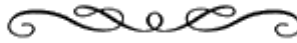


CONSTITUTION AND BYLAWS OF SOUTHMONT BAPTIST CHURCH, INC.

Adopted by the Congregation on September 16, 1979
Last Amended September 18, 2019



These Amended and Restated Constitution and Bylaws govern the affairs of Southmont Baptist Church, Inc., a Texas nonprofit corporation (the "church" or "corporation"). The church is organized under the Texas Business Organization Code, as amended (the "Code"). These Bylaws amend and restate, in their entirety, the previous Bylaws of the church, as amended.

CONSTITUTION

ARTICLE I

STATEMENT OF FAITH AND MISSION AND PURPOSE

Southmont Baptist Church was organized in 1979, in Denton, Denton County, Texas, and was formed as one church body serving Christ in our community and around the world.

Section 1. Statement of Faith. The Holy Bible is the inspired Word of God and is the basis for our statement of faith. The church subscribes to the most recent doctrinal statement of the Baptist Faith and Message as adopted by the Southern Baptist Convention. We band ourselves together as a body of baptized believers in Jesus Christ personally committed to sharing the good news of salvation to lost mankind. The ordinances of the church are believer's baptism and the Lord's Supper.

Section 2. Mission and Purpose. The mission and purpose of this church is to know Christ, to make Him known to all people and to seek the salvation of all souls everywhere. The church will pursue this goal through the public worship of God, the preaching of the gospel of His Son Jesus Christ, personal evangelism, and any other appropriate means. The church promotes missionary endeavors, family unity, love, and the development of character centered in Christian principles, and nurtures its members through a ministry of Christian education. (Matt. 28:16-20)

ARTICLE II

ORDINANCES OF THE CHURCH

As Baptists, this congregation recognizes two ordinances of the church: believer's baptism and the Lord's Supper. The ordinance of baptism will be administered by the Senior Pastor of Southmont Baptist Church, or in his absence, a senior pastoral staff member or his designee. The ordinance of the Lord's Supper may be conducted only by a pastor or deacon of the church acting under the authority of the church.

Section 1. Believer's Baptism. Believer's baptism is the total immersion of a believer in water in the name of the Father, the Son, and the Holy Spirit. It is an act of obedience symbolizing the believer's faith in the crucified, buried, and risen Savior, the believer's death to sin, the burial of the old life, and the resurrection to walk in the newness of life in Christ Jesus. It is a testimony of one's faith in the resurrection of Christ, and is a prerequisite to the privileges of church membership. (Matt 28:18-20)

Section 2. Lord's Supper. The Lord's Supper is a symbolic act of obedience whereby baptized believers, through partaking of the bread and the fruit of the vine (symbols of the body and blood of Jesus Christ), memorialize the death, burial and resurrection of the Redeemer and anticipate His second coming. We invite all present who profess Jesus Christ as their Savior to participate with us. (Luke 22:19)

ARTICLE III

CHURCH GOVERNMENT

Section 1. Policies. All church policies derive from the congregation. The Senior Pastor, as first among equals, may lead by encouragement, personal example, teaching, and other appropriate forms of expression.

Section 2. Church Affairs. The conduct of church affairs is to be authorized by the congregation in all regularly scheduled Church Business Meetings as described in the Bylaws to this Constitution. No fund raising activities, other than annual mission-related programs, may be undertaken without previous approval by the Finance Committee and an executive staff member (Senior Pastor, Executive Pastor).

Section 3. Church Advisory Council. The Church Advisory Council shall serve as the principal advisory group to the church and to the Senior Pastor on planning issues. Although an ad hoc committee shall develop long-range plans, the Church Advisory Council shall regularly monitor the church's progress in meeting the goals of its long-range plans. The Moderator of the church is the presiding officer of the Church Advisory Council. Its membership is fixed and is comprised of the Senior Pastor, church officers (Moderator, Vice-Moderator, Church Clerk, Treasurer, and Parliamentarian), Chair of the Deacon body, Chairs of all standing committees

(Finance, Missions, Committee on Committees, Personnel, Properties and Grounds), and three At-Large Members. Any committee chair can designate a substitute member of their committee to fill in for him/her on the Church Advisory Council in a non-voting capacity in their absence. Husbands and wives shall not serve on the Church Advisory Council at the same time. The Church Advisory Council meets only as needed and is convened either by the Senior Pastor, Moderator, Deacon Chair, or Chair of any standing committee. Any action brought before the Church Advisory Council would require a two-thirds majority vote of the Church Advisory Council membership to pass.

It is the responsibility of the Church Advisory Council to select six (6) people to serve on the Committee on Committees (COC). A seventh member is to remain on the committee from the prior year and serve as chair on the new committee. The chair is elected by the members of the outgoing COC. This process must begin at the April Advisory Council meeting. The six COC nominees will then be voted on at the June regularly scheduled Business Meeting. The term of office for the COC is one year (July 1 through June 30). (*ref. Section 8.13(C)*)

Section 4. Deacons. The Deacons of Southmont Baptist Church are chosen by the congregation to serve the church, assist the Pastor and staff, and lead by example in reaching the world for Christ. The duties, qualifications, and policies are those that will be formulated by the Deacon body, approved by the congregation (Acts 6:3), and recorded in the Deacon Handbook.

