

Church Bylaws
First Baptist Church
McKinney, Texas
Revised and Restated 03/26/08

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Article I. Church Membership

Section 1. General

- 1.1(1) 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 this Church.
- 1.1(2) The active members reserve the exclusive right to determine who shall be members of this Church and the conditions of such membership.
- 1.1(3) The Church is to be Spirit directed, staff led, purpose driven, and congregationally owned.

Section 2. Candidacy

- 1.2(1) When a person presents himself or herself for membership in First Baptist Church (the “Church”), the person may be received under any of the following scenarios:
 - (a) By profession of faith in Jesus Christ as his or her personal Savior and as a candidate for baptism and upon their baptism into full membership of the Church;
 - (b) By transfer of membership by letter from another Baptist church;
 - (c) By a statement of a previous baptism and membership in a Baptist church; or
 - (d) By affirmation of one’s prior profession of faith in Jesus Christ as his or her personal Savior and affirmation that his or her previous baptism was in agreement with biblical principals of Believer’s Baptism (immersion being symbolic of conversion).
- 1.2(2) Before being received into membership, the candidate(s) for membership shall be presented to the Senior Pastor and Response Team for approval. Should any member question the qualifications of any candidate, such questions shall be referred to the Senior Pastor who will make the final determination after conferring with the Deacon Leadership Team.

Section 3. New Member Orientation

- 1.3(1) Candidates for membership of this Church must participate in the Church's new member orientation classes before being accepted as an active member of the Church.

Section 4. Rights of Members

- 1.4(1) Every active member of the Church that has been a member for at least thirty (30) days and is eighteen (18) years of age or older is entitled to vote at all elections and on all questions submitted to the Church in conference, provided the member is present or the member complies with the absentee ballot procedures described below. For purposes of these Bylaws, an "active member" is a member that has participated in or attended a Church worship service or ministry in the past twelve (12) months. The Executive Committee along with the Executive Pastor shall determine the eligibility and procedures for absentee balloting.
- 1.4(2) Every active member of the Church that is eighteen (18) years of age or older is eligible for nomination to any elective office in the Church.
- 1.4(3) Every member of the Church may participate in the ordinance of the Lord's Supper.

Section 5. Termination

- 1.5(1) Membership shall be terminated in the following ways:
- (a) Death of the member;
 - (b) Transfer of membership to another Baptist church;
 - (c) Exclusion by action of this Church;
 - (d) Written resignation by member; or
 - (e) Proof of membership in a church of another denomination.

Section 6. Discipline

- 1.6(1) The Church shall take every reasonable measure to assist any troubled member. The Senior Pastor, other members of the staff and Deacons are available for counsel and guidance. The attitude of members toward one another shall be guided by a concern for redemption as outlined in Matthew 18.
- 1.6(2) If it becomes necessary for the Church to take action to exclude a member, a Church Conference may be called upon the recommendation from a majority of the body of active Deacons or by written petition signed by not less than one-fourth of the active members, then the active members may give consideration on this issue at a Special Church Conference. The member whose status is in question shall be allowed to present any evidence they choose at the Church Conference. A two-thirds vote of the active members present is required to remove a person from active membership. All such proceedings shall be pervaded by a spirit of Christian kindness and forbearance. To avoid a vote in the Church Conference, the member may resign by delivering a written document to any member of the ministerial staff.
- 1.6(3) Active members may vote to restore a person to membership upon request of the excluded person, and upon receipt of evidence of the excluded person's repentance and reformation. If a member resigned before receiving any disciplinary action, the members may condition a vote of restoration on the member upon his or her completion of any disciplinary process.

Article II. Church Ministers

Section 1. The Senior Pastor

- 2.1(1) The Senior Pastor shall be a member of this Church by virtue of his office and without any further action by the active members. The Senior Pastor is responsible for leading the Church to function as a New Testament church. The Senior Pastor will lead the congregation, the organizations, and the Church staff in performing their tasks.
- 2.1(2) The Senior Pastor is leader of pastoral ministries of the Church. As such, he works with the Deacons and Church staff to:
- (a) Lead the Church in the achievement of its missions;
 - (b) Proclaim the Gospel to believers and unbelievers;
 - (c) Shepherd and care for the Church's members and other persons in the community.

- 2.1(3) The Senior Pastor may relinquish the office of pastor by giving at least two weeks' notice to the Executive Committee at the time of resignation.
- 2.1(4) Active members may declare the office of Senior Pastor to be vacant. Such action shall take place at a Special Church Conference called for that purpose, for which at least one week's notice has been given in accordance with Article XVI of these Bylaws. Only after every reasonable measure to resolve the problem has been exercised, a Special Church Conference may be called upon the recommendation of a majority of the body of active Deacons or by written petition signed by not less than one-fourth of the active members. The Special Church Conference shall be scheduled by the Executive Pastor and he shall preside over this Church Conference as the moderator. In the absence of the Executive Pastor, the Lead Deacon shall preside, or in the absence of the Lead Deacon, the Chairperson of the Executive Committee shall preside. In the case where meetings take place at multiple venues on the same date, the Church Moderator or the Executive Committee may assign Church Moderators for each venue as needed. The vote to declare the office vacant shall be by written ballot; an affirmative vote of two-thirds of the active members present in person or by absentee ballot is necessary to declare the office vacant. The termination shall be immediate.
- 2.1(5) If the active members declare the office of Senior Pastor to be vacant, the Church, depending on the circumstances and at the discretion of the Executive Committee, may compensate the Senior Pastor at a monthly rate of not less than one-twelfth of his total annual compensation for a period equaling not less than one month for every full year of his service with this Church (not to exceed six (6) months). The compensation shall continue up to six (6) months or until the pastor is gainfully employed.
- 2.1(6) Should there be a need for an interim pastor, the interim pastor will be recommended by the Executive Committee and approved by the active members at a Special Church Conference.

