

BYLAWS
GREEN ACRES BAPTIST CHURCH
OF TYLER, TEXAS

ARTICLE I
MEMBERSHIP

- A. **THE MEMBERSHIP** The membership of Green Acres Baptist Church, Tyler, Texas, referred to herein as the "Church," will consist of all persons whose names appear on the Church Membership Roll.

All authority not herein vested in the Deacons or in any officer pursuant to these bylaws is reserved in and to the Church and the Church reserves the right at any time to amend, supplement, or revoke, in whole or in part, these bylaws.

- B. **ADMISSIONS TO MEMBERSHIP** Applications for membership will be voted on at any regular Church Conference or any publicly and previously announced meeting of the Church. Admission to membership will require the unanimous vote of acceptance by all members present and voting. Membership will become effective:

1. After a public profession of faith in Christ as personal savior, and upon baptism by immersion in water as authorized by the Church; or
2. Upon receipt of a Church letter of dismissal and recommendation from some other Baptist Church of like faith and order; or
3. By statement that they have been saved by faith in Jesus Christ as personal savior and have subsequently been baptized by immersion in water.

- C. **TERMINATION OF MEMBERSHIP** Membership may be terminated only in the following manner:

1. Upon death of a member; or
2. Upon issuance of a Church letter of dismissal and recommendation for membership in some other Baptist Church; or
3. Upon a member's joining a Church of another faith; or
4. Upon a member's request that the member's membership be terminated;
or

5. Upon a withdrawal of fellowship by the Church from a member as provided by the Holy Scriptures and more particularly in Matthew 18:15-17, I Corinthians 5, and Titus 3:10.

D. **VOTING OF MEMBERS** On any matter coming before the Church for its determination, each member present will be entitled to one vote which will be exercised in person and not by proxy; and all such matters will be determined at a regular or special meeting of the Church, held in accordance with these bylaws by the vote of a majority of the members present and voting except as provided in Article I, Paragraph B, relating to Admissions to Membership and Article VIII, relating to amendment of these bylaws.

E. **MEETINGS OF MEMBERS**

1. Worship Services Public services for worship will be held at such occasions as are deemed best for the advancement of the cause of Christ as recommended by the pastor and the Deacons.
2. Regular Conference Meetings Regular conference meetings of the members for the transaction of the business and affairs of the Church will be held three (3) times per year on the Wednesday following scheduled Deacons Meetings in January, April and October and notice thereof to members will not be required.
3. Special Conference Meetings The Church may be called into a conference for the handling of its business and affairs by oral announcement or written notice at any regularly scheduled Sunday service prior to the date of the conference by the pastor, the Chairman of the Deacons, or a majority of the members at any such meeting.
4. Quorum of Members The members present at any regularly scheduled worship service or church conference will constitute a quorum. The members present at a special conference meeting, after notice thereof will have been given in accordance with sub-paragraph E3 of this Article I, will constitute a quorum.

ARTICLE II
THE DEACONS

- A. **THE DEACONS** The business and secular affairs of the Church will be administered by the active Deacons (herein collectively referred to as "the Deacons") by direction of the Church, in accordance with these bylaws. The Deacons will constitute the Board of Directors of the Church as required by Chapter 22 of the Texas Business Organizations Code and, more specifically, Section 22.201 of the Texas Business Organizations Code styled, "Management by Board of Directors." The Deacons of the Church, therefore, will manage the affairs of the Church as the Board of Directors of the Church and a deacon will be considered a director of the Church as required in the Texas Business Organizations Code.
- B. **MEMBERSHIP OF THE DEACONS** The Deacons will consist of the Deacons as shown by the records of the Church and of such additional Deacons as the Church may hereafter elect as such. There will be kept an Inactive List of Deacons made up of deacons ordained at Green Acres Baptist Church or at a sister church not currently serving as deacons of the Church.
- C. **QUALIFICATIONS OF A DEACON** A deacon will be a man who is a member of the Church in good standing and who has the qualifications for a deacon as set forth in Acts 6:3 and I Timothy 3:8-13 and such other qualifications as the Church may from time to time prescribe.
- D. **TERM OF OFFICE OF A DEACON**
1. Term. The term of office of a deacon will terminate upon:
 - (a) his death,
 - (b) his resignation,
 - (d) termination of his membership in the Church,
 - (d) expressed desire to affiliate with another church,
 - (e) his removal from such office by the Church, or
 - (f) the action of the Deacons hereinafter provided for.
 2. Resignations. On behalf of the Church and without additional Church action, the Deacons may accept the resignation of any deacon.
 3. Reviewing Committee. The Chairman of the Deacons will, in January of each year, or as soon thereafter as practicable, appoint a reviewing committee from the membership of the Deacons to serve for one calendar year, and whose duties will be to investigate, upon instructions of the Deacons:

- (a) any request from any deacon for voluntary withdrawal of membership from the Deacons,
- (b) improper conduct on the part of any deacon,
- (c) the failure on the part of the deacon to observe any rules or regulations heretofore or hereafter adopted by the Deacons, and
- (d) Deacons who may be eligible for designation as Deacon Emeritus.

The committee's findings in each of the above instances will be reported to the Deacons. If the report to the Deacons concerning matters described in sub-paragraph D3 (a) of this Article II, the Deacons will have the power to act pursuant to the provisions of Paragraph D2 of this Article II; but, if such report concerns matters described in sub-paragraphs D3 (b) and D3 (c) this Article II, the Deacons will make such recommendations as they may deem proper to the Church.

E. NUMBER AND ELECTION OF DEACONS

1. **Number.** The number of Deacons as required by these bylaws will, at any specific time, be the number thereof who at that time are Deacons in accordance with these bylaws as indicated by the records of the Church but will never be less than three Deacons. Such number may be increased or decreased at any time by the Church either by the election of additional Deacons or failure to fill vacancies occasioned by the termination of the office of a deacon as herein provided.
2. **Elections.** Deacons may be elected at any time and from time to time by the Church either to fill a vacancy within the Deacons or to increase the number of deacons. Such deacons will be elected by the Church at a regular conference meeting of the Church after having been nominated by the Deacon Selection Committee and recommended to the Church by the Deacons.

- F. MEETINGS AND QUORUM** The Deacons will meet regularly at such time and place as the Deacons may determine. Special meetings may be called by the Chairman of the Deacons, the pastor, or a majority of the Deacons by giving notice thereof to each deacon. A majority of the Deacons present at a meeting will constitute a quorum, provided at least twenty (20) Deacons are present. A majority vote of the Deacons present at any meeting held in accordance herewith (and at which a quorum is present) will be sufficient to decide on any matter regularly before the Deacons for consideration.

G. **RESPONSIBILITIES OF THE DEACONS** The Deacons will:

1. hear reports and recommendations from permanent committees and temporary committees and will, after due consideration, recommend to the Church such action as they deem necessary;
2. recommend to the Church in a conference such policies, practices, and procedures as they deem advisable in seeking to fulfill the Great Commission of the Savior recorded in Matthew 28:18-20;
3. together with the pastor, implement and give direction to all such policies, practices, and procedures as will be voted by the Church in a conference; and
4. as herein authorized by the Church will oversee the business and secular affairs of the Church in cooperation with the appropriately designated committees; and, to the extent provided for in these bylaws and vested in them by the Church, the Deacons will have full authority to do and perform all things reasonably necessary in connection therewith.

The annual budget for each calendar year will be adopted by the Church. Prior to the end of each calendar year, the Deacons will approve for submission to the Church a budget for the ensuing calendar year. The budget will include estimates as to the anticipated liabilities, costs and expenses of conducting the affairs of the Church during each year and an estimate of the total amount of the anticipated gifts to the Church during each year.

The Deacons will not have the power to borrow money or to sell or encumber any real estate belonging to the Church unless such transaction is authorized by the Church in accordance with these bylaws.