Section 5. Amendments and Revisions.

5.1 Amendments. Amendments to this Constitution may be initiated by the submission of a written proposal from any church member to the Church Clerk.

(A) After the submission of the written proposal, it must be read aloud at the next regularly scheduled Church Business Meeting. An explanation and clarification must be given as to the purpose or reason for the amendment. Modification and debate of the proposed amendment are not in order at this first reading.

(B) By the Sunday following the first reading, copies of the proposal will be available online and/or by hard copy for all members of the congregation.

(C) At the next regularly scheduled Church Business Meeting following the first reading, a second reading of the proposal must occur. Discussion of the proposal is now in order, as are motions to amend the proposal. Following discussion, a secret ballot vote will be taken at the discretion of the Moderator and/or the Senior Pastor to approve or disapprove the proposal as amended. Two thirds of the members present and constituting a quorum, as defined in the Bylaws Article 5.07(D), are required to adopt the proposal, as amended in discussion. If the proposal fails, it will be sent back to its originator.

5.2 Revisions. This Constitution may be revised by an ad hoc committee appointed for that purpose by the Church Advisory Council.

(A) Upon completion, the revised document shall be announced as completed by the responsible committee at a regularly scheduled Church Business Meeting. Printed copies will be made available to church members at that time. Online copies should be made available on the church website within forty-eight (48) hours of presentation to the church. Modification and debate of the proposed revisions are not in order at the time of announcement and initial presentation.

(B) At the next regularly scheduled Church Business Meeting, discussion of the revisions will be in order, as are motions to amend the revised document. Voting will be made individually on each amendment moved from the floor, if any. Once all floor amendments are approved or rejected, the amended revision will be presented for vote. Two-thirds of the members present are required to adopt the revised Constitution and Bylaws. If the proposal fails, the church will continue operations under the current Constitution and Bylaws.

(C) If the revised document is not adopted, there shall be a vote taken on whether the current ad hoc committee shall continue its efforts and re-present as in (A) above, or whether the committee shall be dissolved. Dissolving the committee will in no way prevent the Church Advisory Council from appointing other ad hoc committees for future revisions.

Article IV MEMBERSHIP

The membership of Southmont Baptist Church shall consist of persons who confess faith in the Lord Jesus Christ as their personal Savior, have been baptized by immersion, have given evidence of that faith by living lives consistent with their profession of faith within the doctrine and practice of the church, and have been received into membership in accordance with these Bylaws.

Article V MARRIAGE POLICY

Southmont Baptist Church believes that, according to the Bible, marriage is a sacred union between one man and one woman. No pastor, staff member, or other person shall perform a marriage ceremony between persons of the same sex, nor can the church facilities be used for purposes of a marriage ceremony or other celebration of a marriage between persons of the same sex.

AMENDED AND RESTATED BYLAWS

ARTICLE 1 NAME AND PRINCIPAL OFFICE

The name of this religious nonprofit organization is Southmont Baptist Church, Inc. The principal office of the church in the State of Texas shall be located in Denton, Denton County, Texas. The membership of the church shall have full power and authority to change any office from one location to another, either in Texas or elsewhere. The church shall comply with the requirements of the Code and maintain a registered office and registered agent in Texas. The registered office may be, but need not be, identical with the church's principal office in Texas. The membership may change the registered office and the registered agent as provided in the Code.

ARTICLE 2 AUTONOMY

The church is autonomous and maintains the right to govern its own affairs, independent of any denominational control; however, in recognizing the benefits of cooperation with other churches in world missions and otherwise, this church may voluntarily affiliate with any church (Christian churches and ministries) of like faith sharing Baptist goals and purposes. This church, from time to time, voluntarily affiliates with the Southern Baptist Convention in its national, state, and local expressions, as well as the Baptist General Convention of Texas, Inc., in its state and local expressions.

ARTICLE 3 PURPOSES

The corporation is formed for any lawful purpose or purposes not expressly prohibited under Title 1, Chapter 2, or Title 2, Chapter 22 of the Code, including any purpose described by Section 2.002 of the Texas Business Organization Code. The corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the corporation's purposes also include the limited participation of the corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this corporation are:

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

(B) to engage in religious worship and to promote the spiritual development and well-being of individuals;

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

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

(E) to make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended; and,

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

ARTICLE 4 POWER AND RESTRICTIONS

Except as otherwise provided in the Certificate of Formation and these Bylaws, and in order to carry out the above-stated purposes, the corporation shall have all those powers set forth in the Code, as it now exists or as it may hereafter be amended. Moreover, the corporation shall have all implied powers necessary and proper to carry out its expressed powers. The powers of the corporation to promote the purposes set out above are limited and restricted in the following manner:

(A) The corporation shall not pay dividends, and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its organizers, officers or other private persons, except that the corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the corporation) in furtherance of its purposes as set forth in the Certificate of Formation or these Bylaws. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Certificate of Formation or these Bylaws, the corporation shall not carry on any

other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or, (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(B) In the event this corporation is in any one year a "Private Foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further, shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941(D) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or, (iv) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

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

ARTICLE 5 MEMBERSHIP AND MEETINGS

5.01 Management of the Church. Pursuant to Section 22.202 of the Texas Business Organizations Code and as provided for in the church's Amended and Restated Certificate of Formation, the power to manage and govern the affairs of the church is vested in the members of the corporation, as herein defined.