Section 2. Ministerial Staff

- 2.2(1a) Levels of Ministerial Staff may be created as recommended by the Executive Committee and approved by the active members at a Church Conference.
- 2.2(1b) All ministers shall be members of this Church by virtue of their office and without any further action by the members. The Ministerial Staff shall be called and employed by the active members as the Senior Pastor or Executive Pastor, in conjunction with the Executive Committee, determines the need for such offices. A job description shall be written by the

Executive Committee and the Senior Pastor or the Executive Pastor when the need for a staff minister is determined. Ministerial Staff members of whom the Church requires evidence of a personal call of God to minister shall be recommended to the active members for approval by the Senior Pastor or the Executive Pastor in conjunction with the Executive Committee and a group of the lay leadership from that ministry in the Church. The Lead Pastor or Executive Pastor in conjunction with the Executive Committee may employ Associate Ministers as needed.

- 2.2(2) A minister may relinquish his office as minister by giving at least two (2) weeks' notice to the Executive Committee at the time of resignation.
- 2.2(3) Active members may declare the office of any Ministerial Staff member to be vacant. Such action shall take place at a Special Church Conference called for that purpose, for which at least one (1) week's public notice has been given in accordance with Article XVI of these Bylaws. Only after every reasonable measure to resolve the issue has been exercised, a Church Conference may be called upon the recommendation of a majority of the body of active Deacons or by written petition signed by not less than one-fourth of the active members. The Senior Pastor shall preside at this Church Conference. The vote to declare the office vacant shall be by written ballot; an affirmative vote of two-thirds of the active members present in person or by absentee ballot is necessary to declare the office vacant. The termination shall be immediate.
- 2.2(4) If the active members declare the office of any Ministerial Staff member vacant, the Church, depending on the circumstances and at the discretion of the Executive Committee, may compensate the minister at a monthly rate of not less than one-twelfth of his total annual compensation for a period equaling not less than one month for every full year of his service with this Church (not to exceed six (6) months). The compensation will continue up to six (6) months or until the minister is gainfully employed.
- 2.2(5) If a need exists for an interim minister, the minister would be recommended by the Senior Pastor or the Executive Pastor and approved by the Executive Committee.

Article III. Non-Ministerial Staff

- 3.1(1) Non-Ministerial Staff members shall be at-will employees employed as the Executive Committee and Executive Pastor determine the need for their services. A current Policy and Procedures manual will be provided to each non-Ministerial Staff member outlining the terms of their employment.

Article IV. The Deacons

- 4.1(1) The active members shall elect Deacons by ballot at a Church Conference. The process of election shall be described in the document entitled, Deacon Election Process – FBC McKinney. The Deacon Election Committee shall review this document annually, and recommend changes to the active members for ratification as needed.
- 4.1(2) Ordained Deacons elected by the active members are called out to be servant ministers, supporting God’s work through His church. Each Deacon will be asked to recommit to this service annually. Active Deacons shall only include those Deacons who have recommitted to this service for the current year.
- 4.1(3) There shall be no obligation upon the active members to elect one who has been a deacon in another church. However, if such an individual is elected, his previous ordination by another church of like faith and order shall be recognized and accepted.
- 4.1(4) In accordance with the meaning of the work and practice in the New Testament, Deacons are to be servants of the Church. Their task is to serve with the Senior Pastor and staff in performing the following ministries:
- (a) Supporting the Church in the achievement of its mission through servant-leadership.
 - (b) Proclaiming the Gospel to unbelievers: helping believers in their Christian growth.
 - (c) Shepherding and caring for members and others in the community.
- 4.1(5) The Deacons shall publish and continually maintain a document entitled, Deacon Service – FBC McKinney. A copy of this document shall be available to any member upon request.

Article V. Church Officers

Section 1. Church Clerk

- 5.1(1) The active members shall elect annually a Church Clerk from the nominees suggested by the Nominating Committee. The Church Clerk shall perform all the duties required of a corporate secretary as defined in the Texas Nonprofit Corporation Act. The Church Clerk shall:
- (a) Give all notices as provided in the Bylaws, or as required by law;
 - (b) Keep the minutes of all committees as part of the corporate records. Such minutes shall be maintained for a minimum of six (6) years;
 - (c) Maintain custody of the corporate records of the Church;
 - (d) Keep a register of the mailing address of each member, officer, and employee of the Church;
 - (e) Perform duties as assigned from time to time by the Executive Committee, the Senior Pastor or Executive Pastor; and
 - (f) Perform all duties incident to the office of Church Clerk.
- 5.1(2) All Church records are Church property and shall be kept in the Church's registered office.

Section 2. Church Treasurer

- 5.2(1) The Executive Pastor shall serve as the Church Treasurer and as its chief financial officer. The Church Treasurer shall perform all the duties required of a corporate treasurer as defined in the Texas Nonprofit Corporation Act. The Church Treasurer shall:
- (a) Have charge and custody of, and be responsible for, all funds and securities of the Church;
 - (b) Receive and give receipts for monies due and payable to the Church from any source;
 - (c) Deposit all monies in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws,

or as directed by the Executive Committee or the Senior Pastor;

- (d) Write checks and disburse funds to discharge obligations of the Church;
- (e) Maintain the financial books and records of the Church;
- (f) Prepare financial reports at least annually;
- (g) Perform other duties as assigned from time to time by the Executive Committee or the Senior Pastor;
- (h) If required by the Executive Committee, give a bond for the faithful discharge of his duties in a sum, and with a surety, as determined by the Executive Committee; and
- (i) Perform all the duties incident to the office of Church Treasurer.

5.2(2) The Treasurer may delegate some of the treasurer's duties to other active members or staff. In the absence of the Executive Pastor, the Chairperson of the Finance Committee shall serve as the Church Treasurer.

