

AMENDED AND RESTATED

BYLAWS OF FIRST BAPTIST CHURCH OF HOUSTON

ADOPTED THIS 22nd DAY OF September, 2013

ARTICLE I

First Baptist Church of Houston

Section 1.1 **Name.** The corporation shall be known as First Baptist Church of Houston (hereinafter referred to as the "church"), which is the name of the corporation as established by the Articles of Incorporation filed with the Secretary of State of the State of Texas on May 10, 1974. Any reference to the church herein is by definition the First Baptist Church of Houston. The church may also be referred to more informally as Houston's First Baptist Church.

Section 1.2 **The Church Generally.** The church is an organized body of baptized believers, democratic in spirit and principles of government, absolutely sovereign in authority in administering its affairs, acknowledging the headship of Jesus Christ, united in beliefs of what He taught, bound in covenant together to do what He commanded, and cooperating with other like Baptist bodies in the missionary enterprise of spreading the Gospel. The church, like all other true Baptist churches, accepts the Bible as the sufficient rule of faith and practice in all matters of doctrine and policy, and believes that the mandates of the Scriptures are authoritative and binding.

Section 1.3 **Member Managed.** The management of the church is vested in its members. The church shall act and approve matters through its members by the taking of church action (as defined in Section 2.1). No member or group of members shall have any authority whatsoever over the church, except for the taking of church action collectively with other members of the church and as provided by these Bylaws. The power of the church cannot be transferred or delegated and church action is final.

Section 1.4 **Baptist Faith and Message.** The church affirms its agreement with the Baptist Faith and Message adopted by the Southern Baptist Convention on June 14, 2000.

Section 1.5 **Texas Non-Profit Corporation.** For legal purposes, the church is organized under the Texas Non-Profit Corporation Act, as amended, Article 1396-1.01 et seq. V.A.T.S. (hereinafter referred to as the "Act").

Section 1.6 **Principal and Registered Office; Registered Agent.** The principal office of the church shall be at 7401 Katy Freeway, Houston, Texas 77024, or at such other place in the City of Houston, Texas as the church by church action shall designate. The address of the registered office of the church, and the address of the church's registered agent, shall be identical to the principal office. The registered agent at the registered office of the church shall be the senior pastor of the church, unless otherwise designated by church action

Section 1.7 **Charitable Organization.** The church is organized for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and its assets are to be used in performing the church's functions. Upon any dissolution of the church, the assets shall be transferred to a religious, charitable, educational or other similar organization that is of like faith and order, committed to spread the Gospel of Jesus Christ and qualified as a charitable organization under Section 501(c)(3) of the Internal Revenue Code, as determined by church action.

ARTICLE II Church Conferences and Church Action

Section 2.1 **Church Action.** The church shall take all action by at least a majority vote of the members of the church present and voting at any regular or special conference of the church (hereinafter referred to as "church action"); *provided*, that, in the circumstances described in Sections 3.3(d), 4.2 and 6.1(a) hereof, the required vote for church action shall be at least two-thirds of the members of the church present and voting. Any member of the church who does business with the church directly or indirectly, or any officer or employee of the church, shall not be eligible to vote on any budget or any other matter that could be considered a conflict of interest.

Section 2.2 **Regular Church Conferences.** Regular conferences (or meetings) of the members of the church (hereinafter referred to as "church conferences") shall be held at least six times in a church organizational year (which shall be established by church action) at dates and times as shall be established by the senior pastor in consultation with the chairman of the deacon body (as defined in Section 3.4(a)). Notice of a scheduled regular church conference shall be given through "public notice," which shall mean notice at regularly scheduled Sunday church worship services or through written notice by publication in materials distributed at regularly scheduled Sunday church worship services, in either case, for at least two prior consecutive Sundays.