5.02 Membership. Membership of Southmont Baptist Church shall consist of members who have met the qualifications of membership as set forth below and are listed on the membership roll (hereinafter referred to as "members" or "membership"). A person may offer himself or herself as a candidate for membership in the church at its invitation or other official church function, and shall be presented to the church body by a staff member or the Moderator. These candidates will be received into membership by a majority vote of the church at the time of presentation in a regularly scheduled Church Business Meeting.

5.03 Qualifications for Membership. The minimum qualifications for Southmont Baptist Church membership are as follows:

(A) a personal commitment of faith in Jesus Christ for salvation;

(B) either baptism following profession of faith as a testimony of salvation, letter of recommendation from any Baptist church of like faith and order, or statement that the person has been baptized by immersion following profession of faith; and,

(C) a commitment to abide by the church's Bylaws. It shall be the responsibility of each member to study and obey the Holy Scriptures, to support the programs and affairs of this church, and to love and prayerfully support the church staff and fellow members of this church body.

5.04 Rights of Members. All members present who are 18 years of age and older are entitled to vote at elections at all Church Business Meetings. Unless specified otherwise, the outcome of all votes shall be decided by a majority of the members present.

5.05 Termination and Dismissal of Members. Members shall be removed from the church roll for the following reasons: (a) by personal request of the member; (b) the transfer of membership to another church; (c) death; or, (d) termination of membership. The church may terminate a person's membership when, in the opinion of the membership, the member's life and conduct is not in accordance with membership in such a way that the member hinders the influence of the church in the community. Exclusion is a last resort for those members who refuse reconciliation. Any member affected thereby shall have the right to be heard by the church body before any action, discipline, or exclusion from the membership of the church may be taken. Dismissal of church membership shall require the majority vote of the membership present at a regularly scheduled Church Business Meeting. (Matt. 18:15-17)

5.06 Restoration of Membership. Dismissed members may be restored by the membership according to the spirit of II Corinthians 2:7-8 and Galatians 6:1, when their lifestyles are judged to be in accordance with Article IV of the Constitution. Restoration of church membership shall require the vote of two thirds of the members present at a regularly scheduled Church Business Meeting.

5.07 Church Business Meetings. Unless otherwise stated herein, meetings of the church members shall be held in the main sanctuary of the church or such other place or places as may be designated from time to time by the Senior Pastor and/or Moderator.

(A) **Regular Church Business Meetings.** Regularly scheduled Church Business Meetings shall be held at least two times per quarter. The time and place of these meetings shall be announced by written notification at least ten days prior to the meeting.

(B) Called Business Meetings. Called Business Meetings shall be called by the Senior Pastor, the Chair of the Deacons, the Chair of any standing committee, or the Moderator. Called Business Meetings may be called at any time provided written notification is given in a regular church service ten days prior to the Called Business Meeting stating the purpose, time, and location. No other business shall be discussed except for that which the meeting was called.

(C) Moderator. The Moderator shall conduct all Church Business Meetings as established in these Bylaws. In the Moderator's absence, the Vice-Moderator shall serve as Moderator *pro tempore*.

(D) Quorum. In regularly scheduled Church Business Meetings, the quorum shall consist of the members present. Called Business Meetings shall require a minimum of 50 members present to constitute a quorum.

(E) Voting. All members present who are 18 years of age and older may vote on the matters of business that are properly presented at all Church Business Meetings. A vote of the membership duly taken and recorded shall, by a majority vote, constitute the binding position of the membership on any motion, resolution, or any transaction of business. A vote may be taken in the appropriate manner decided on by the Moderator, except that votes related to persons nominated for a position shall be by written secret ballot.

(F) Proxies. Voting by proxy is prohibited.

(G) Absentee Voting. Absentee voting is prohibited.

5.08 Notice of Religious Gatherings. All church meetings are private religious gatherings. The church reserves the right to limit attendance to the membership and guests and may take any and all necessary actions against disruptive persons.

ARTICLE 6 PASTOR/OFFICERS/AT-LARGE MEMBERS

6.01 Senior Pastor. The Senior Pastor of the church is responsible for leading the church in accordance with Biblical principles as set forth in the New Testament. The Baptist Faith and Message shall be a general guide for understanding the interpretation of the New Testament. As such, the Senior Pastor shall be the leader of the church congregation, the church staff, all church organizations and all church ministries to accomplish the New Testament purposes of the church. The Senior Pastor is expressly authorized to do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incidental to the role of Senior Pastor. The Senior Pastor or his designee shall complete necessary background checks on church staff and volunteers.