Section 3. Church Moderator

5.3(1) The Senior Pastor shall serve as the Church Moderator. The Church Moderator shall perform all the duties required of a President as defined in the Texas Nonprofit Corporation Act. In the absence of the Senior Pastor, the Executive Pastor shall serve as the Church Moderator. In the absence of the Senior Pastor and Executive Pastor, the Lead Deacon shall preside, or in the absence of the Lead Deacon, the Chairperson of the Executive Committee shall preside. In the case where meetings take place at multiple venues on the same date, the Church Moderator or the Executive Committee may assign Church Moderators for each venue as needed.

Section 4. Assistant Officers

5.4(1) The Executive Committee may appoint one or more assistant Church Clerks and one or more assistant Church Treasurers, subject to the same restrictions, if any, for holding the offices of Church Clerk and Church Treasurer, respectively. Each assistant Church Clerk and each assistant Church Treasurer shall hold office for such period as the Executive Committee may prescribe. Any assistant Church Clerk may perform any of the duties, or exercise any of the powers, of the Church Clerk, or otherwise, as occasion may require in the administration of the business and affairs of

the Church; and any assistant Church Treasurer may perform any of the duties, or exercise any of the powers, at the request or in the absence or disability of the Church Treasurer, or otherwise, as occasion may require in the administration of the business and affairs of the Church. Each assistant Church Clerk and each assistant Church Treasurer shall perform such other duties and/or exercise such other powers, if any, as the Executive Committee shall prescribe from time to time. To establish the authority of an assistant Church Clerk or an assistant Church Treasurer to take any action on behalf of the Church in place of the Church Clerk, as the case may be, it shall not be necessary to furnish proof of any request by, or the absence or disability of, the Church Clerk, or any other assistant Church Clerk or assistant Church Treasurer, respectively.

Section 5. Disallowed Payments

5.5(1) Any payments made to an officer of the Church such as a salary, commission, bonus, interest, or rent; or expense reimbursement incurred by such officer, which is disallowed as an acceptable expense, in whole or in part, by the Internal Revenue Service (hereinafter the “IRS”), shall be reimbursed by such officer to the Church to the full extent of such disallowance. It shall be the duty of the Executive Committee to enforce payment of each such amount disallowed.

Article VI. Church Operating Committees and Mission Teams

Section 1. General

6.1(1) The active members shall elect all Operating Committees at a Church Conference pursuant to recommendations presented or made by the Nominating Committee. Additional nominations for election may be placed from the floor at the Church Conference provided they have agreed to serve, if elected and meet the criteria for serving on the operating committee.

- (a) The committee chairperson will nominate a vice-chairperson subject to approval by the current committee.
- (b) The current year’s vice-chairperson will serve as the chairperson of that operating committee in the following year.
- (c) The chairperson of each operating committee should serve no more than one (1) year during his or her current term on that committee.

6.1(2) All Operating Committee, Community Mission Team and Global Mission Team members shall be active members of the Church. Any person nominated by the Nominating Committee or from the floor, must agree to

serve prior to their public nomination. The Senior Pastor and the Executive Pastor shall be ex-officio members of all Operating Committees.

6.1(3) Upon recommendation of the Executive Committee and after approval by the active members, the Executive Committee may add other Operating Committees as the need arises to oversee the accomplishing of various assigned tasks, not necessarily to perform those tasks.

6.1(4) No Operating Committee shall have the authority to do any of the following:

- (a) Amend the Articles of Incorporation;
- (b) Adopt a plan of merger or a plan of consolidation with another church;
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church;
- (d) Authorize the voluntary dissolution of the Church;
- (e) Revoke proceedings for the voluntary dissolution of the Church;
- (f) Adopt a plan for the distribution of the assets of the Church;
- (g) Amend, alter, or repeal the Bylaws;
- (h) Elect or remove a member, an officer of the Church, or a Operating Committee member of the Church;
- (i) Approve any transaction to which the Church is a party, and that involves a potential conflict of interest as described in Article XIII, Sections 4 and 5 of these Bylaws; or
- (j) Take any action outside the scope of authority delegated to it by the active members.

6.1(5) Written or printed notice of a meeting of an Operating Committee shall be delivered personally or sent by telegram, telecopy or electronic mail transmission or by U.S. mail, express mail or courier service, with postage and fees prepaid, to each committee member not less than ten (10) nor more than sixty (60) days before the date of the committee meeting. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called.

- 6.1(6) A majority of the number of Operating Committee members shall constitute a quorum for the transaction of business at any meeting of an Operating Committee. The Operating Committee members present at a duly called or held meeting, at which a quorum is present, may continue to transact business even if some Operating Committee members leave the meeting such that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Operating Committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the Operating Committee Chairperson may adjourn and reconvene the meeting one time without further notice.
- 6.1(7) Operating Committees shall try to take action by consensus. However, the vote of a majority of Operating Committee members present and voting at a meeting at which a quorum is present, shall be sufficient to constitute the act of the Operating Committee unless the act of a greater number is required by law or the Bylaws. An Operating Committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the Operating Committee.
- 6.1(8) Members of Operating Committees shall not receive salaries for their services. The Executive Committee may adopt a resolution providing for reimbursement to committee or ministry team members of properly documented expenses for attendance, if any, for performing their duties as a member of a committee or Ministry Team. An Operating Committee member may serve the Church in any other capacity and receive compensation for those services.
- 6.1(9) Any action which might be taken at any meeting of any Operating Committee may be taken without such meeting by writing or writings signed by all of the members of such committee. The writing or writings evidencing such action taken without a meeting shall be filed with the Chairperson of such committee and inserted by him or her in the permanent records relating to the meetings of the committee.
- 6.1(10) Each Operating Committee may adopt rules for its own operation consistent with the Bylaws, or with rules adopted by the Executive Committee.

