

Fielder Church Bylaws

Revised 2018

TABLE OF CONTENTS

BYLAWS

ARTICLE 1 - NAME AND CHURCH ENTITY3

ARTICLE 2 - PURPOSE3

ARTICLE 3 - STATEMENT OF FAITH3

ARTICLE 4 - OFFICE5

ARTICLE 5 - CORPORATE OFFICERS5

ARTICLE 6 - MEMBERSHIP6

ARTICLE 7 - CHURCH ASSEMBLIES8

ARTICLE 8 - BOARD OF TRUSTEES9

ARTICLE 9 - DEACONS11

ARTICLE 10 - AUTHORITY OF THE SENIOR PASTOR13

ARTICLE 11 - OVERSIGHT COMMITTEES14

ARTICLE 12 - COUNCILS15

ARTICLE 13 - CONVEYANCES AND OTHER DOCUMENTS17

ARTICLE 14 - INDEMNIFICATION PROVISION17

ARTICLE 15 - WAIVER OF NOTICE18

ARTICLE 16 - DISSOLUTION & WINDING UP18

ARTICLE 17 – EMERGENCY BYLAWS18

ARTICLE 18 - DISSOLUTION & WINDING UP18

ARTICLE 19 - EFFECTIVE DATE20

ARTICLE 20 - AMENDMENTS20

BYLAWS
FIELDER ROAD BAPTIST CHURCH, INC.
ARLINGTON, TEXAS

PREAMBLE

This Church is an independent church and nonprofit corporation of the state of Texas. This Church is governed by its congregational membership through the membership's election of men and women as Officers, Trustees, Committee Members, and the Church's Senior Pastor, with duties as described in these Bylaws. While much authority as outlined in these Bylaws is delegated to men and women elected by the membership, the congregational membership of this Church shall remain the final authority of the Church.

ARTICLE 1
NAME

The name of the corporation is FIELDER ROAD BAPTIST CHURCH, INC., a Texas Nonprofit Corporation. Fielder Road Baptist Church, Inc. will operate under the duly filed Assumed Name of "FIELDER CHURCH."

ARTICLE 2
PURPOSE

Fielder Church (the "Church") is organized exclusively for charitable, religious and educational purposes within the meaning of Section 501 (c)(3) of the IRS Code of 1986 (or the corresponding provision of any future United States Revenue Law) including, but not limited to, for such purposes as the establishing and maintaining of religious worship; the building of churches, schools, chapels, camps, recreational facilities, childcare facilities, community health facilities, counseling centers, church growth leadership, educational facilities and food and clothing centers; the evangelizing of the unsaved by the proclaiming of the Gospel of the Lord Jesus Christ; the educating of believers in a manner consistent with the requirements of the Holy Scripture, both in Sunday and weekday schools of Christian education; and the maintaining of missionary activities in the United States and any foreign country and other such ministries as may be determined by the Church.

ARTICLE 3
STATEMENT OF FAITH

- A. One God. We believe there is one God: The Father, the Son, and the Holy Spirit, who subsist in unity and also as three separate distinct Persons.
- B. Jesus Christ Is God's Son. We believe Jesus Christ is God's Son. He was born of a virgin as both God and man, lived a sinless life, died to atone for the sins of human beings, was buried, arose from the grave, ascended into heaven and will literally return to earth.

- C. The Holy Spirit. We believe the Holy Spirit is the divine helper, assistant, counselor and instructor and His work is to reveal Christ, to convict of sin, to lead to repentance, to guide believers, to comfort, to strengthen, and to sanctify the soul.
- D. The Bible. We believe the Bible is God's Holy Word, without error and is the sole authority for life.
- E. Man's Need for God. We believe human beings are the special creations of God, made in His image. They fell through the sin of the first man, Adam, and all human beings are sinners in need of salvation.
- F. Salvation. We believe salvation is a gift through repentance toward God and faith in Jesus Christ. Every person who is truly saved is eternally secure in the Lord Jesus Christ and will spend eternity in heaven, while those denying Christ, who die in their sins, will spend eternity separated from God.
- G. Baptism. We believe baptism is by immersion after salvation and is done in obedience to Jesus Christ's command.
- H. Believer's Access to God. We believe each believer has direct access to God through the Lord Jesus Christ and the Holy Spirit.
- I. The Church. We believe the Church is a local body of baptized believers with the Lord Jesus Christ as the Head.
- J. Marriage and Sexuality. We believe that people are created as either a man or a woman and are to live their lives as the man or woman God created them to be. We believe that the term 'marriage' has only one meaning and that is marriage sanctioned by God which joins one man and one woman in a single, exclusive union, as delineated in Scripture.
 - 1. We believe that God intends sexual intimacy to only occur between a man and a woman who are married to each other. We believe that God has commanded that no intimate sexual activity exist outside of a marriage.
 - 2. We believe 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, all persons employed by the Church in any capacity, or who serve as volunteers, should abide by and agree to this Statement on Marriage and Sexuality and conduct themselves accordingly.
- K. Forgiveness. We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. We believe that every person must be afforded compassion, love, kindness, respect, and dignity.
- L. Other Statements of Faith. The Church accepts "The Baptist Faith and Message" as adopted by the Southern Baptist Convention on June 14, 2000. The Church is a committed