- 6.02 Removal of Senior Pastor.** The Senior Pastor is considered an "at will" employee. There will be no contract entered into that changes the status of an "at will" employee. The congregation, at a Called Business Meeting, can remove the Pastor by a two-thirds secret ballot vote of the members present.
- 6.03 Officer Positions.**
- (A)** The officers of the Southmont Baptist Church corporation are: President, Corporate Secretary, and Treasurer.
- (B)** The officers of the church are: Moderator, Vice-Moderator, Church Clerk, Treasurer, Parliamentarian, and any other officers chosen at the discretion of the membership.
- 6.04 Election and Term of Office.** All officers of the church shall be elected to office by the membership at a regularly scheduled Church Business Meeting or a Called Business Meeting called for the purpose of electing that officer. Any candidate for an officer position must have been a member of Southmont Baptist Church for a minimum of two years by the time the member takes office. The term of office of all officers shall be one year; however, such officers may serve consecutive terms not exceeding three years. A full term constitutes any term started before July 1 of any calendar year.
- 6.05 Removal of Officers.** Officers may be removed, with or without cause, by a majority vote of the members present at a regularly scheduled Church Business Meeting or a Called Business Meeting.
- 6.06 Resignation of Officers.** Any officer may resign at any time, preferably by giving written notice to the corporation. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 6.07 President/Vice-Moderator.** The President/Vice-Moderator shall serve at the wishes of the corporation and serve as Moderator in the absence of the Moderator. One person will serve simultaneously in these two positions. In the absence of the Moderator and Vice-Moderator, the Parliamentarian shall serve as Moderator.
- 6.08 Corporate Secretary/Church Clerk.** The Corporate Secretary shall serve at the wishes of the corporation. The Church Clerk takes the minutes of all church meetings and other organizations as requested, verifies a quorum at church meetings, and performs other duties appropriate to the office or as requested by the Senior Pastor and/or Moderator. One person will serve simultaneously in these two positions.
- 6.09 Treasurer.** The Treasurer shall serve at the wishes of the corporation. The Treasurer represents the church in its financial management. The Treasurer will assist the Finance

Committee and the church staff in preparing an annual budget proposal. The church shall have its financial statements reviewed at least every 5 years by a Certified Public Accounting firm selected by the Finance Committee and the Treasurer.

- 6.10 Moderator.** The Moderator of the church is the presiding officer of the Church Advisory Council and all Church Business Meetings. The Moderator shall establish the agenda, protocol, and meeting place for each meeting according to these Bylaws and *Robert's Rules of Order*. The Moderator is an officer of the church, but not an officer of the corporation.
- 6.11 Parliamentarian.** The Parliamentarian ensures that Church Business Meetings are conducted orderly, referencing *Robert's Rules of Order*, and according to the Constitution and Bylaws of the church. At any church Business Meeting, in the absence of the Moderator and Vice-Moderator, the Parliamentarian shall serve as Moderator. The Parliamentarian is an officer of the church, but not an officer of the corporation.
- 6.12 At-Large Members.** Three At-Large Members shall be nominated by the Committee on Committees and elected by the congregation to represent the whole membership of the church on the Church Advisory Council (ARTICLE III, Section 3 of the Constitution). An At-Large Member shall be elected for a term of one year with an option for one consecutive (second) year if nominated and re-elected to this position by the congregation. An At-Large Member who serves two years is not eligible for election again until after the lapse of one year. A full term constitutes any term started before July 1 of any calendar year. An At-Large Member candidate shall have been a member of the church for at least one year immediately prior to the start of their term. They may not hold another position on the Church Advisory Council at the same time they are an At-Large Member, but they may hold a non-Church Advisory Council membership simultaneously (e.g., as a member of a standing committee or an ad hoc committee). The termination provisions of ARTICLE 8, Section 8.05 of these Bylaws apply to At-Large Members as well.
- 6.13 Vacancies.** A vacancy in any office shall be filled by nomination from the Committee on Committees and voted on in a regularly scheduled Church Business Meeting. At that time, church members shall have the opportunity of nominations from the floor. The vote will be by written secret ballot.

ARTICLE 7 DEACONS

The Deacons of Southmont Baptist Church are ordained individuals and chosen by the congregation to serve the church in ministry and lead by example in reaching the world for Christ. The selection, duties, qualifications, and policies are those stated in the current Deacon Handbook approved by the congregation. (Acts 6:3)

ARTICLE 8 COMMITTEES

8.01 Number of Committees. For administrative purposes, the church shall organize itself by committees to accomplish its mission and tasks. By vote of the congregation, the church shall establish, alter or discontinue such committees as deemed necessary to efficiently carry on the work and progress of the church. The church shall have the following standing committees: Finance, Missions, Committee on Committees, Personnel, and Properties and Grounds. Each standing committee will determine its own meeting schedule; the only requirement is that each committee must meet at least once each quarter in order to present a report at a regularly scheduled Church Business Meeting. All committee members shall be at least 18 years of age.

8.02 Delegation of Authority. If the church members establish or delegate any of their authority to a committee, it shall not relieve the members of any responsibility imposed by these Bylaws or otherwise imposed by law by virtue of their role as the governing authority of the church.

No committee (except as identified in Sec. 8.13 (A) (iii) below) will have the authority to: (a) amend the Certificate of Formation; (b) adopt a plan of merger or a plan of consolidation with another church; (c) authorize the purchase, sale, mortgage, lease, or transfer of any real property of the church and any other property having a value in excess of five-thousand dollars (\$5,000); (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 these Bylaws; (h) elect, appoint, or remove a member of a committee or an officer of the church; (i) approve any transaction to which the church is a party and which involves a potential conflict of interest as defined in paragraph 10.02 below; or, (j) take any action outside the scope of authority delegated to it by the members or in contravention of the Code.

