to make every effort to live at peace and to resolve disputes with each other in private or within the Christian Church (see, e.g., Matthew 18:15–20, I Corinthians 6:1–8), the Church will encourage its members to resolve ordinary civil disputes among themselves according to biblically based principles, without reliance on the secular courts. In the case of criminal activity within the congregation, the State has a God-given responsibility to protect the peace and security of its citizens that should be supported and encouraged. Consistent with its call to peacemaking, the church shall encourage the use of biblically based principles to resolve disputes between itself and those outside the church, whether Christian or secular and whether individuals or corporate entities.

X.1.5 Membership Renewal and Removal

Membership is reviewed and renewed on a periodic basis. Members can be removed through (a) failure to renew their membership, (b) voluntary resignation of membership by one in good standing, (c) death, or (d) a decision by the Elders as a result of the disciplinary process. Members are prohibited from voluntarily resigning their membership while subject to the formal disciplinary process.

Article XI. CHURCH DIRECTORS, ELDERS, OFFICERS, STAFF AND DEACONS

XI.1.1 Directors (Church Elders)

(a) Definition and Powers

The overall policy, control, direction and management of the ministry, operations and finances of the Church shall be vested in the Church Elder body. The Elders are designated as the directors of this corporation as the term is defined and used in the Texas Nonprofit Corporation Act. Subject to the provisions and limitations of the Texas Nonprofit Corporation Act, any limitations in the Articles of Incorporation and these Bylaws, all corporate powers shall be exercised by or under the direction of the Elders. As used in this §11.3 and throughout these Bylaws, the terms "Church Elders," "Elder body" and "Elder board" are used interchangeably to mean a quorum of Elders acting in accordance with §11.3.8 herein.

Elders are entrusted with the governance of the Church, leading the Church from a centralized vantage point. The Elder board's oversight includes, but is not limited to, teaching, protecting, leading, disciplining, equipping and caring for the corporate Church body and its individual Members as well as the oversight of all ministry, operations and finances of the Church. The Elders are also responsible for being obedient to the Scriptures in the doctrine of the Church, establishing the overall vision of the Church and appointing new Elders.

(b) Lay Elders and Vocational Elders

Lay Elders are defined as those Elders who are not in the employ of the Church as a regular part-time or full-time staff member. Vocational Elders are defined as those Elders who are in the employ of the Church as a regular part-time or full-time staff member.

Lay Elders shall not receive compensation or salaries for their service. Vocational Elders may receive reasonable compensation for fulfilling their vocational responsibilities as employees of the Church. A Vocational Elder shall neither vote on nor determine his own personal salary or benefits or designate his personal housing allowance.

The Elder board will maintain a simple majority of Lay Elders. If for any reason the composition of the Elder body does not consist of a simple majority of Lay Elders, then the Elders will

begin the process outlined in §11.3.5 below to restore the required composition.

(c) Qualifications

The qualifications for Elders shall not be less than those listed in 1 Timothy 3:1-7 and Titus 1:6-9, including without limitation the requirement that Elders be men. In addition to the minimum qualifications given in Scripture, Elders must be Members who fully subscribe to the Church's Articles of Faith (Article IX.2) and are actively involved in the ministry of the Church.

(d) Duties

The duties of Elders shall include, but not be limited to, pastoral and organizational leadership of the Church to fulfill the purposes of the Church.

Scripture outlines the following pastoral responsibilities Elders are to fulfill:

- To preach God's Word and instruct in sound doctrine (Acts 6:1-4; Acts 20:29-31; 1 Timothy 3:14-15; 2 Timothy 4:1-5).
- To guard the church against the threat of false teachers (Acts 29:29-31).
- To care for the members of the church (Ezekiel 34:4-5; Acts 20:28; Hebrews 13:17).
- To equip members of the church for Christian ministry (Ephesians 4:11-12).
- To exhibit Christlike servant leadership (Mark 10:42-45; 1 Thessalonians 2:7) 1 Peter 5:2-3).
- To set an example for Christian conduct and righteous living (1 Timothy 3:14-15; 4:6-16; 6:11, 20; Hebrews 13:7).
- To provide oversight as officers of the church (Philippians 1:1).
- To appoint additional elders and deacons to meet the leadership needs of the church (Acts 6:1-4; Titus 1:5).