Section 2.3 **Special Church Conferences.** Special church conferences may be called by the senior pastor, the chairman of the deacon body or by a majority of the "active members" (as defined in Section 3.4(a)) of the deacon body present and voting at any meeting thereof, by giving advance notice thereof to members of the church that is reasonable under the circumstances; *provided*, that a special church conference for the purpose of receiving new members of the church, or for granting letters of dismissal, may be called and held at any regularly scheduled church worship service without previous notice.

Section 2.4 **Quorum and Record Date for Church Conferences.** Members of the church present at a church conference, notice for which shall be duly given, shall constitute a quorum. Members of the church on the date of a church conference are entitled to vote at the church conference.

Section 2.5 **Moderator at Church Conferences.** The senior pastor or whomsoever he may designate shall preside over all church conferences as moderator. In the absence of the senior pastor or his designee, the chairman of the deacon body shall be the moderator for any such conferences. If the chairman of the deacon body cannot serve, the

church shall by church action elect a moderator for any such conference. The moderator shall not vote on any matter.

Section 2.6 **Conduct of Church Conferences.** It shall be the duty of the moderator at all church conferences to strictly and firmly enforce these Bylaws and the usual rules of order and procedure recognized by standard authorities for the government of popular assemblies, such as *Roberts' Rules of Order*, as amended, when not in conflict with these Bylaws.

Section 2.7 **Consideration at Church Conferences.** Subject matters to be considered for discussion and vote at any duly constituted church conference shall be limited to those matters which have been discussed by the deacon body at a regular or special meeting thereof and approved by a majority of the active members of the deacon body present and voting at such meeting for submission to a vote at a church conference with a recommendation that members of the church vote in favor of such matters.

Section 2.8 **Minutes of Church Conferences.** The minutes of each church conference shall show that a quorum was present and participated in the business transacted at such conference, and no business shall be transacted by the church except when sitting in conference.

Section 2.9 **Church Conferences Public.** All church conferences shall be public conferences, unless at any conference an executive or non-public session be ordered by church action.

ARTICLE III

Officers of the Church, Church Committees, Church Staff and Related Matters

Section 3.1 **Officers and Committees.**

- (a) The officers of the church shall consist of a senior pastor; deacons (not less than 50 in number); trustees (not less than 3 in number); and a clerk. The officers of the church may also consist of such other officers of the church that the church may from time to time by church action elect, with such church action also establishing the duties and function of any such other officers.
- (b) The church may by church action establish committees to supervise and oversee ministries or functions of the church (hereinafter referred to as "church committees"). The overall responsibilities and function of each church committee shall be approved by a majority of the active members of the deacon body present and voting at a regular or special meeting thereof. The church committees shall include a finance committee, a personnel committee, a facilities committee and a missions council. The primary role of any church committee shall be to review and advise the church on matters specified by the church.

Section 3.2 **Election; Vacancies; Removal.** All officers and members of committees of the church (except the senior pastor and deacons, who shall continue to serve at the pleasure of the church) shall be elected annually by church action at the regular church conference in the month prior to the beginning of each church organizational year, or as soon thereafter as practicable at a regular or special church conference. After election, all officers shall continue to hold their respective offices until their successors are duly elected; *provided*, that additional deacons may be elected by church action at any regular or special church conference. If a vacancy in an office should occur, the church by church action as soon thereafter as practicable shall elect a person to fill out the unexpired term. The members of any newly constituted committee of the church shall also be elected by church action. Any officer (other than the senior pastor, with respect to which Section 3.3(e) applies) or member of a committee of the church may be removed from his position by church action at a regular or special church conference.