8.03 Committees. Committees shall only perform those functions as authorized by the church members. The membership of the church shall define, by resolution, the scope of activities and the qualifications for membership on all committees.

8.04 Election of Committees. To encourage participation of the church membership, the Committee on Committees (COC) shall make an effort to keep all committees balanced by age, race, and gender. Also, the COC shall take into account the appropriate skills and experiences that a person will bring to a committee.

(A) Committee members will serve on a rotating basis with approximately one third being elected each year. The terms of each standing committee (except the Committee on Committees) will be from January 1 through December 31 of each year. The term of the COC is from July 1 through June 30 of each consecutive year.

(B) A slate of nominees for all church standing committees, except for the Committee on Committees (COC), shall be prepared by the COC and presented at a regularly scheduled Church Business Meeting for approval. At this time, nominations from the floor may be added to the slate; after this, the church vote will determine committee membership. The officers of the new committee will need to be elected by the new committee prior to the January Advisory Council meeting.

(C) No member may serve on the same committee for more than three consecutive years unless the church specifically decides otherwise, though each may be eligible for re-election after the lapse of at least one year. A full term constitutes any term started before July 1 of any calendar year.

(D) All committee members shall be members of the church for a minimum of six months immediately prior to serving on a committee.

(E) The size of each committee shall be recommended to the church by the Committee on Committees; however, each committee shall consist of 7 or more persons.

(F) No person shall serve on more than one standing committee at a time except as may be established elsewhere in these Bylaws.

(G) Husbands and wives shall not serve on the same committee at the same time.

(H) Recommendations made to the church in the name of a committee shall first have been approved by a majority of the committee members present at a committee meeting during which such recommendations were voted upon, as long as a quorum was present.

8.05 Termination. The term of any committee member may terminate early if the committee is terminated, if the member dies, resigns, or is removed as a member of the church. If an occasion occurs when a member needs to be removed from a committee and none of the aforementioned reasons apply, the following shall take place:

(A) The committee chair or vice-chair and another member of the committee shall try to resolve the issue with the committee member;

(B) Failing (A) above, the committee chair or vice-chair and the Senior Pastor shall again try to resolve the issue with the committee member;

(C) Should both of the above fail, the Senior Pastor and another member of the ministerial staff shall speak with the committee member one further time to try and resolve the matter, pointing out to the committee member that if it is still not resolved, it will be taken before the church in a regularly scheduled Church Business Meeting;

(D) If, after all previously stated efforts are concluded and the matter is still unresolved, the issue shall be presented to the church as a recommendation from the involved committee for church resolution; and,

(E) If any person remains dissatisfied, they may seek arbitration (see Article 13.07 of this document).

A vacancy on a committee may be filled by a recommendation made in the same manner as the original member. A person filling a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

- 8.06 Chair and Vice-Chair.** Unless otherwise expressly stated herein, one member of each committee shall be elected as the chair, and another member shall be elected as vice-chair by the newly-seated committee members at the first scheduled committee meeting. The chair shall call and preside at all meetings. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have the same powers and restrictions as the chair.
- 8.07 Quorum.** A majority of members of a committee must be present to constitute a quorum for the transaction of business at any committee meeting. No action may be approved without the vote of at least a majority of the number of members required to constitute a quorum.
- 8.08 Committee Voting.** Standing committees shall meet at a designated time and place to vote on matters of business. In urgent matters, the chair will have the authority to conduct electronic voting. All voting issues and results must be reflected in the committee meeting minutes.
- 8.09 Actions.** Committees shall try to take action by consensus. The vote of a majority of members present and voting at committee meetings at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by these Bylaws.
- 8.10 Committee Minutes.** All standing committees shall keep accurate minutes of meetings, following *Robert's Rules of Order* in order that proper transmission of information can be made to the church as called upon during all Church Business Meetings. A summary of such minutes shall be available at the church on a timely basis.
- 8.11 Ad Hoc Committees.** The church may establish ad hoc committees as required to accomplish a specific project or task. Such committees shall continue until such project or task is completed or the congregation determines that the committee is no longer required. The Committee on Committees shall nominate individuals, including a chair, to serve on such committees except for the members of the Pastor Search Committee. Each individual must have been a church member for a minimum of six months immediately prior to serving, and there shall be no husbands and wives on the same ad hoc committee. If any other committee members serving

as advisors or consultants attend an ad hoc committee meeting, they do not have voting privileges within that ad hoc committee meeting.

8.12 Pastor Search Committee. In the event of a vacancy, for any reason, in the office of the Senior Pastor, the members shall adopt a resolution establishing a Pastor Search Committee (PSC). The election of the PSC will begin upon the recommendation of the Church Advisory Council with at least a two-thirds majority vote of those present in favor of beginning the process of creating a PSC. The church will seek assistance in preparing the church to select a PSC from the Interim Pastor or another outside source such as the Denton Baptist Association. Once the church is prepared, the members will prayerfully nominate members of the church to serve on the PSC.