- To provide for the compensation of Vocational Elders (1 Timothy 5:17-18).
- To assess and respond to accusations against individual elders (1 Timothy 5:19-21).
- To supervise the loving exercise of church discipline (Matthew 18:15-20; Titus 3:10-11).

On an organizational level, the Elder board, as a group, shall supervise all employees of the Church; the Vocational Elders, as individuals, shall supervise those employees reporting to them hierarchically within the Church staff. The Elders may delegate to Church employees any and all duties and responsibilities the Elders deem reasonable, subject to the rights, if any, of the person under contract of employment.

The Elders of the Church shall vote on the matters of (a) appointment of any Elder, (b) doctrinal issues, (c) removal of any Elder, and (d) other actions deemed major and extraordinary. Elder votes on any matter may be communicated to the Church at the sole discretion of the Elders, other than a vote on the appointment of any Elder, which shall follow the procedure outline in §XI.1.4 below.

The Elders shall make the final determination regarding any ecclesiastical questions. The Elders shall be the express and final arbiter of ecclesiastical polity, religious doctrine, and questions of Church property, and shall make the final decision with respect to any other matter that shall arise concerning the Church, its internal workings, and its governance in every respect, consistent with these Bylaws. In deciding such matters, the Elders shall use the standards of: (a) the best spiritual, financial, and operating interests of the Church in light of the Bible and the tenets of faith of the Church; and (b) the furtherance of the religious purposes of the Church as discerned by the Elders according to the teachings of the Bible.

(e) Selection and Term of Office

The Elders shall have the sole authority to appoint new Elders. A man shall be appointed as an Elder by a passing vote of the Elders after he has been tested and proven to meet the qualifications stated in §11.1.2 above. The Elders may also receive recommendations for Elder candidates from Church Members.

The proposed appointment of any Elder shall be communicated to the Church at least twenty-one (21) days in advance and Church Members shall have an opportunity to submit questions, comments and concerns, which will be considered by the Elders on a case-by-case basis. Confirmation and appointment of a new Elder shall be at the sole and final discretion of the existing Elders and effectuated upon their passing vote.

Once a man is appointed to the Elder body as a Lay Elder, he is expected to serve in this capacity for a minimum of four years with subsequent rolling two-year terms thereafter and with a six month sabbatical awarded after six years of service. Elders may be re-appointed after each term by the other Elders.

If the Elder body determines that an Elder needs an extended Sabbath because of a legitimate need (e.g., illness or tragedy) or an Elder decides for himself, then such Elder may transition to being an active but nonvoting Elder for a set period of time determined by the Elder body.

To resign from the Elder body, an Elder shall notify, in writing, the officers of the Church who are also members of the Elder body. Such officers shall determine the most fruitful and edifying way to notify the remaining Elders and the Church Members. A vacancy in the Elder body because of death, resignation, removal or any other cause shall be filled only in the manners prescribed in these Bylaws. Such vacancies may be filled as they occur.

(f) Removal

Any Elder may be removed from the office of Elder for valid cause. Discipline of Elders must be consistent with the standards set forth in Article XIII of these Bylaws. The Elder body will determine the specific procedure for removal of an Elder. This procedure may be altered, amended, repealed, or restated by a resolution of the Elders. The Elders shall have the sole authority to remove an Elder.

A written notice of the proposed removal of any Elder shall be given to such Elder at least ten (10) days prior to the meeting at which an action to effectuate such removal is to be taken to ensure that the Elder is given a reasonable opportunity to defend himself. The Elder shall have the opportunity to answer the charges in the presence of his accusers but shall not be

present during the discussion and vote on his removal. Such removal shall take place only upon and after a passing vote of the Elders. The Elder under consideration for removal shall not have voting rights while such removal is considered.

(g) Elder Meetings

Regular meetings of the Elders shall be held in a location that the Elders deem from time to time.

Any meeting may be held by conference telephone or similar communication equipment, if all of the Elders participating in the meeting can hear one another. All Elders participating telephonically shall be deemed present at such meetings.

(h) Definition of Quorum and Passing Vote

A proper quorum is defined as sixty percent (60%) of the Lay Elders and sixty percent (60%) of the Vocational Elders. A quorum is required for voting matters.

A passing vote must be equal to or greater than seventy-five percent (75%) of the Elders present. Voting by proxy is prohibited.