H. **COMPENSATIONS** Deacons will receive no salary or compensation for their services as deacons.

I. **DEACON OFFICERS** As provided in Paragraph E of Article IV, the Deacons annually will elect a Chairman of the Deacons, a Vice-Chairman of the Deacons, and a Secretary of the Deacons, each of which will be a deacon, to serve for the term provided for in such Paragraph E of Article IV.

As Chairman of the Deacons, such Chairman will preside at all meetings of the Deacons, make reports of the Deacons' recommendations to the church conference, and will perform such other duties as the Deacons may authorize consistent with these bylaws.

As Vice-Chairman of the Deacons, such Vice-Chairman will perform the duties of the Chairman of the Deacons upon the death, absence, or resignation of the Chairman, or upon the Chairman's inability to perform the duties of his office.

As Secretary of the Deacons, such Secretary will keep the minutes of each meeting of the Deacons, keep an accurate record of the membership and attendance of the Deacons, and will perform such other duties as may be required of the Secretary of the Deacons.

ARTICLE III THE CHURCH LEADERSHIP

- A. **PASTOR** The pastor will be the spiritual leader of the Church and will lead the Church to function as a New Testament Church. The Church and the Deacons will support the pastor and the Church with their prayers and finances, and in such manner as to allow the pastor the greatest time for evangelism and the preaching of the Gospel. It will be the duty of the pastor to preach to the Church, to proclaim the Gospel to believers and unbelievers, to administer or cause to be administered the ordinances of the Gospel, to act as moderator at the conferences when present, to lead the Church in the achievement of its mission, to care for the Church members and other persons in the community, and to perform the various duties incumbent to the Pastor's office. The Deacons may delegate to the Chairman of the Deacons the responsibility to moderate at Church conferences.

Any associate pastor or any assistant pastor will, under the supervision of the pastor, assist the pastor and perform such other duties as the pastor may assign to an assistant pastor.

1. **PASTOR SELECTION** A pastor will be chosen and called by the Church whenever a vacancy occurs. A Pastor Selection Committee made up of six (6) members will be elected by the Church to seek out a suitable pastor and its recommendations will constitute a nomination. This process is to be brought about by the Committee on Committees bringing a suggested slate of names from the membership, including four deacons, four men at large and four women at large. From these slated names the church will vote by secret ballot during a Church conference. Additional names may be added from the floor during this conference. The two people in each category with the highest number of votes are elected to serve on the Pastor Selection Committee. The alternates will be the two names with the next highest votes over all. The committee will bring to the consideration of the Church only one name of a prospective pastor at a time. Election will be by secret ballot. An affirmative vote of three-fourths

of those present being necessary for the choice. The pastor thus elected will serve until the relationship is terminated by his death, resignation, or by a declaration of vacancy.

2. **PASTOR'S RESIGNATION AND VACANCY** The pastor may relinquish the office as pastor by giving at least two weeks' notice to the Church at the time of resignation. The Church may declare the office of pastor to be vacant. Such action will require an affirmative vote of three-fourths of those present at a special conference meeting called for that purpose.
- B. **MINISTERIAL STAFF** The ministerial staff will be called and employed as the Church determines the need for such offices. A job description will be written when the need for a staff member is determined. Those staff members of whom the Church requires evidence of a personal call of God to minister, and whose positions are categorized as Leadership or Coordinating Staff, will be recommended to the Church by a Special Selection Committee appointed by the Committee on Committees and approved by the Church. The minister will be called by Church action. At the time of the resignation, at least two weeks' notice will be given to the Church. The Church may vote to vacate such positions upon recommendation of the Personnel Committee.
 - C. **NONMINISTERIAL STAFF MEMBERS** Nonministerial staff members will be employed as the Church determines the need for their services. The Personnel Committee will have the authority to employ nonministerial staff members and approve a supervising staff member for each nonministerial staff member. The Personnel Committee will have the authority to terminate the services of nonministerial staff members with the recommendations of the supervising staff member and, as appropriate, with consultation of related committees of the Church.
 - D. **DEACONS** The Deacons are as prescribed in Article II of these bylaws.
 - E. **CHURCH CLERK** The clerk will keep an accurate record of the proceedings of each business meeting of the church and will prepare the Annual Church Letter to the Smith Baptist Association, or any successor agency or other denominational agency with whom such letter should be filed, and will keep and maintain the membership roll of the Church with such other duties as the Church, the pastor, or the Deacons may prescribe. The clerk will be elected by the Church which will fix the clerk's term of office. If the term of office as the clerk is not fixed at the time of his election or re-election, such term of office will be continued until extended, renewed, or terminated by vote of the Church.