The Chair of the Deacons will create a three-deacon committee to vet the nominations based on the biblical principles found in 1 Timothy 3:1-7, 11, which include, but are not limited to, being above reproach, faithful in marriage, self-controlled, respectable, not given to drunkenness, not a recent convert, has a good reputation, and is trustworthy. The Deacons, along with assistance from the Church Clerk, will ensure that the nominees have been a member of the church for at least one year immediately prior, are at least 18 years old, and have a willingness to serve on the committee.

After the list of nominees is complete, the Church Advisory Council will call a Called Business Meeting to vote on the available nominees. The church will elect 5 members to serve on the PSC and two alternates. The committee shall consist of a minimum of 2 women and 2 men. The alternates shall be one of each gender. No husbands and wives may serve on the PSC.

Once the committee has been selected, the PSC will undergo an appropriate amount of training to fulfill the role of selecting a Senior Pastor. The recommendation of the PSC shall constitute a nomination for a Senior Pastor. After a formal presentation to the church, the church will vote by secret ballot to confirm the calling of a Senior Pastor. A three-fourths majority vote of the members present at a Called Business Meeting is necessary to issue a call to a pastoral nominee.

8.13 Responsibilities of Standing Committees. Each standing committee must prepare and submit for church approval its policies and procedures document(s). These documents shall be submitted to the Advisory Council annually for review.

(A) Finance Committee. The Finance Committee shall:

(i) meet prior to each regularly scheduled Church Business Meeting to consider the financial condition of the church;

(ii) prepare annually a proposed budget including local expenses, education, missions, salaries, and benevolences, and shall submit same to the church at a regularly

scheduled Church Business Meeting at least thirty (30) days prior to the beginning of the calendar year;

(iii) approve all bids and expenditures up to fifteen thousand dollars (\$15,000) that are not specifically listed in the annual budget;

(iv) work with the Treasurer and staff personnel responsible for financial administration in the preparation and presentation to the church of required reports regarding the financial affairs and financial management of the church;

(v) adhere to the policy of there being no fund raising activities undertaken, other than annual mission-related programs, without prior approval by the Finance Committee and an executive staff member (Senior Pastor, Executive Pastor);

(vi) consult and coordinate with any and all other committees in preparation of the annual budget;

(vii) have the church's financial statements reviewed at least every 5 years by a Certified Public Accounting firm selected by the Finance Committee and the Treasurer. A monthly review of the general ledger and bank reconciliation will be completed by a CPA firm, and a more extensive review will be completed by a CPA firm at a minimum of every 5 years; and,

(viii) keep the church properties and its contents insured.

(B) Missions Committee. The Missions Committee is to have the oversight of mission work undertaken and conducted by the church, and shall:

(i) provide ways and means of instructing and enlisting the missionary interests of the church body in building up the Kingdom of God (Matt. 28:19-20);

(ii) work with the Senior Pastor in lifting the missions awareness of the congregation through action projects and educational programs/speakers;

(iii) coordinate all special denominational emphases (Mary Hill Davis, Annie Armstrong, Lottie Moon and similar offerings). All mission projects carried out in the name of Southmont Baptist Church will be subject to the Missions Committee review and church approval; and,

(iv) provide a monthly report regarding committee disbursements by amounts and recipients.

(C) Committee on Committees. The report of the Committee on Committees (COC) is subject to the approval of the church and shall be in the form of a recommendation to the church. At that time, church members shall have the opportunity of nominations from the floor. This committee shall:

- (i) be composed of seven members and will be selected by the Church Advisory Council and presented to the church for approval before July 1 of each year;
- (ii) have one person from the preceding year be elected by that committee to move forward to the new COC and serve as chair, if possible;
- (iii) inform a person appointed to fill a vacancy on a committee that they shall serve for the unexpired portion of the vacating member's term;
- (iv) seek interested persons according to the appropriate skills and experiences they will bring to a committee. The COC shall make an effort to keep all committees balanced by age, race, and gender; and,
- (v) nominate corporate officers, church officers, and committee personnel as needed, including: President/Vice-Moderator, Corporate Secretary/Church Clerk, Treasurer, Moderator, Parliamentarian, Finance Committee members, Missions Committee members, Personnel Committee members, Properties and Grounds Committee members, and ad hoc committee members. The COC will also nominate Advisory Council At-Large Members as needed. At that time, church members shall have the opportunity of nominations from the floor.

(D) Personnel Committee. The Personnel Committee shall:

- (i) cooperate with the Senior Pastor and the Executive Pastor, in the selection and hiring of all staff employees;
- (ii) be responsible for all matters related to job performance, employee benefits, and/or changes to the job responsibilities of church employees;
- (iii) make annual recommendations to the proper bodies regarding salaries and benefits;
- (iv) make recommendations to the church regarding the creation or deletion of staff positions;
- (v) develop and keep current job descriptions for all church staff;

(vi) act as a liaison among all members of the church staff and between the staff and the congregation when there are grievances, develop a grievance policy approved by the church, and seek amicable mediation for such procedures;

(vii) initiate any disciplinary or termination actions necessary using the procedural guidelines developed by the Personnel Committee and approved by the church;

(viii) mediate employee grievances; and,

(ix) periodically assess the adequacy of the church's liability issues relating to personnel.