Section 2. Operating Committees

- 6.2(1) Members of all Operating Committees shall serve a three (3) year term on a rotating basis with approximately one-third of the members being elected each year. The term of the members shall begin and end with the regular calendar year. Each Operating Committee shall have a minimum of six (6) members. No Church member may serve on more than one (1) Operating Committee at the same time. Only one member per family may serve on the same Operating Committee at the same time.
- 6.2(2) After serving a three (3) year term or an unexpired term of twenty-four (24) months or more, an Operating Committee member shall be eligible for re-election to the same Operating Committee only after the lapse of two (2) years. Those serving unexpired terms of twenty four (24) months or less shall be eligible for re-election to that same Operating Committee without any lapse or waiting period. If, for any reason, a member cannot complete a term of service, the Nominating Committee shall nominate a person to fill the unexpired term. The nominations shall be approved by the active members at a Church Conference.
- 6.2(3) Members of the Nominating Committee shall be nominated by the Senior Pastor, the Executive Pastor, the Lead Deacon, a lay leader of the Community Mission Team, and the Chairperson of the Executive Committee who will serve as the Chairperson of this committee of nominators. This committee shall meet at least once a year to make nominations. The active members shall vote on all nominations.
- (a) The Nominating Committee chairperson will nominate a vice-chairperson subject to approval by the current committee.
 - (b) The current year's vice-chairperson will serve as the chairperson of the Nominating Committee in the following year.
 - (c) The chairperson of the Nominating Committee should serve no more than one (1) year during his or her current term on that committee.
- 6.2(4) Operating Committees shall consist of the following:
- A. **Deacon Election Committee** – To oversee and coordinate the Deacon nomination and election process. The Deacon Election Committee shall be constituted of at least six (6) individuals whom are either ordained Deacons, or ordained ministers, or their spouses. Each member shall serve a three (3) year term. The Senior Pastor (or senior staff member by tenure in the case that the office of Senior Pastor is vacant) and the Lead Deacon will each nominate one individual to committee service annually. The Lead Deacon will serve as an ex-officio member of this committee.

- B. **Executive Committee** - To coordinate and approve policies, duties, salaries, and job descriptions of all the Church staff, to assist in the calling process for Ministerial Staff as provided herein, and to receive and process proposed Bylaw changes and any other responsibilities provided for in these Bylaws. The Executive Committee shall act as the Board of Directors as defined in the Texas Nonprofit Corporation Act. The Executive Committee shall be selected from current or former members of the Deacon Leadership Team, as defined in a document entitled, Deacon Service – FBC McKinney, and persons that have completed three (3) years of service on the Community Mission Team, Finance Committee, or Global Mission Team.

- C. **Finance Committee** - To develop and promote the annual budget, to review receipts and expenditures not less than quarterly, and to coordinate the memorial education funds and stewardship education process.

- D. **Nominating Committee** – To nominate members to the Church for service on the Executive Committee, the Finance Committee, and Ad Hoc Committees.

Section 3. Mission Teams

- 6.3(1) **Community Mission Team (“CMT”)** – To support mission’s emphasis and make recommendations to the Church body regarding community mission projects as Christ commands in Acts 1:8. Likewise, the CMT will assist in engaging all members to serve in at least one of the ministries of the Church. Members shall serve on the CMT at the discretion of the Minister for Missional Life.

- 6.3(2) **Global Mission Team (“GMT”)** – To support mission’s emphasis and make recommendations to the Church body regarding global mission projects both here and abroad, as Christ commands in Acts 1:8. Financial Support for global missions shall be administered by the Finance Committee as recommended by the Minister for Missional Life in coordination with the GMT. Members shall serve on the GMT at the discretion of the Minister for Missional Life.

- 6.3(3) The active members may recommend to the CMT the formation of other community ministry teams to meet the needs identified by the Church, to be coordinated and supported by the CMT and the Church staff. All members are encouraged to be involved in at least one of the ministry teams. A complete list of the existing ministry teams shall be maintained by the CMT.

Section 4. Ad Hoc and Special Committees

- 6.4(1) As needed, the Nominating Committee shall nominate members of ad hoc committees. The nominations shall be approved by the active members. Each committee shall have a minimum of six (6) members.

Section 5. Minister Calling Process

- 6.5(1) The Senior Pastor or Executive Pastor, in conjunction with the Executive Committee, and after consultation with a group of lay leaders from the ministry area affected, shall pursue, interview, and recommend to the active members any person to be called to a ministerial position.
- 6.5(2) Associate Ministers may be employed upon the recommendation of the Executive Pastor and the approval of the Executive Committee subject to the provisions of Sections 10.1(1) and 10.1(2).
- 6.5(3) An Associate Minister may be eligible at a future time for consideration of a change in title from Associate to Minister. The Executive Pastor together with the Executive Committee will bring a recommendation for the change to the active members in a Church Conference.

Section 6. Senior Pastor Search Committee

- 6.6(1) The Senior Pastor Search Committee shall be elected in a two (2) phase process by active members in attendance at two (2) separate Church Conferences as outlined below to conduct a search and make recommendations to the active members concerning the calling of an individual for Senior Pastor. Each such Senior Pastor Search Committee shall be composed of eight (8) active members.
- 6.6(2) Four (4) members shall first be elected at a Church Conference (phase one) to be held immediately following the last regularly scheduled Sunday morning worship service at the Church's registered office. At the Church Conference, nominations shall be made from the floor or at the Church's registered office before the Sunday Church Conference. The nominator must first state the nominee's qualifications and affirm the willingness of the individual to serve if elected. Once nominations cease, the members present at the Church Conference shall vote (by written ballot if more than four nominees).
- 6.6(3) If more than four (4) nominees exist, the Nominating Committee shall count the ballots and verify the willingness of the individuals receiving the highest number of votes to serve. Should any of the four highest vote recipients not be willing to serve, the Nominating Committee shall contact the successive highest vote recipients. The four (4) highest vote recipients

willing to serve shall be elected and then announced at the Sunday worship services on the day of the second Church Conference (phase two).