XI.2 Officers

XI.2.1 Officers

Officers of the Church shall be Members of the Elder body. The Officers shall consist of a Chairman, Vice Chairman, Secretary, Treasurer, and such other officers as deemed necessary by the Elders.

XI.2.2 Election

The Officers of the Church shall be elected by a passing vote of the Elders and shall serve terms of at least two (2) years, as long as they remain a member of the Elder body. Officers may be re-elected.

XI.2.3 Removal of Officers

Any Officer may be removed from office for valid cause. A written notice of proposed removal of any Officer shall be given to such Officer by the Secretary, or by an Elder appointed by the Chairman at least ten (10) days prior to the meeting at which an action to effectuate such removal is to be taken, in order to ensure that the Officer is given reasonable opportunity to defend himself. The Officer shall have the

opportunity to answer the charges in the presence of his accusers but shall not be present during the discussion and vote on his removal. Such removal shall take place only upon and after a passing vote of the Elders. The Officer under consideration for removal shall not have voting rights while such removal is considered.

Vacancies in the Officers of the Church by reason of death, resignation or otherwise, shall be filled by election of the Elders as soon as is reasonably possible. Until such time, an Elder may be appointed by the remaining Elders to serve in such a vacancy.

XI.2.4 Duties

(a) Chairman

The Chairman shall perform such duties as are incumbent upon such Officer, including making certain that all orders and resolutions of the Elders are carried into effect. The Chairman shall have oversight of the Elder meetings as defined in §11.3.7 on page 8. The Chairman's duties shall include, without limitation: establishing meetings, setting the agenda, and presiding over the meetings.

(b) Vice Chairman

The Vice Chairman shall, in the absence of a duly appointed Chairman, or in the event of the Chairman's inability or refusal to act, perform the duties and exercise the powers of the Chairman and shall perform such other duties as the Elders shall from time to time prescribe.

(c) Secretary

The Secretary shall record or cause to be recorded in a minute book of the Church minutes of all meetings of the Elders and all votes taken at such meetings. He shall have charge of the official records and seal of the Church, and he shall perform such other duties as are incident to the office of Secretary and as may be assigned by the Elders or the Chairman, under whose supervision the Secretary shall be.

(d) Treasurer

The Treasurer shall serve as the overseer of the financial operations of the Church. Paid Church staff members shall be accountable to the Treasurer for management of the financial aspects of the Church. The Treasurer shall perform such other

duties and have other responsibilities as may be assigned to him from time to time by the Elders.

XI.3 Church Staff

XI.3.1 Leadership Team

The Leadership Team shall have comprehensive oversight over the day-to-day activities of the Church. The Leadership Team will primarily spend time leading leaders, focusing on the Church's mission and vision and thinking globally with respect to Church-wide issues that could impact the whole Church. They will also provide organizational clarity and manage logistical decisions of the Church. The Leadership Team will work as a team for the protection of the Church, representing the best interests of the entire Church and not simply the interests of a particular part of the Church. The Leadership Team will make wise and efficient decisions as leaders trusted by the Elders and Church Members.

The Elders shall determine the size and composition of the Leadership Team.

The Leadership Team will be comprised of paid Church personnel. Members of the Leadership Team shall have the authority, as granted by the Elders, to hire and terminate Church personnel, except for Vocational Elders. Members of the Leadership Team shall also have the actual authority granted to such members by the Elders to transact business, execute contracts, and legally bind the Church in its respective ministry and business affairs.

XI.3.2 Church Staff

All personnel employed by the Church shall act in accordance with the current Elder-approved *Personnel Policies and Procedures* document, as it may be revised, amended or restated from time to time.

The Church will reserve employment for men and women who believe and confess essential biblical convictions and act in accordance with such. Additionally, the Church reserves the right to terminate the employment of any existing employee who fails to meet this general standard of faith and practice.

XI.4 Deacons

XI.4.1 Qualifications and Definition

The Elders shall appoint the number of Deacons required to meet permanent and short-term needs of the Church. Deacons may be men or women who meet the biblical qualifications as specified in 1 Timothy 3:8-13.

XI.4.2 Number

The Elders shall appoint the number of Deacons required to meet permanent and short-term needs of the Church.