(E) Properties and Grounds Committee. This committee shall:

(i) be responsible for the care and maintenance of all real and movable assets owned or leased by the church;

(ii) be responsible for keeping the property in good repair, and make arrangements for such alterations as may be voted on by the church;

(iii) identify and qualify contractors, as may be needed, for orderly maintenance of church property. Confirm, via the Finance Committee, that the required funds are available, and recommend a contractor and bid price. Upon completion of the work, verify that the work has been done in a satisfactory manner, and recommend that the allocated funds be disbursed; and,

(iv) refer to the Finance Committee for joint recommendations to the church, all matters of major repair or improvement and the purchase of major items of equipment.

8.14 Ministry Groups. Ministry groups are ultimately responsible to the will of the congregation of Southmont Baptist Church. The teams consist of volunteers who aid various ministries to meet their goals in practical ways and who are not elected by the congregation. Their purpose is:

(i) to provide opportunities for members to be encouraged to grow spiritually; and,

(ii) to develop Godly friendships through Bible study, prayer groups, missions education, outreach ministry, and various other special events.

ARTICLE 9 TRANSACTIONS OF THE CHURCH

9.01 Contracts and Legal Instruments. Subject to Article 10, the members will authorize an individual officer of the corporation 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.

Only the officers of the corporation, acting jointly, may purchase, sale, mortgage, lease or transfer any real property of the church, and only with the explicit authorization of the congregation in a Called Business Meeting. The action will require a two-thirds majority vote of the members present to pass. Written signed ballots are required to prevent duplicate votes. The record of the congregational vote on such issues must be affirmed by the Church Clerk in a statement authorizing the officers to carry out the transaction.

9.02 Deposits. All funds of the church shall be deposited to the credit of the church in banks, trust companies, or other depositories that the Finance Committee and/or Treasurer select.

9.03 Gifts. The Finance Committee and/or Treasurer may accept or decline on behalf of the church any contribution, gift, bequest, or devise for the general purposes or any special purpose of the church including, but not limited to, gifts of money, annuity arrangements, securities, or other tangible and intangible personal property, real property, and interests therein. The members may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Certificate of Formation, state law, or any requirements for maintaining the church's federal and state tax status.

9.04 Ownership and Distribution of Property.

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

(B) "Dissolution" means the complete disbanding of the church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the church shall be paid and discharged, or adequate provision shall be made therefore; (2) assets held by the church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; and, (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred to the Denton Baptist Association, Inc., of Corinth, Texas that qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), and is engaged in activities substantially similar to those of the corporation; this distribution shall be done pursuant to a plan adopted by the members.

9.05 Approval of Purchases. The Finance Committee will approve all bids and expenditures up to fifteen thousand dollars (\$15,000) that are not specifically listed in the annual budget. No

other committee will have the authority to authorize the purchase, sale, mortgage, lease, or transfer of any real property of the church or any other property having a value in excess of five thousand dollars (\$5,000). The executive staff (Senior Pastor, Executive Pastor) will have the authority to spend up to five thousand dollars (\$5,000) for non-budgeted items. Purchases of assets in excess of fifteen thousand dollars (\$15,000) shall be subject to prior approval of the church members.

ARTICLE 10

CONFLICT OF INTEREST POLICY

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

10.02 Definitions.

(A) Interested Persons. Any principal officer or member, who has a direct or indirect financial interest, as defined below, is an interested person.

(B) Financial Interest. A person has a financial interest if the person has directly or indirectly, through business, investment, or family:

(i) an ownership or investment interest in any entity with which the church has a transaction or arrangement;

(ii) a compensation arrangement with the church or with any entity or individual with which the church has a transaction or arrangement; or,

(iii) a potential ownership or investment in, or compensation arrangement with, any entity or individual with which the church is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

10.03 Procedures.

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

(B) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after discussion with the interested person, he or she shall leave the regularly scheduled Church Business Meeting, while the determination of a conflict of interest is discussed and voted upon. The remaining members shall decide if a conflict of interest exists.

(C) Procedures for Addressing a Conflict of Interest.

(i) An interested person may make a conflict of interest presentation at a regularly scheduled Church Business Meeting. After the presentation, he or she shall leave the meeting during the discussion, and then the transaction involving the possible conflict of interest will be voted on.

(ii) The Church Advisory Council may, when necessary, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

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

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

(D) Violations of the Conflicts of Interest Policy:

(i) If the members have reasonable cause to believe an individual member has failed to disclose actual or possible conflicts of interest, they shall inform the member of the basis for such belief and afford the individual member an opportunity to explain the alleged failure to disclose.

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

10.04 Records of Proceedings. The minutes of the Church Business Meetings relating to a conflict of interest shall contain:

(A) the names of the persons who were discussed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the members' decision to whether a conflict of interest existed; and,

(B) the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

10.05 Compensation.

(A) A voting member of the congregation who receives compensation, directly or indirectly, from the church for services is precluded from voting on matters pertaining to that individual member's compensation.

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

(C) A voting member of the membership or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the church, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**ARTICLE 11
BOOKS AND RECORDS**

11.01 Required Books and Records. The church shall keep correct and complete books and records of account: personnel records kept 7 years after an employee leaves; financial records kept for 10 years; and, historically significant records kept indefinitely.