- 6.6(4) At a second Church Conference, (phase two) held after the last regularly scheduled Sunday morning worship service at the Church's registered office, following the first Church Conference (at least one week later), the Nominating Committee shall make nominations for the additional members (four or more if fewer than four (4) willing to serve elected by phase one) of said Senior Pastor Search Committee for the purpose of completing the selection of the Search Committee. The active members may suggest additional nominees from the floor. Once the nominations close, active members present shall vote (if more than four nominees, said vote shall be by written ballot). The four (4) individuals (or more as necessary to complete the search committee) receiving the highest number of votes shall be elected to the Senior Pastor Search Committee and along with the previously elected members shall constitute the Senior Pastor Search Committee. The Senior Pastor Search Committee shall select a chairperson from one of its eight (8) members at its first meeting.
- 6.6(5) When the focus of the Search Committee has been narrowed to one candidate, a Church Conference will be noticed (according to the requirements of Article XVI) where they will present the candidate to the active members in each of the worship services at all locations to see if there is unified agreement with the Senior Pastor Search Committee's recommendation. In order to accept the recommendation, an affirmative vote by secret ballot of at least two thirds of the active members voting in person or by absentee ballot shall be required. As with all ministers, the Executive Committee shall have the responsibility to finalize the terms of the call.

Section 7. Meeting by Electronic Means

- 6.7(1) All Operating Committees of the Church may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other. The notice of a meeting by electronic means must state the fact that the meeting will be held by electronic means, as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

Article VII. Organizations, Programs, Ministries, and Mission Teams

Section 1. General

- 7.1(1) All organizations, committees, programs, ministries and mission teams of the Church shall be subject to the control of the active members and the Church leaders. All officers shall be appointed or elected by the active members and shall report annually to the active members.

Article VIII. Church Ordinances

Section 1. General

- 8.1(1) The Church observes two (2) ordinances: Baptism and the Lord's Supper.

Section 2. Baptism

- 8.2(1) This Church shall receive for baptism any person who has received Jesus Christ as his or her Savior by personal faith, and who indicates a commitment to follow Christ as Lord.

- (a) Baptism shall be by immersion in water.
- (b) The Senior Pastor, or whomever the Senior Pastor shall authorize, shall administer baptism.
- (c) Baptism shall be administered at such times and places designated by the Senior Pastor or other ministers specified by the Senior Pastor.

Section 3. The Lord's Supper

- 8.3(1) This Church shall observe the Lord's Supper in keeping with the commands of the Bible and at least two (2) times per year at such times as the Senior Pastor or pastors specified by the Senior Pastor deems appropriate. All who know Jesus Christ as Lord and Savior will be invited to participate.

Article IX. Church Conferences

Section 1. General Services

- 9.1(1) The Church shall meet regularly on Sunday morning, and at other times for the worship of Almighty God. The Senior Pastor shall oversee these services.

Section 2. Regular Church Conferences

- 9.2(1) The Church shall hold an annual Church Conference at a time designated by the Executive Committee. The Church Clerk shall cause a notice of the annual Church Conference to be provided in writing for at least two (2) weeks prior to the scheduled Church Conference. The purpose of the Church Conference will be to adopt an annual budget and conduct other business as deemed necessary by the Executive Committee.

Section 3. Special Church Conferences

- 9.3(1) The Executive Committee may call a Special Church Conference. The active members may also call a Special Church Conference by presenting a written petition with the proposed resolution and containing the signatures of at least ten percent (10%) of the active members on the member roll approved by the Church Clerk. The Church Clerk shall certify that the active member petition meets the requirements of this Section. The Church Clerk shall cause a notice to be provided in writing at least one (1) week prior to all Special Church Conferences, unless extreme urgency renders such notice impractical. The notice shall include the subject, date, time and place. A Special Church Conference may only consider the subjects listed in the notice.

Section 4. Quorum

- 9.4(1) The quorum consists of those active members who attend a properly noticed Church Conference.

Section 5. Parliamentary Rules

- 9.5(1) Robert's Rules of Order, in its latest edition, is the authority for parliamentary rules of procedure for all Church Conferences. All decisions shall be by a simple majority vote, unless otherwise specified herein.
- 9.5(2) The Church Clerk shall certify the list of active members at least thirty (30) days prior to the annual Church Conference, and at least ten (10) days prior to any Special Church Conference. If a member wants to challenge his or her exclusion from the active member status, he or she shall deliver a written protest to any Church officer or minister. The Church Clerk shall review the prior decision and make a new determination regarding that individual's member status. If the member is still excluded from active member status, then the member may appeal the Church Clerk's decision to the Executive Committee. If the Executive Committee decides to affirm the Church Clerk, then the member may appeal that decision to the active members at the next Church Conference. The decision by the active members is final and cannot be appealed further.

Article X. Church Finances

Section 1. Budget

- 10.1(1) The Finance Committee and the Executive Pastor shall prepare and submit to the active members for approval an annual budget to serve as the guide for the financial obligations of the Church. The Executive Pastor, in conjunction with the Finance Committee, shall manage the finances of the Church.
- 10.1(2) The Executive Pastor, in conjunction with the Finance Committee, shall have the discretion to authorize spending in excess of the budget up to a maximum of two percent (2%) of the total annual budget while remaining responsible to see that the total expenses at year end do not exceed the receipts. Any request to increase spending to exceed the budget by more than two percent (2%) shall be submitted to the Finance Committee for approval prior to the committee submitting it to the active members for consideration at a Church Conference.
- 10.1(4) In order to protect and preserve the integrity of the budget and without limiting or restraining the ministries of the Church, the Finance Committee shall receive, review, and make a recommendation to the active members on all requests for special offerings not covered by a line-item in the budget.