XI.4.3 Lay Deacons and Vocational Deacons

Lay deacons are defined as those Deacons who are not in the employ of the Church as a regular part-time or full-time staff member. Vocational Deacons are defined as those Deacons who are in the employ of the Church as a regular part-time or full-time staff member. While specific job descriptions will vary by department, Vocational Deacons shall bear the title of Minister or Director.

Lay deacons shall not receive compensation or salaries for their service. Vocational Deacons may receive reasonable compensation for fulfilling their vocational responsibilities as employees of the Church. The Elders are responsible for voting on the personal salary and benefits of Vocational Deacons, and for designating his or her personal housing allowance.

XI.4.4 Duties

The overall responsibility of Deacons is to assist the Elders in their service and equipping functions. The role of Deacons at the Church is explained and substantiated in the Church's **Deacon Guidelines**. Such resource provides additional explanation but shall not be incorporated into these Bylaws by reference, nor shall it replace the text of this §XI.4. In the event of any disagreement of the above linked document with these Bylaws, the Bylaws shall prevail.

XI.4.5 Election Term

Vocational Deacons' service is not subject to term limitation. Lay Deacons will serve a term of three to five years with one year off between terms, at which time the Elders shall reconsider the appropriateness of subsequent terms.

XI.4.6 Vacancies

If a Deacon is removed from service, either voluntarily or involuntarily, the appointment of a successor Deacon is under the sole authority and discretion of the Elders.

XI.4.7 Appointments and Confirmations

The Elders shall have the sole authority to appoint Deacons. All prospective Deacons (whether Lay or Vocational) shall complete an application and interview process prior to an Elder vote. For Vocational Deacons, the hiring process shall be sufficient for assessing the qualifications of the prospective Deacon. The Elders shall communicate prospective Lay Deacons to the Church or a subset thereof no less than twenty-one (21) days prior to an Elder vote. Comments received from the Church will be considered on a case-by-case basis. Confirmation of Deacons (whether Lay or Vocational) will be at the final discretion of the Elders and requires a passing vote (per §XI.1.7).

XI.4.8 Removal of Deacons

Any Deacon may be removed from office for valid cause. The proposed removal of Vocational Deacons shall occur according to the Church's Personnel Manual. The proposed removal of Lay Deacons shall be given to the Elders at least ten (10) days prior to the meeting at which an action to affect such removal is to be taken to ensure that the Deacon is given a reasonable opportunity for defense. The Deacon shall have the opportunity to answer the charges against him or her but shall not be present during the discussion and vote on his or her removal. The removal of a Lay Deacon requires a passing vote of the Elders.

Vacancies in the Deacons of the Church by reason of death, resignation or otherwise, shall be filled by election of the Elders at their discretion in accordance with XI.4.5 above.

Article XII. ORDINATION AND LICENSING

The Church will consider ordaining duly qualified pastoral, ministerial and executive staff positions as determined by the Elders in accordance with the guidelines of Scripture. All

ordained staff members are expected to assist in baptism, communion, prayer and other ministerial duties. Furthermore, ordained males are expected to be available to officiate weddings and funerals.

The Church will consider licensing select individuals on a case-by-case basis for various aspects of ministry and mission. Licenses can be issued for a specific term or indefinite periods at the discretion of the Elders. The Church also reserves the right to revoke a license at the discretion of the Elders. The Church reserves the right to revoke ordination in cases such as moral failure or termination of employment. The decision to rescind or extend ordination shall be at the discretion of the Elders.

The Church reserves the right to revoke ordination in cases such as moral failure or termination of employment. The decision to rescind or extend ordination shall be at the discretion of the Elders. The Church's ordination and licensing processes are explained and substantiated more fully in its ordination and licensing guidelines. Such resource provides additional explanation but shall not be incorporated into these Bylaws by reference, nor shall it replace the text of Article XII above. In the event of any disagreement of the linked document with these Bylaws, the Bylaws shall prevail.

Article XIII. CHURCH DISCIPLINE

Church discipline is the process of loving confrontation, correction, and desired restoration of a church member in response to severe, outward, and unrepentant sin (examples include, but are not limited to cases of sexual misconduct, divisiveness, abuse, dishonesty, etc.). Church discipline shall generally occur in accordance with the biblical pattern outlined in Matthews 18:15-17. In exceptional circumstances (determined according to the example of Scripture and the discretion of the Elders), the process of church discipline may follow that which is outlined in 1 Corinthians 5 and Titus 3:10.