11.02 Fiscal Year. The fiscal year of the church shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE 12
INDEMNIFICATION**

The corporation shall indemnify a person who was, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is, or was, an officer or other person related to the corporation, and provided that person acted in good faith and with due diligence in regard to church matters. The corporation may provide a trust fund, insurance, or other arrangement to effectuate this article.

ARTICLE 13
MISCELLANEOUS PROVISIONS

13.01 Official Bible Use. Southmont Baptist Church accepts for official use any Bible translated into English from the original languages by an interdenominational committee or team, so long as the translation in question includes only (and all) of the sixty-six books of the Old Testament and New Testament.

13.02 Amendments and Revisions to Bylaws.

A. Amendments to Bylaws. Amendments to these Bylaws may be initiated by the submission of a written proposal from any church member to the Church Clerk.

Procedures

(1) After the submission of the written proposed amendment, it will then be read aloud at the next regularly scheduled Church Business Meeting. An explanation and clarification must be given as to the purpose or reason for the amendment. Modifications and debate of the proposed amendment are not in order at the first reading.

(2) By the Sunday following the first reading, copies of the proposal will be available online or by hard copy for all members of the congregation.

(3) At the regularly scheduled Church Business Meeting following the first reading, a second reading of the proposed amendment must occur. Discussion and modifications of the proposal are in order. The main motion, as amended, may then be voted on. Assuming the attendance of a quorum, a two-thirds majority of those present and voting is required to amend these Bylaws.

Implementation

Amendments to these Bylaws shall be in full force and in effect immediately upon their approval and shall repeal, nullify and set aside any other articles, sections or language that are contrary thereto.

B. Revisions to Bylaws. These Bylaws may be revised by an ad hoc committee appointed by the Church Advisory Council.

Procedures

(1) Upon completion, the revised document shall be announced as completed by the responsible committee at a regularly scheduled Church Business Meeting. Printed copies will be made available to church members at that time. Online copies should be made available on the church website within forty-eight (48) hours of presentation to the church. Modification and debate of the proposed revisions are not in order at the time of announcement and initial presentation.

(2) At the next regularly scheduled Church Business Meeting, discussion of the revisions will be in order, as are motions to amend the revised document. Voting will be made individually on each amendment moved from the floor, if any. Once all floor amendments are approved or rejected, the amended revision will be presented for vote. Two-thirds of the members present are required to adopt the revised Constitution and Bylaws. If the proposal fails, the church will continue operations under the current Constitution and Bylaws.

(3) If the revised document is not adopted, there shall be a vote taken on whether the current ad hoc committee shall continue its efforts and re-present as in (1) above, or whether the committee shall be dissolved. Dissolving the committee will in no way prevent the Church Advisory Council from appointing other ad hoc committees for future revisions.

Implementation

Revisions to these Bylaws shall be in full force and in effect immediately upon their approval and shall repeal, nullify and set aside any other articles, sections or language that are contrary thereto.

13.03 Construction of Bylaws. These Bylaws shall be interpreted 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. If any Bylaws 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 interpreted as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in interpreting the terms of the Bylaws.

13.04 Seal. The church may adopt a corporate seal.

13.05 Power of Attorney. A person may execute any instrument related to the church by means of a Power of Attorney if an original executed copy of the Power of Attorney is provided to the Church Clerk, and will be kept with the church records.

13.06 Parties Bound. These Bylaws shall be binding upon and inure to the benefit of the church members, officers, employees, and agents of the church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in these Bylaws.

13.07 Christian Alternative Dispute Resolution. In keeping with 1 Corinthians 6:1-8, all disputes which may arise between any member of the church and the church itself, or between any member of the church and any pastor, officer, employee, volunteer, agent, or other member of this church, shall be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and supervision of the *Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation*, or similar faith-based mediation and arbitration groups. In the event that the Institute for Christian Conciliation ceases to exist during the

course of this agreement, arbitration under this section shall be conducted according to the rules of the American Arbitration Association. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own attorneys' fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

If a dispute may result in an award of monetary damages that could be paid under a church insurance policy, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the church and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the church, and shall in no way affect the authority of the church to investigate reports of misconduct, to conduct hearings, or to administer discipline of members.

ARTICLE 14
EMERGENCY POWERS AND BYLAWS

An "emergency" exists for the purposes of this section if a quorum of the members cannot readily be obtained because of some catastrophic event. In the event of an emergency, the members may: (i) modify lines of succession to accommodate the incapacity of any officer, employee or agent; or, (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the members only needs to be given to those members for whom such notice is practicable. The form of such notice may include notice by any available means. Corporate action taken in good faith during an emergency binds the church and may not be the basis for imposing liability on any officer, employee, or agent of the church on the ground that the action was not authorized.

CERTIFICATE OF CORPORATE SECRETARY

I certify that I am the duly elected and acting Corporate Secretary of Southmont Baptist Church, Inc., and that the foregoing Constitution and Bylaws constitute the Bylaws of the church. These revised Bylaws were duly adopted by a two-thirds ballot vote of the Southmont Baptist Church members present at a regularly scheduled Church Business Meeting on the date listed below.

SIGNED: Connie Ponthieu

9-18-19
DATE

NAME: **Connie Ponthieu**
Corporate Secretary