Section 2. Accounting Procedures

- 10.2(1) The Church shall maintain adequate books and records to insure that financial transactions are appropriately recorded. Periodic financial statements shall be prepared at least annually in accordance with generally accepted accounting principles and an annual audit of the financial statements shall be performed by an independent public accounting firm.

Section 3. Fiscal Year

- 10.3(1) The Church fiscal year shall run concurrently with the Church year, which begins on January 1 and ends on December 31.

Article XI. Church Polity and Policies and Procedures Manual

Section 1. Church Polity

- 11.1(1) The Church was established in 1872 and was incorporated as First Baptist Church of McKinney, Texas, on February 5, 1992.
- 11.1(2) The registered office of the Church is 1615 W. Louisiana, McKinney, Texas 75069. Effective March 10, 2005 the registered agent of the Church shall be the Executive Pastor. The registered agent of the Church may be changed by a majority vote of the Executive Committee.

Section 2. Policies and Procedures Manual

- 11.2(1) The Executive Committee shall develop and maintain a Church Policies and Procedures Manual including organizational charts depicting lines of responsibility in the Church administration. The manual shall be kept in the registered office and made available for use there by any active member. The Church Clerk shall maintain the manual.

Article XII. Amendments

Section 1. Procedures for Amendments

- 12.1(1). Changes in these Bylaws shall be made in a four (4) step process. Proposed changes should be submitted on the “Proposed Changes to Bylaws” Form as included in the Policies and Procedures Manual.
- (a) Step 1A: A proposed change may be presented in writing at any Church Conference. The Church Moderator shall refer the proposed change to the Executive Committee; or,
 - (b) Step 1B: A proposed change may be presented in writing directly to the Executive Committee.
 - (c) Step 2: The Executive Committee shall receive and process proposed changes to these Bylaws. Processing should include proper wording and an assessment of any impact of this change. The Executive Committee shall not make a recommendation as to the proposed change.
 - (d) Step 3: If wording changes are made by the Executive Committee, it shall review the change with the original presenter. The Executive Committee shall notify the original presenter of any assessed impact of the proposed change. At

this time and if the presenter chooses, the proposed change may be withdrawn.

- (e) Step 4: After review and process, the proposed change shall be presented to the active members at a Church Conference. Every proposed change must be presented at two separate Church Conferences. At the second presentation, the active members may vote on the proposed change. If Step 1A was followed that will be considered the first presentation.

12.1(2) In lieu of submitting the Proposed Changes to Bylaws to the Executive Committee, upon the recommendation of the Executive Committee, the Proposed Changes to Bylaws may be referred to an Ad Hoc Bylaws Committee nominated by the Nominating Committee and approved by the active members. Any proposed changes to the Bylaws will be presented to the Church at a Church Conference as provided for in Section 12.1(1)(e) above.

12.1(3) In lieu of the steps outlined in 12.1(1)(a), (b), (c) and (d), the Executive Committee may also recommend Proposed Changes to the Bylaws to the Church as deemed appropriate. Any proposed changes to the Bylaws will be presented to the Church at a Church Conference as provided for in Section 12.1(1)(e).

12.1(4) Amendments to the Bylaws shall have a concurrence of a majority of the active members present in person or by absentee ballot and voting.

ARTICLE XIII. Transactions of the Church

Section 1. Contracts

13.1(1) The Executive Committee may authorize any officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Church. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

Section 2. Deposits

13.2(1) All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Executive Committee selects.

Section 3. Gifts

13.3(1) The Executive Committee may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes, or any special purpose, of the Church. The Executive Committee shall specifically approve all gifts of real estate.

Section 4. Affiliated Transactions

13.4(1) The Executive Committee shall adopt an Internal Revenue Service approved Conflict of Interest Policy. Sections 4 and 5 of this Article shall be interpreted to comply with the Conflict of Interest Policy. Any contract or transaction between the Church and an affiliated party, as defined below, shall be void as provided by law, or voidable at the discretion of the Executive Committee, if there is a conflict of interest between the Church and such affiliated party. For the purposes of these Bylaws, an affiliated party shall be any minister, officer of the Church, or member of the Church, their family members, or any other corporation, partnership, association, or other organization in which one or more of the ministers, officers of the Church, or member of the Church, or their Family Members, are ministers, officers, or members, or have a financial interest in (hereinafter an "Affiliated Party").

Section 5. Exceptions to Affiliated Transactions

13.5(1) Section 4 of this Article notwithstanding, no contract or transaction between the Church and an Affiliated Party shall be void or voidable solely for the reason that the Affiliated Party is an Affiliated Party, if

- (a) The material facts concerning the relationship of the Affiliated Party and the financial interests in the contract or transaction are disclosed to the Executive Committee, and the Executive Committee authorizes the contract or transaction by the affirmative vote of a majority of the committee members who are entitled to vote on the matter; and
- (b) The contract or transaction is fair to the Church at the time of the approval.

Section 6. Loans and Related Parties

13.6(1) The Church shall not make any loan to a minister or officer of the Church, or their family members.

Section 7. Prohibited Acts

13.7(1) As long as the Church is in existence, and except with the prior approval of the Executive Committee, no minister or officer of the Church, or their family members where applicable, shall:

- (a) Do any act in violation of the Bylaws or a binding obligation of the Church.
- (b) Do any act with the intention of harming the Church or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Church.
- (d) Receive an improper personal benefit from the operation of the Church.
- (e) Use the assets of the Church, directly, or indirectly, for any purpose other than carrying on the business of the Church.
- (f) Wrongfully transfer or dispose of Church property, including intangible property such as good will.
- (g) Use the name of the Church (or any substantially similar name), or any trademark or trade name adopted by the Church, except on behalf of the Church in the ordinary course of the Church's business.
- (h) Disclose any of the Church's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

Section 8. Compensation

13.8(1) All compensation packages for senior ministers and all employees of the Church who are deemed to be highly compensated employees under Section 414(q) of the Internal Revenue Code, will be discussed in the minutes of the meetings of the Executive Committee, and shall be approved by the full Executive Committee on at least an annual basis and/or whenever compensation is increased.