Church discipline may include admonition, removal from office or staff position, or excommunication of a Member (Matthew 18:15-17; 1 Timothy 5:19-20; 1 Corinthians 5:4-5):

- Church discipline through admonition may occur in private one-on-one settings or among smaller groups

of Members, and may involve Deacons or Elders who are providing pastoral care for such persons.

- Church discipline resulting in removal of office or staff position shall be communicated at a regularly scheduled Members' meeting, where the situation and steps leading to the decision will be shared by the Elders.
- Church discipline resulting in excommunication shall follow the steps outlined in Matthew 18:17, whereby the situation will be shared by the Elders at a regularly scheduled Members' meeting, and Members (whether corporately or a subset thereof) invited to pray for and communicate to the Member being disciplined for the purposes of restoration and repentance. The specific steps to be taken shall occur at the discretion and direction of the Elders. Those so disciplined will be restored to fellowship where the Elders have determined that appropriate repentance has occurred.

Article XIV. CHURCH DISRUPTIONS

Any person deemed by a member of the Leadership Team or an Elder to pose a physical or psychological threat to any person or to the Church, or to be causing, about to cause, or capable of causing disruption to the religious services and activities of the Church, shall be considered a trespasser on Church property and may be ejected summarily. No Church employee or Elder shall incur any liability for acting in good faith in the interests of the Church pursuant to this section.

Article XV. INDEMNIFICATION

XV.1 Powers of the Church

XV.1.1 Power to Indemnify and Hold Harmless

The Church may indemnify and hold harmless to the full extent permitted by applicable law each person who was or is made a party to or is threatened to be made a party to or is involved (including, without limitation, as a witness in any actual or threatened action, suit or other proceeding, whether civil, criminal, administrative or investigative, and whether formal

or informal) hereinafter a "proceeding," by reason of the fact that he or she is or was a director, officer, employee or agent of the Church or, being or having been such a director, officer, employee or agent, he or she is or was serving at the request of the Church as a director, officer, employee, agent, trustee or in any other capacity of another corporation or of a partnership, joint venture, trust or other enterprise, including provision of services with respect to any employee benefit plans, whether the basis of such proceeding is a legend action or omission in an official capacity or in any other capacity while serving as a director, officer, employee, agent, trustee or in any other capacity, against all expenses, liability and loss (including, without limitation, attorneys fees, judgments, fines, ERISA or PPACA excise taxes or penalties and amounts to be paid in settlement) actually but reasonably incurred or suffered by such person in connection therewith. Such indemnification may continue as to a person who has ceased to be a director, officer, employee or agent of the Church and shall inure to the benefit of his or her heirs and personal representatives.

XV.1.2 Power to Pay Expenses in Advance of Final Disposition

The Church may pay expenses incurred in defending any proceeding in advance of its final disposition (hereinafter "advancement of expenses"); provided, however, that any advancement of expenses shall be made to or on behalf of a director, officer, employee or agent only upon delivery to the Church of an undertaking, by or on behalf of such director, officer, employee or agent, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further rights to appeal that such director, officer, employee or agent is not entitled to be indemnified under this article or otherwise, which undertaking maybe unsecured and maybe accepted without reference to financial ability to make repayment.

XV.1.3 Expansion of Powers

If the Texas Business Organizations Code (as referenced herein the Texas Business Organizational Code includes all predecessor and successor statutes thereof, herein "TBOC") is amended in the future to expand or increase the power of the Church to indemnify, to pay expenses in advance of final disposition, to enter into contracts or to expand or increase any similar or related to power, then, without any further

requirement of action by the Church or any other person, the powers described in this article shall be expanded and increased to the fullest extent permitted by the applicable provisions of TBOC or other applicable law.

XV.1.4 Limitation of Powers

Indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding under this article if the person is found liable to the Church or is found liable on the basis that he or she improperly received personal benefit. Indemnification shall not be made in respect to any proceeding in which the person has been found liable for willful or intentional misconduct in the performance of his or her duty to the Church. No indemnification shall be provided to any person if the Church is prohibited by the applicable provisions of TBOC or other applicable law has been in effect from paying such indemnification.