Section 3.3 **Senior Pastor.** As declared by the Scriptures, Christ is Head over the church, and Chief Shepherd of the Flock. The Holy Spirit is His administrator. A man called of God to the preaching of the Word, ordained by a Baptist church, called to the pastorate of a local church as the Undershepherd of Christ, and, under the Holy Spirit, is the chief executive of such body. Therefore, the time-honored position of the church, as it relates to the senior pastor, is restated as follows:

- (a) The primary role of the senior pastor shall be to lead the church. The senior pastor of the church is, and shall be, regarded and recognized as the Undershepherd of Christ, performing a spiritual ministry to the spiritual body in this place, and the chief executive and administrative officer of this church, as pertaining both to its spiritual ministry and program, and its business, secular and material affairs; that certain powers, duties and prerogatives are inherent in the office of senior pastor; that these powers, duties and prerogatives are to be exercised by the senior pastor under the guidance of the Holy Spirit, in the wise counsel of the deacon body, chairmen of church committees and the members of the church.
- (b) That among the prerogatives and obligation of the senior pastor is that of formulating a general program for the church, in its spiritual work as well as its material welfare. That the senior pastor has the right to call upon and expect and receive the wisest counsel and sincere prayerful cooperation from the church staff (as defined in Section 3.7), deacons and members of the church in formulating such a program. When such a program is formulated and adopted by the church and placed in the hands of the senior pastor to carry out, the senior pastor shall have the cooperative efforts of the aforementioned in carrying out such a program until it is changed, modified or superseded by the action of the church.
- (c) The senior pastor shall serve as moderator of all church meetings (except as provided in Section 2.5), ex-officio head of all departments of church work and as an ex-officio member of all committees of the church. Among his specific duties shall be to give special attention to the spiritual

needs of the members of the church, to preach at the church and to administer the ordinances of the New Testament.

- (d) Upon the death, resignation or removal of the senior pastor, the church by church action in any regular or special church conference shall call to its pastorate a minister of good report; *provided*, that notice of such church conference and the intention to vote on the call shall be given through public notice. The church's vote to call a new senior pastor shall be upon recommendation of a committee established by the church by church action for the search for a senior pastor. For purposes of this Section 3.3(d), church action shall require at least a two-thirds vote of the members of the church present and voting.
- (e) The senior pastor shall be elected to an indefinite tenure of office to be terminated at his own pleasure or by church action at a regular or special church conference after a recommendation by a majority of the active members of the deacon body present and voting at a regular or special meeting thereof.

Section 3.4 Deacons and Deacon Body. The primary role of the deacon body shall be to serve the church. It shall be the duty of the deacon body (and each deacon individually) to act as general assistants of the senior pastor, aiding him in the discharge of such of his pastoral duties as they can; to visit the sick and needy of the church, and render them such aid on the part of the church as possible; to be always ready and willing to heartily cooperate with the senior pastor; to give him the benefit of their advice, information and services in the conduct of all the interests of the church; to encourage and strengthen the recent converts and the weak, to see that visitors are made to feel welcome and at home in the church worship services; to see that additions to the church membership are made to feel that they are cordially welcome and heartily invited to a full participation in all the rights and privileges of the church; to investigate in a spirit of Christian brotherly kindness and love any rumors or reports that may become current affecting the conduct of any member of the church as such; in the same spirit to visit any member of the church found delinquent, admonish him faithfully and strive and labor for his restoration; to report to the church any matter, which in their judgment requires the discipline or other action of the church; and generally to faithfully do and perform all such duties as common Baptist usage and principles require of them.

- (a) The deacon body shall elect annually from among its active members a "chairman of the deacon body" to preside over meetings of the deacons and one or more vice chairmen and a secretary as well as other officers deemed advisable by the deacon body. The deacon body may also elect committees from among its active members to serve such purposes and follow such procedures as the deacons shall determine, including an administrative committee to recommend matters to the deacon body and a committee to recommend additional members of the deacon body. References in these Bylaws to "active members" of the deacon body shall be those duly elected deacons that are "in service" at such time, and shall exclude deacons who, among other things, are "emeritus" or "in reserve."

- (b) The deacon body shall hold regular meetings as established by the chairman of the deacon body and published by public notice.
- (c) Special meetings of the deacon body may be called by the chairman of the deacon body or the senior pastor. Notice reasonable under the circumstances shall be given to the deacon body of any such special meetings.

Section 3.5 **Trustees.** Trustees of the church shall be elected as set forth in Section 3.2 after nomination or recommendation by a majority of the active members of the deacon body present and voting at a regular or special meeting thereof.