ARTICLE XIV. Books and Records

Section 1. Required Books and Records

14.1(1) The Church shall keep correct and complete books and records of account. The Church's books and records shall include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Church, including, but not limited to, the Articles of Incorporation, and any Articles of Amendment, Restated Articles, Articles of Merger, Articles of Consolidation, and Statement of Change of Principal Office or Registered Agent.
- (b) A copy of the Bylaws, and any amended versions or amendments to the Bylaws.
- (c) Minutes of the proceedings of the Operating Committees, and other committees of the Church.
- (d) A list of the names and addresses of the members, Ministers, officers of the Church, and all Operating Committee members of the Church.
- (e) A financial statement showing the assets, liabilities, and net worth of the Church at the end of the seven (7) most recent fiscal years.
- (f) A financial statement showing the income and expenses of the Church for the seven (7) most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the Church's federal, state, and local tax status.
- (h) The Church's federal, state, and local information or income tax returns for each of the Church's seven (7) most recent tax years.

Section 2. Inspection and Copying

14.2(1) Any minister or officer of the Church may inspect and receive copies of all books and records of the Church required to be kept by these Bylaws. Such a person may inspect or receive copies if the person has a proper purpose

related to the person's interest in the Church, and if the person submits a request in writing. Any person entitled to inspect and copy the Church's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Church's books and records may do so at a reasonable time no later than five (5) working days after the Church's receipt of a proper written request. The Executive Committee may establish reasonable fees for the copying of the Church's books and records under this Section 2. The fees may cover the cost of materials and labor, but may not exceed 10 cents per page. The Church shall provide requested copies of books or records no later than five (5) working days after the Church's receipt of a proper written request.

Section 3. Public Records

- 14.3(1) The Church shall maintain a file at all offices containing all documents required by the IRS to be made available to the public. All requests from the public for copies of the Church's IRS Form 1023 and IRS Form 990 (if filed) shall be honored and provided as required by the IRS.

ARTICLE XV. Indemnification and Insurance

Section 1. Mandatory Indemnification

- 15.1(1) The Church may indemnify any minister, officer, advisory committee member, employee, agent or volunteer of the Church who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action threatened or instituted by or in the right of the Church), by reason of the fact that he or she is or was a minister, officer, advisory committee member, employee, agent or volunteer of the Church, or is or was serving at the request of the Church as a minister, trustee, officer, employee, agent or volunteer of another domestic or foreign, nonprofit or for profit corporation, partnership, joint venture, trust or other enterprise, against expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Church, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Court-Approved Indemnification

15.2(1) Anything contained in these Bylaws or elsewhere to the contrary notwithstanding:

(a) the Church shall not indemnify any of the following:

(i) any claim, issue, or matter as to which a minister, officer, advisory committee member, employee, agent or volunteer of the Church who was a party to any completed action or suit instituted by or in the right of the Church to procure a judgment in its favor by reason of the fact that he or she is or was a minister, officer, advisory committee member, employee, agent or volunteer of the Church, or is or was serving at the request of the Church as a minister, trustee, officer, employee, agent or volunteer of another domestic or foreign, nonprofit or for profit corporation, partnership, joint venture, trust or other enterprise, in respect of any claim, issue or matter asserted in such action or suit as to which he or she shall have been adjudged to be liable for acting with reckless disregard for the best interests of the Church, misconduct or negligence in the performance of his or her duties to the Church unless, and only to the extent that, the District Court of Collin County, Texas, or the court in which such action or suit was brought shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances of the case, he or she is fairly and reasonably entitled to such indemnity as such District Court or such other court shall deem proper; or

(ii) any action or suit in which liability is asserted against a minister and that liability is asserted only pursuant to the Texas Nonprofit Corporation Act; and

(b) the Church shall promptly make any such unpaid indemnification as is determined by a court to be proper as contemplated by this Section 2.

Section 3. Determination Required

- 15.3(1) Any indemnification required under Section 1 and not precluded under Section 2 shall be made by the Church only upon a determination that such indemnification of the minister, officer, advisory committee member, employee, agent or volunteer of the Church is proper under the circumstances because he or she has met the applicable standard of conduct set forth in Section 1. Such determination may be made only:
- (a) by a majority vote of a quorum of Executive Committee of the Church who were not and are not parties to, or threatened with, any such action, suit or proceeding;
 - (b) if such a quorum is not obtainable or if a majority of a quorum of disinterested committee members so directs, in a written opinion by independent legal counsel other than an attorney retained previously by the Church, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Church, or any person to be indemnified, within the past five (5) years; or
 - (c) by the District Court of Collin County, Texas or (if the Church is a party thereto) the court in which such action, suit or proceeding was brought, if any.
- 15.3(2) Any such determination may be made by a court under division (c) of this Section 3 at any time (including, without limitation, any time before, during or after the time when any such determination may be requested of, be under consideration by or have been denied or disregarded by the disinterested committee members under division (a) or by independent legal counsel under division (b) of this Section 3). No decision for any reason to make any determination required under this Section 3., and no decision for any reason to deny any such determination, by the disinterested committee members under division (a) or by independent legal counsel under division (b) of this Section 3 shall be evidence in rebuttal of the presumption recited in Section 1. Any determination made by the disinterested committee member under division (a) or by independent legal counsel under division (b) of this Section 3 to make indemnification in respect of any claim, issue or matter asserted in an action or suit threatened or brought by or in the right of the Church shall be promptly communicated to the person who threatened or brought such action or suit, and within ten (10) days after receipt of such notification such person shall have the right to petition the District Court in Collin County, Texas, or the court in which such action or suit was brought, if any, to review the reasonableness of such determination.