- F. **CHURCH TREASURER** The church treasurer will be elected by the Church annually upon recommendation of the Finance Committee. The church treasurer will be bonded in an amount determined by the Finance Committee. The bonding premium will be paid by the Church. The church treasurer will be a member of the Church and not a member of the ministerial staff. The term of office for the church treasurer will commence on the first day in January each year. Each church treasurer will continue in office until a successor will have been elected as provided herein.

The treasurer will ensure that a full and faithful account of all monies received and all monies disbursed. The treasurer will also ensure that a full and faithful account of the specific purpose for which monies are expended.

G. **TRUSTEES**

1. There will be six trustees who will be members of the Church. Trustees will serve as the legal representatives of the Church. Trustees are vested with full power to purchase and receive title to property and to sell and convey title to the property owned by the Church. All of the transactions of the trustees will be directed by the membership of the Church at a regular conference meeting or a special conference meeting called for that purpose. The nominees for trustees will be selected by the Committee on Committees and annually elected by the Church. Three of the six trustees can act on behalf of the Church.
2. The Church may sell, convey, mortgage, encumber or otherwise deal with or dispose of any real or personal property owned by the Church, and may evidence any such transaction by deed, bill of sale, mortgage, deed of trust, contract or other appropriate instrument, with or without the seal of the Church, signed by the trustees of the church when such transaction is authorized by appropriate resolution of the Deacons and adopted in accordance with these bylaws and approved by the Church.

ARTICLE IV
THE CORPORATE OFFICERS

THE CORPORATE OFFICERS In compliance with Chapter 22 of the Texas Business Organizations Code, the Church will have the following Corporate Officers:

- A. **PRESIDENT.** The office of President and chairman of the Deacons will be held by the same person. In addition to duties as Chairman of the Deacons, the President's only other authority in the capacity of President will be the power to

execute on behalf of The Church documents, the execution of which have not been otherwise delegated herein.

- B. **VICE PRESIDENT.** The offices of Vice President and Vice Chairman of the Deacons will be held by the same person. In addition to duties as Vice Chairman of the Deacons, the Vice-President's only other authority in the capacity of vice-president will be the power to perform the duties of the President upon the death, absence, or resignation of the President, or upon the President's inability to perform the duties of President.
- C. **SECRETARY.** The Secretary of the nonprofit corporation will be the Secretary of the Deacons.
- D. **TREASURER.** The Treasurer of the nonprofit corporation will be the Church Treasurer.
- E. **ELECTION OF OFFICERS.** All officers provided for in this Article IV (with the exception of the Treasurer), but including the Chairman and the Vice-Chairman of the Deacons and a Secretary of the Deacons, will be elected for a term of one year by the Deacons, whose term of office will begin the first day of January in the year after election year. Unless an officer's term of office is terminated as provided in paragraph G of this Article IV, each officer to be elected by the Deacons will continue in office until a successor will have been elected as herein provided and will have assumed the responsibilities of the office. A vacancy in any office (with the exception of the Treasurer) may be filled by the Deacons at any regular or special meeting of the Deacons.
- F. **OTHER DUTIES AND OFFICERS.** The Deacons, at the Deacons' discretion, may impose upon the officers referred to in Paragraphs A, B, C, and D of this Article IV such other duties as the Deacons may designate consistent with these bylaws. The Deacons may also, at the Deacons' discretion, elect such other officers and assistant officers as the Deacons may deem necessary. Any such additional officer or assistant officer may or may not be a deacon but must be a member of the Church.
- G. **REMOVAL OF OFFICERS.** Any officer authorized to be elected by the Deacons may be removed by the Deacons at any time whenever in the judgment of the Deacons, the best interest of the Church will thereby be served. Any office will become vacant when the holder thereof dies, resigns, or is no longer a member of the Church.
- H. **COMPENSATION.** Unless expressly authorized by the Deacons, the officers provided for in this Article IV will receive no salary or compensation for services.