Section 3.6 **Power and Duties of Trustees; Execution and Delivery of Instruments.**

- (a) The trustees shall take action on behalf of the church with respect to “material obligations” only after being authorized by church action. The term “material obligations” means (i) any conveyance, mortgage or other document affecting or involving the title to real estate, (ii) any loan, note or other evidence of indebtedness or financial obligation not already approved by church action as a part of the annual budget of the church, if the amount of such loan, note or other evidence of indebtedness or financial obligations is in excess of 0.5% of the operating budget of the church for the then current fiscal year, or such other amount determined from time to time for this purpose by church action, (iii) any contract or agreement in writing that by its term extends for more than one year and for which the aggregate of all current and future financial obligations or commitments is in excess of 0.5% of the operating budget of the church for the then current fiscal year, or such other amount determined from time to time for this purpose by church action, or (iv) any other agreement or instrument to be entered into by the church outside of the ordinary course.
- (b) The execution and delivery of agreements, instruments or documents by the church constituting or representing material obligations shall be accomplished only by a majority of the trustees of the church, unless the church by church action authorizes execution and delivery by a specific number of trustees constituting less than a majority.
- (c) The execution and delivery of agreements, instruments or documents by the church not constituting or representing material obligations may be accomplished by (i) one or more trustees of the church, (ii) the senior pastor or (iii) if authorized by church action, any other officer of the church designated by such church action.
- (d) The church by church action may adopt policies and procedures to address or approve expenditures, indebtedness or financial obligations or

commitments of the church in addition to those contained in this Section 3.6, which policies and procedures may be more or less restrictive than those contained in this Section 3.6.

Section 3.7 Church Staff. The senior pastor shall be responsible for overseeing qualified employees of the church (hereinafter referred to as the "church staff") to assist him in the ministries of the church. The primary role of the church staff shall be to operate the church and conduct its ministries as led by the senior pastor and approved by the church. Members of the church staff shall maintain the highest standards of spirituality and integrity. The church staff shall serve at the pleasure of the senior pastor within the guidelines set by the personnel committee of the church in consultation with the senior pastor, and each member of the church staff shall hold his or her position "at will" of the church. Each church staff member serving in a ministerial capacity shall demonstrate evidence of a personal call of God to the ministry. Persons holding the office of minister are accountable to God, the senior pastor and the church.

Section 3.8 Clerk. The church may, by church action, elect a clerk. It shall be the duty of the clerk of the church to oversee the making and keeping of a full and careful record of all the business transacted by the church when in conference, and shall submit the same to the church for correction and approval at each regular, succeeding conference; to take charge of and safely preserve all books, records and documents of every kind belonging to the church; to oversee the keeping of a complete roll of the church membership, showing the date and manner of each addition and each loss of a church member, and to keep said roll carefully and accurately revised at all times; to conduct such correspondence and give such official notices for the church, and perform such other duties as the church by church action may from time to time direct. The records of the church shall be open at reasonable times to reasonable inspection by any member of the church. In the absence of a clerk, the duties described in this Section 3.8 shall be performed by a person appointed by the senior pastor, in consultation with the chairman of the deacon body.

Section 3.9 Finance Committee. It shall be the duty of the finance committee of the church or whomsoever the church may designate to receive all the funds of the church of every kind and from every source, and to disburse the same as directed by the church through its annual adopted church budget. The church shall promote within itself the scriptural teaching of tithes and offerings from the church's membership and its organizations as the basis for the monetary support of its material and spiritual programs. The finance committee of the church shall be responsible for presenting to the church annually after the close of the financial year an audit by an independent, qualified auditing firm showing the church's financial condition and such information shall be available to members of the church.

Section 3.10 Church Messengers. The senior pastor, in consultation with the chairman of the deacon body, may nominate the appropriate members of the church to serve as official church messengers to the Southern Baptist Convention and such other denominational meetings and conventions in which the church by church action chooses to participate a reasonable time in advance of the particular denominational meeting or convention. The church messengers shall be selected by church action at a church conference.