XV.2 Indemnification of Directors, Officers, Employees and Agents

XV.2.1 Mandatory Indemnification

To the maximum extent permitted by Code, as amended from time to time (provided, however, that if an amendment to the Code in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this §15.2.1 which occur subsequent to the effective date of such amendment), the Church shall indemnify and advance expenses to any person who is or was a director (either elected or ex-officio), an officer of the Church, or a member of its Leadership Team, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the

following conditions: (a) the Proceeding was instituted by reason of the fact that such person is or was a director, an officer of the Church or a member of its Leadership Team; and (b) such person conducted himself in good faith, and he reasonably believed (i) in the case of conduct in his official capacity with the Church, that his conduct was in its best interest; (ii) in all other cases, that his conduct was at least not opposed to the best interests of the Church; and (iii) in the case of any criminal proceeding, that he had no reasonable cause to believe his conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director, officer of the Church or member of its Leadership Team did not meet the standard of conduct herein described.

XV.2.2 Permissive Indemnification

The Church may, to the maximum extent permitted by Code, as amended from time to time (provided, however, that if an amendment to the Code in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this §15.2.2 which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Church, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in §15.2.1 above, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Church and met the standards of conduct set forth in §15.2.1. The Church may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Church to the extent doing so is consistent with public policy or as may be provided by these Bylaws, by contract, or by general or specific action of the Elders.

XV.2.3 Character of Rights

The rights to indemnification and advancement of expenses conferred by or pursuant to this article shall be deemed contract rights, but only to the extent applied in §15.2.1. For all other categories of persons eligible to potentially receive indemnification under this Article XV, the rights to indemnification and advancement of expenses shall be

deemed contract right only to the extent approved by the Elder board in its sole discretion but not otherwise.

XV.2.4 Rights Not Exclusive

The right to indemnification and advancement of expense conferred in this article shall not be exclusive of any other right which any person may have or hereafter shall acquire under any statute, provision of the Articles of Incorporation, these Bylaws, agreement of disinterested directors, or otherwise.

XV.3 Insurance

The Church may purchase and maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Church or who, while a director, officer, employee or agent of the Church, is or was a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the Church would have the power to indemnify such person against such expense, liability or loss under the TBOC.

XV.4 Survival of Benefits

Any repeal or modification of this article shall not adversely affect any right of any person existing at the same time of such repeal or modification.

XV.5 Severability

If any provision of this article or any application thereof is determined by any court, tribunal, administrative agency or other competent supervisory authority, to be invalid, unenforceable or contrary to applicable law or public policy, the remainder of this article, or the application of such provision to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

XV.6 Prohibition Against Private Inurement

In the event and to the extent any part or whole of this Article XV is determined to be in violation of the United States Federal Income Tax laws with regard to prohibition against "private inurement" (as such term is understood in the context of United States exempt organization taxation rules) by a final non-appealable order of a court of competent jurisdiction or

by any United States Internal Revenue Service action which the Church in its discretion determines not to challenge in a judicial forum, any such offending provision or if the whole of this Article XV is determined as offending the prohibition against private inurement, then the whole of this article shall be deemed ineffective so as to prevent any negative United States Federal Income Tax law consequences to the Church or its tax-exempt status.

Article XVI. CONFLICT OF INTEREST POLICY

XVI.1 Purpose

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

XVI.2 Definitions

XVI.2.1 Interested Person

Any Elder, Officer, or employee with powers delegated by the Elder board, who has a direct or indirect financial interest, as defined below, is an interested person.

XVI.2.2 Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family, (a) an ownership or investment interest in any entity with which the Church has a transaction or arrangement; (b) a compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement; or (c) potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement. Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

XVI.3 Procedures

XVI.3.1 Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given opportunity to disclose all material facts to the Elders.

XVI.3.2 Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Elder board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Elders shall decide if a conflict of interest exists.

XVI.3.3 Procedures for Addressing the Conflict of Interest

An interested person may make a presentation at the Elder meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairman of the Elder board may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Elders shall determine whether the Church can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Elders shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Church's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether to enter into the transaction or arrangement.

XVI.3.4 Violations of the Conflicts of Interest Policy

If the Elder board has reasonable cause to believe a board member has failed to disclose actual or possible conflicts of

interest, it shall inform the Elder of the basis for such belief and afford him an opportunity to explain the alleged failure to disclose.