Section 4. Advances for Expenses

15.4(1) Expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs) incurred in defending any action, suit or proceeding referred to in Section 1 may be paid by the Church in advance of the final disposition of such action, suit or proceeding to or on behalf of the minister, officer, advisory committee member, employee, agent or volunteer promptly as such expenses are incurred by him or her, but only if such minister, officer, advisory committee member, employee, agent or volunteer shall first agree, in writing, to repay all amounts so paid in respect of any claim, issue or other matter asserted in such action, suit or proceeding in defense of which he or she shall not have been successful on the merits or otherwise:

- (a) if it shall ultimately be determined as provided in Section 3 that he or she is not entitled to be indemnified by the Church as provided under Section 1; or
- (b) if, in respect of any claim, issue or other matter asserted by or in the right of the Church in such action or suit, he or she shall have been adjudged to be liable for acting with reckless disregard for the best interests of the Church or misconduct (other than negligence) in the performance of his or her duties to the Church, unless and only to the extent that the District Court in Collin County, Texas, or the court in which such action or suit was brought, shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances, he or she is fairly and reasonably entitled to all or part of such indemnification.

Section 5. Insurance

15.5(1) The Church may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit or self-insurance, on behalf of any person who is or was a minister, officer, advisory committee member, employee, agent or volunteer of the Church, or is or was serving at the request of the Church as a minister, trustee, officer, employee, agent or volunteer of another domestic or foreign, nonprofit or for profit corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such.

Section 6. Certain Definitions

15.6(1) For purposes of this ARTICLE XV, and as examples and not by way of limitation:

- (a) A person claiming indemnification under this ARTICLE XV shall be deemed to have been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1, or in defense of any claim, issue or other matter therein, if such action, suit or proceeding shall be terminated as to such person, with or without prejudice, without the entry of a judgment or order against him or her, without a conviction of him or her, without the imposition of a fine upon him or her and without his or her payment or agreement to pay any amount in settlement thereof (whether or not any such termination is based upon a judicial or other determination of the lack of merit of the claims made against him or her or otherwise results in a vindication of him or her);
- (b) References to an "other enterprise" shall include employee benefit plans; references to a "fine" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Church" shall include any service as a minister, officer, advisory committee member, employee, agent or volunteer of the Church which imposes duties on, or involves services by, such Minister, officer, advisory committee member, employee, agent or volunteer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Church" within the meaning of that term as used in this ARTICLE XV;
- (c) The term "volunteer" shall mean a minister, officer, advisory committee member, employee, agent or volunteer of the Church, or another person associated with the Church, who (i) performs services for or on behalf of, and under the authority or auspices of, the Church, and (ii) does not receive compensation, either directly or indirectly, for performing those services. Compensation does not include (i) actual and necessary expenses that are incurred by the volunteer in connection with the services performed for the Church and

that are reimbursed to the volunteer or otherwise paid; (ii) insurance premiums paid on behalf of the volunteer and amounts paid, advanced or reimbursed as allowed under the Texas Nonprofit Corporation Act or any indemnification agreement, resolution or similar arrangement; or (iii) modest perquisites.

Section 7. Venue

15.7(1) Any action, suit or proceeding to determine a claim for indemnification under this ARTICLE XV may be maintained by the person claiming such indemnification, or by the Church, in the District Court in Collin County, Texas. The Church and (by claiming such indemnification) each such person consent to the exercise of jurisdiction over its or his or her person by the District Court in Collin County, Texas, in any such action, suit or proceeding.

ARTICLE XVI. Notices

Section 1. Notices

16.1(1) Notice may be delivered in any manner provided in the Texas Nonprofit Corporation Act. Notice to active members of the annual Church Conference shall be adequate if the notice is provided in writing on two (2) consecutive Sundays prior to the Annual Church Conference. Notice to active members of a Special Church Conference shall be adequate if the notice is provided in writing at least one (1) week prior to the Church Conference. If notice is delivered by personal delivery or transmitted by telegram, telecopy or electronic mail, the notice shall be considered to have been given when delivered or transmitted. If notice is sent by U.S. mail, express mail or courier service, the notice shall be considered to have been given when deposited in the mail or with the courier service.

Section 2. Signed Waiver of Notice

16.2(1) Whenever any notice is required to be given under the provisions of the Texas Nonprofit Corporation Act, or under the provisions of the Articles of Incorporation or these Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

Section 3. Waiver of Notice by Attendance

16.3(1) The attendance of a person at a Church Conference shall constitute a waiver of notice of the Church Conference, unless the person attends for the express purpose of objecting to the transaction of any business because the Church Conference is not lawfully called or convened.

ARTICLE XVII. Miscellaneous Provisions

Section 1. Legal Authorities Governing Construction of Bylaws

17.1(1) The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 2. Legal Construction

17.2(1) If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision, and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

Section 3. Headings

17.3(1) The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

Section 4. Parties Bound

17.4(1) The Bylaws shall be binding upon, and inure to the benefit of; the ministers, officers of the Church, members of the Church, employees of the Church, and agents or volunteers of the Church, and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in these Bylaws.

RECOMMENDED CHANGE IN BYLAWS
First Baptist Church, McKinney, Texas

Request submitted by: _____

Date of original Request: _____

1. Please indicate the Article and Section of the Bylaws you are seeking to change:
Article _____ Section _____ Subsection _____.

2. Please state the current Bylaw wording: (unless this is a new article or section).

3. Please state the changes you are requesting and the new wording as proposed.

4. Please write a paragraph explaining your thoughts on the need for this change.

ROUTING

Presented initially to the Church on: _____

Processed by Executive Committee on: _____

Presented to the Church for final consideration on: _____

Accepted or Denied by Church vote on: _____

Recorded in Church minutes by : _____

Church Clerk