ARTICLE IV
The Membership of the Church

Section 4.1 **Application.** Applications for membership may be presented at any regular or special church conference or at any regularly scheduled church worship service on Sunday or Wednesday and receptions shall be (a) by baptism by immersion upon a profession of saving faith in Jesus Christ; (b) by letter of dismission from any other church of the same faith and order that recognizes members who have been baptized by immersion upon a profession of saving faith in Jesus Christ; (c) by statement of prior membership in any church of like faith and order that recognizes members who have been baptized by immersion upon a profession of saving faith in Jesus Christ; or (d) by restoration, upon the person so applying, first making the proper and necessary acknowledgements to the church in public assembly.

Section 4.2 **Reception.** Church action shall be necessary for the reception of a new member of the church. Upon any objection to the application made by a proposed new member of the church and then fully stated by any member of the church before the vote is taken on the application, further action on the application shall be postponed, and an investigation of the objection shall be conducted at the direction of the deacon body, and a report to the members of the church shall be made. In all such cases where an objection has been made to the reception of any person, church action to receive such new member of the church shall require at least a two-thirds vote of the members of the church present and voting.

Section 4.3 **Dismission.** By church action, the church may grant any member of the church a letter of dismission, and any member of the church in good and regular standing and full fellowship, may by church action be granted a letter of commendation and dismission to join any other church of the same faith and order. Membership in the church may also be terminated by request of a member of the church, by reasonable evidence that a member has united with another church or as a result of a member's death.

Section 4.4 **Church Discipline.** The doctrine of church discipline as taught in the New Testament Scriptures shall in all cases be addressed by the church in such a way as may be determined for the church by the deacon body or pursuant to a written policy approved by the deacon body.

Section 4.5 **No Partition.** As a condition of membership, each member of the church covenants to waive any rights to require a partition of any or all of the property of the church.

ARTICLE V
Church Statement on Marriage

Section 5.1 **Statement on Marriage.**

- (a) The church believes that the term "marriage" has only one meaning, which is marriage sanctioned by God, joining one man and one woman in a single, exclusive union, as delineated in Scripture.

- (b) The church believes that God intends sexual intimacy to only occur between a man and a woman who are married to each other. The church believes that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman.
- (c) The church believes that any form of sexual immorality, such as adultery, fornication, homosexuality, bisexual conduct, bestiality, incest, pornography or any attempt to change one's sex, or disagreement with one's biological sex, is sinful and offensive to God.
- (d) The church believes that in order to preserve the function and integrity of the church as the local Body of Christ, and to provide a biblical role model to the church members and the community, it is imperative that all persons who are officers of the church, members of the church staff, members of church committees, church messengers or who serve as volunteers in the functioning of the ministries of the church and its Bible studies, should abide by and agree to the Statement on Marriage in this Section 5.1 and conduct themselves accordingly.
- (e) The church believes that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ.
- (f) The church believes that every person must be afforded compassion, love, kindness, respect, and dignity. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with Scripture nor the doctrines of the church.

ARTICLE VI Amendments of the Church Bylaws

Section 6.1 **Amendments.** Amendments to these Bylaws shall be proposed and disposed of in the following manner:

- (a) Any proposed amendment to these Bylaws shall be submitted in writing and duly signed by the person(s) proposing such amendment to the chairman of the deacon body and the senior pastor, who, in turn, shall cause such amendment to be presented at a regularly scheduled meeting of the deacon body. If approved by a majority of the active members of the deacon body present and voting at such regularly scheduled meeting, the secretary of the deacon body or the chairman of the deacon body shall forward the proposed amendment to the senior pastor, who, in turn, shall cause such amendment to be presented to the church at a regular church conference for church action. Any such proposed amendment shall not be acted upon at the conference at which it is first presented; instead, it shall be deferred for church action until the church next convenes at a regular church conference. For purposes of this Section 6.1(a), church action to

approve an amendment to these Bylaws shall require at least a two-thirds vote of the members of the church present and voting.