If, after hearing the board member's response and after making further investigation as warranted by the circumstances, the Elder board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

XVI.4 Records of Proceedings

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

XVI.5 Compensation

A voting member of the Elder board who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the Elder board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article XVII. WHISTLEBLOWER POLICY

XVII.1 Purpose

The Church requires all its Elders, Officers, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the Church, individuals must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Therefore, if an Elder, Officer, employee, or volunteer of the Church reasonably believes that the Church, by and through its Elders, Officers, employees, or volunteers, or entities with whom the Church has a business relationship, is in violation of applicable law or regulation, or any policy or procedure of the Church, then that individual shall file a written complaint with either his or her Church supervisor or the Elder board. This policy is intended to encourage and enable employees and others to raise serious concerns within the Church prior to seeking resolution outside the Church.

XVII.2 Procedure

XVII.2.1 Reporting Responsibility

It is the responsibility of all the Church's Elders, Officers, employees, and volunteers to comply with all applicable laws and regulations, as well as all policies and procedures of the Church and to report violations or suspected violations in accordance with this §17.2.

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

XVII.2.2 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of any applicable law, regulation, policy, or procedure of the Church must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the applicable law, regulation, policy, or procedure of the Church. Any allegations that prove not to be

substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

XVII.2.3 Reporting Violations.

In most cases, an employee or volunteer's supervisor is in the best position to address an area of concern. However, if the reporting individual is not comfortable speaking with his or her supervisor, or the reporting individual is not satisfied with his or her supervisor's response, the reporting individual is encouraged to speak with an Elder. Elders are required to report suspected violations directly to the entire Elder board.

XVII.2.4 Accounting and Auditing Matters

The Elders shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Elders shall work until the matter is resolved.

XVII.2.5 Evidence

Although the reporting individual is not expected to prove the truth of an allegation, the reporting individual needs to demonstrate that there are reasonable grounds for concern on his or her part and that these concerns are most appropriately handled through this procedure.

XVII.2.6 Investigation of Complaint

After receipt of the complaint, the Elder to whom the complaint was made shall provide the complaint to the entire Elder board. The Elders shall then determine whether an investigation is appropriate and the form that it should take. Concerns may be resolved through the initial inquiry by agreed action without the need for further investigation. The entire Elder board shall receive a report on each complaint and a follow-up report on action taken.

XVII.2.7 Handling of Reported Violations

The Elder to whom the complaint was made shall notify the reporting individual and acknowledge receipt of the reported violation within seven (7) days. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.

A reporting individual who reasonably believes that he or she has been retaliated against in violation of this Article XVII shall

follow the same procedures as he or she did when he or she filed the original complaint.

XVII.3 Safeguards

XVII.3.1 Confidentiality

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

However, the reporting individual is encouraged to put his or her name to the allegation because appropriate follow-up questions and investigations may not be possible unless the source of the information is identified. Concerns expressed anonymously will be investigated, but consideration will be given to (a) the seriousness of the issue raised; (b) the credibility of the concern; and (c) the likelihood of confirming the allegation from documentation and/or other sources.

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

XVII.3.2 No Retaliation

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

XVII.3.3 Harassment or Victimization

Harassment or victimization of the reporting individual for providing information in accordance with this policy by anyone affiliated with the Church will not be tolerated. In addition, the provision of such information shall not in any way influence, positively or negatively, the carrying out of routine disciplinary procedures by management as stated in the Church's employment policies.

XVII.3.4 Malicious Allegations

The Elder board recognizes that intentionally untruthful, malicious, erroneous, or harassing allegations could be damaging to the mission, integrity, and morale of the Church or the reputation of the accused individual. The safeguards stated in this §17.3 do not apply to individuals who make such complaints. Such allegations may result in disciplinary action, including but not limited to termination of employment and/or revocation of Church membership.

Article XVIII. EMERGENCY POWERS

An "emergency" exists for the purposes of this section if a quorum of the Elders cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Elder board may (a) modify lines of succession to accommodate the incapacity of any Elder board member, officer, employee or agent; and (b) relocate the principal office, designate alternative principal offices or regional offices, or authorize employees to do so. During an emergency, notice of a meeting of the Elders only needs to be given to those Elder board members for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One or more Elders or Leadership Team members present at a meeting of the Elder board may be deemed Elders for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any Elder board member, officer, employee or agent of the Church on the ground that the action was not authorized. The Elder board may also adopt emergency bylaws, subject to amendments or repeal by the full Elder board, which may include provisions necessary for managing the Church during an emergency including (a) procedures for calling a meeting of the Elders; (b) quorum requirements for the meeting; and (c) designation of additional or substitute Elder board members. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

Article XIX. TRANSACTION OF THE CHURCH

XIX.1 Contracts and Legal Instruments

The Elder board may authorize an individual Elder, Officer, employee 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.