ARTICLE V
COMMITTEES OF THE CHURCH

- A. **FUNCTION OF THE COMMITTEE SYSTEM** The Church will be administered through a congregational-control committee system.
- C. **PERMANENT COMMITTEES** All permanent committees of the church will be nominated by the Committee on Committees and elected by the Church and will hold office until their prescribed term of service is complete. Such committees will be designated as "permanent committees." Permanent committees will keep the Deacons informed of their actions as appropriate, and will seek Deacon authorization when proposing the expenditure of funds exceeding the currently prescribed spending limitations for committees.
- D. **TEMPORARY COMMITTEES** All temporary committees of the Church will be nominated by the Committee on Committees and elected by the Church and a future date will be established at the time of election whereby the authority and responsibility of any such temporary committee will automatically terminate unless such future date is renewed and extended by the Committee on Committees with the approval of the Church.
- E. **AUTHORITY OF COMMITTEES** The Church reserves the right at any time and in such manner as it may determine to elect any new committee, permanent or temporary, which will be considered a Church Committee, when the Church may deem it necessary or advisable. Each such committee will be elected by the church and will have the duties and responsibilities imposed upon it by the Church.
- F. **FINANCE COMMITTEE**
1. The Finance Committee will provide guidance for the accomplishment of the overall fiscal responsibilities of the church. The Finance Committee oversees the administration of the adopted Church budget and reviews and recommends approval of the monthly financial statement before presentation to the Deacons for approval.

2. When and if the Finance Committee considers it appropriate, the Finance Committee will recommend establishing a priority for the payment of certain expenses. Whenever the Finance Committee takes an action to delay making payments, such action will be included in the report of the Committee in the next regular conference or called conference of the Church.
3. The annual examination of the Church's financial condition and its income and expenses will be made by an independent accounting firm recommended by the Finance Committee. Such examination and any recommendations made therein will be approved by the Deacons, and it will be the responsibility of the Finance Committee to implement any recommendations made by such examination and approved by the Deacons.

TAX EXEMPT PURPOSE ARTICLE VI

The assets of this Church will be used in performing the Church's religious functions and upon discontinuance of the Church by dissolution or otherwise, the assets of this Church are to be transferred to a charitable, educational, religious or otherwise similar organization that qualifies as a charitable organization under Section 501(c)3 of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law.

- A. **PURPOSE** This nonprofit corporation is organized exclusively for charitable, religious and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law.
- B. **LIMITATION OF ACTIVITIES** No substantial part of the activities of the nonprofit corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and this nonprofit corporation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the nonprofit corporation will not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law, or (b) by nonprofit corporation contributions to which are deductible under Section 170

of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law.

- C. **RESTRICTION ON DISTRIBUTION OF EARNINGS** No part of the net earnings of this nonprofit corporation will inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that this nonprofit corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

ARTICLE VII EFFECTIVE DATE, IMPLEMENTATION AND CONDUCT OF ALL MEETINGS

These bylaws will become effective as of the first day of the calendar month immediately following adoption of these bylaws by the Church, and will supersede and take effect in lieu of the bylaws in effect prior to that time. All meetings and conferences will be conducted according to the latest edition of Robert's Rules of Order. These bylaws will be implemented by Church policies recommended by the Deacons and approved by the Church; however, in no event will Church policy contravene these bylaws.

ARTICLE VIII AMENDMENTS

These bylaws, as adopted, may be amended by a two-thirds vote of members present and voting at any regular conference meeting or special conference meeting.

These bylaws were adopted on the ____ day of March, 2011, by Green Acres Baptist Church in conference.

Church Clerk