- (b) Before being presented for church action, any proposed amendment to these Bylaws shall be available in a conspicuous place on the church premises and posted on the church's website for at least eight consecutive days, including two Sundays, for any member of the church who so chooses to review or obtain a copy.
- (c) If less than 200 members of the church are present at any regular or special church conference before which a proposed amendment to these Bylaws is pending, such proposed amendment shall not be voted upon at such conference.
- (d) When an amendment to these Bylaws is proposed and has not been approved by church action, it shall not be presented again, nor shall any amendment embodying the substance thereof be presented, for six months from the date of the previous presentation of such amendment.

ARTICLE VII Indemnification

Section 7.1 **Indemnification.** The church shall indemnify, and advance Expenses (as this and all other capitalized terms used in this Article VII are defined in Section 7.3) to, an Indemnitee to the fullest extent permitted by applicable law in effect on the effective date hereof, and to such greater extent as applicable law may thereafter permit, against and for judgments, penalties, fines, settlements and reasonable expenses actually incurred by the Indemnitee in connection with any Proceeding. Without limiting the foregoing, the rights of Indemnitee provided under the preceding sentence shall include, but not be limited to, the right to be indemnified and to have Expenses advanced in all Proceedings to the fullest extent permitted by Article 2.22A of the Act or any successor statutory provision, as from time to time amended.

Section 7.2 **Non-Exclusive Nature.** The rights of indemnification and to receive advancement of Expenses as provided by this Article VII shall not be deemed exclusive of any other rights to which Indemnitee or any other person may at any time be entitled under applicable law, agreement, insurance, arrangement, church action or otherwise. No amendment, alteration or repeal of this Article VII or any provision thereof shall be effective as to any Indemnitee for acts, events and circumstances that occurred, in whole or in part, before such amendment, alteration or repeal. The provisions of this Article VII shall continue as to an Indemnitee whose Church Status has ceased and shall inure to the benefit of his heirs, executors and administrators.

Section 7.3 **Definitions.** For purposes of this Article VII:

- (a) "Church Status" describes the status of a person who is or was an officer or employee of the church or who is or was serving at the written request of the church as a director, officer, trustee, employee or similar functionary of another organization.

(b) "Expenses" shall include all reasonable attorneys' fees, court costs, travel expenses and all other disbursements or expenses of the types customarily incurred in connection with prosecuting, defending, preparing to prosecute or defend, investigating, or being or preparing to be a witness in a legal proceeding.

(c) "Indemnitee" includes any person who is, or is threatened to be made, a party to or a witness in or any legal proceeding by reason of his Church Status.

(d) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

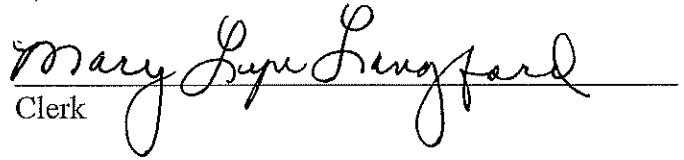
ARTICLE VIII

Definitions

Section 8.1 **Definitions.** For ease of reference, the following are defined terms used in these Bylaws and the Section in which the definition may be found:

- (a) the "Act" is defined in Section 1.5.
- (b) "active members" (of the deacon body) is defined in Section 3.4(a).
- (c) the "chairman of the deacon body" is defined in Section 3.4(a).
- (d) the "church" is defined in Section 1.1.
- (e) "church action" is defined in Section 2.1.
- (f) "church committees" is defined in Section 3.1(b).
- (g) a "church conference" is defined in Section 2.2.
- (h) the "church staff" is defined in Section 3.7.
- (i) "material obligations" is defined in Section 3.6(a).
- (j) "public notice" is defined in Section 2.2

I hereby certify that the foregoing Bylaws were duly adopted by the congregation of First Baptist Church of Houston and are in full force and effect, the 22nd day of September, 2013.


Clerk

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