XIX.2 Deposits

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

XIX.3 Gifts

The Elders may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Church including, but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property, real property, and interest therein. The Elders may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Articles of Incorporation, state law, or any requirements for maintaining the Church's federal and state tax status.

XIX.4 Ownership and Distribution of Property

The Church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

Article XX. BOOKS AND RECORDS

XX.1 Required Books and Records

The Church shall keep correct and complete books and records of account.

XX.2 Fiscal Year

The fiscal year of the Church shall begin on the first day of October and end on the last day in September in each year.

XX.3 Independent Financial Audit

The Church will engage an independent certified public accountant to conduct an annual audit, in accordance with the auditing standards generally accepted in the United States of America, of the financial records of the Church. The auditor will express an opinion on the financial statements presented in conformity with accounting principles generally accepted in the United States of America. These financial statements are to include, but not be limited to, a statement of financial

condition, a statement of activity, and a statement of cash flows and disclosures.

Article XXI. DISSOLUTION AND MERGERS

"Dissolution" means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Church shall be paid and discharged, or adequate provision shall be made therefore; (2) assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the Church; this distribution shall be done pursuant to a plan adopted by the Elders by passing vote as defined in §11.3.8 of these Bylaws; and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Church is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church's Articles of Faith (Article IX, beginning on page) and basic form of government.

In the event of a merger of the Church with another church, the net assets of the Church shall be contributed to the surviving entity.

Article XXII. ADMINISTRATIVE POSITIONS

XXII.1 Definitions

"Deliver" means (a) mailing; (b) transmission by facsimile equipment, for purposes of delivering a demand, consent, notice or waiver to the corporation or one of its directors or officers; or (c) electronic transmission, in accordance with the Elder's, Officer's, or employee's consent, for purposes of

delivering a demand, consent, notice or waiver to the Church or one of its Elders, Officers, or employees.

“Electronic transmission” means an electronic communication (a) not directly involving the physical transfer of a record in a tangible medium, and (b) that may be retained, retrieved and reviewed by the sender and the recipient thereof, and that they may be directly reproduced in a tangible medium by a sender and recipient.

“Execute,” “executes” or “executed” means (a) signed, with respect to a written record; or (b) electronically transmitted along with sufficient information to determine the sender’s identity, with respect to an electronic transmission.

“Record” means information inscribed on a tangible medium or contained in an electronic transmission.

“Tangible medium” means a writing, copy of a writing, facsimile or a physical reproduction, each on paper or on other tangible material.

XXII.2 Electronic Notice

XXII.2.1 Consent to Electronic Notice

In order to consent to notice via electronic transmission, a director or officer must, in a record, designate in the consent the appropriate electronic format and the address or system to which notices may be electronically transmitted, for example, specify an email address to which such electronic transmission may be sent.

XXII.2.2 Revocation of Consent of Electronic Notice

A director or officer who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation, in the form of a record (sent to the attention of the secretary). Additionally, the consent of any director or officer is revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notices. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

XXII.2.3 Effective Date of Delivery

If notice is mailed, it shall be deemed delivered when deposited in the mail properly addressed to the director or officer at his or her address as it appears on the records of the corporation with postage thereon prepaid, if the notice is by electronic transmission, it shall be deemed delivered when it is transmitted electronically in accordance with the consent of the director or officer. All other notice in tangible medium shall be deemed delivered upon receipt.

XXII.3 Amendments and Alterations

Excepting those alterations included under §10.3, “Voting by Members,” these Bylaws or any provision contained herein may be altered, amended, repealed or restated, and a new Bylaws adopted, by a passing vote of the Central Elder body as defined in §11.3.8. Such vote shall take place at any special or regular Elder meeting duly noticed. “Duly noticed” is defined as a twenty-four (24) hour pre-notification via email or other communication means.