body of baptized believers in Jesus Christ and is committed to personally sharing the good news of salvation to lost mankind. The Church follows our Lord Jesus Christ in the ordinances of baptism and the Lord's Supper.

ARTICLE 4 OFFICE

- A. Principal Office. The principal office of the Church in the State of Texas shall be located at 1323 West Pioneer Parkway, Arlington, Texas 76013. The Church may have such other offices, within the State of Texas, as the Church may determine or as the affairs of the Church may require from time to time.
- B. Registered Office and Registered Agent. The Church shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with the registered office, as required by the Texas Business Organizations Code (the "Code"). The registered office may be, but need not be, identical with the principal office of the Church in the State of Texas, and the address of the registered office may be changed from time to time by the Church.

ARTICLE 5 CORPORATE OFFICERS

In compliance with the Code, the Church shall have the following corporate officers:

- A. President. The offices of the President and Chairman of the Board of Trustees shall be held by the same person. The President's authority in his capacity as President shall be limited to the power to execute, on behalf of the Church, instruments requiring execution by the Church when the execution has been authorized by the Church and/or under these Bylaws.
- B. Vice-President. The offices of the Vice-President and the Vice-Chairman of the Board of Trustees shall be held by the same person. The Vice President's authority shall be limited to the power to perform the duties of the President upon the death, absence or resignation of the President or upon his inability to perform the duties of his office.
- C. Treasurer. The Church's Director of Finance shall serve as the Treasurer of the Church.
- D. Secretary. The Board of Trustees shall nominate and elect a Secretary to serve the Church in the capacity of Corporate Secretary as required by the Code.
- E. Senior Pastor. The Senior Pastor shall have duties as described in these Bylaws, his job description as defined by the Personnel Committee and the duties and authority as defined by the Church and the Board of Trustees.
- F. Executive Pastor. The Executive Pastor shall have duties as defined by the Personnel Committee, and shall have authority as approved by the Church and the Board of Trustees.

- G. Removal of Corporate Officers. A Corporate officer may be removed pursuant to procedures set forth in these Bylaws. Any office shall become vacant when the holder dies, resigns or is no longer a member of the Church.

ARTICLE 6
MEMBERSHIP

- A. Management. The management of the affairs of the Church shall be vested in its members pursuant to the Code.
- B. The Membership. The membership of the Church shall consist of all persons whose names appear on the Church Membership Roll.
- C. Admission to Membership. Applications for membership shall be effective following:
1. Completion of a Church membership class and execution of a membership covenant; unless a person was a member in good standing prior to March 29, 2015 and has continued in regular participation in the Church.
 2. Reinstatement — upon written application, a former member can be reinstated as an active member with the approval of the Senior Pastor or his designee.
 3. The membership covenant requirements will be approved by the Board of Trustees, a copy of which is attached hereto as Exhibit A.
- D. Termination of Membership. Membership may be terminated only in the following manner:
1. Upon death of the member; or
 2. Upon a member's joining another church; or
 3. Upon withdrawal of fellowship by the Church from a member as provided by the Holy Scriptures and more particularly in Matthew 18:15-20 and in 1 Corinthians 5; or
 4. Upon the member's request.

Should a member be subject to church discipline under Section D. 3. of this Article, it is the duty of the Pastor's Advisory Council to facilitate appropriate Church discipline with the purpose of encouraging the restoration of repentant individuals to fellowship and to promote unity in the Church. A Church member may not terminate their membership during the Church discipline process under these Bylaws. The steps to be followed in this Church discipline process, in accordance with Matthew 18:15-20 are:

1. To personally initiate contact with the offender;
2. To confront the individual in private, one-on-one;

3. If no resolution, to meet again with one (1) or two (2) Pastor's Advisory Council members;
4. To confirm facts and work toward a resolution;
5. If still no resolution, to bring the issue before the Deacons;
6. To agree upon the truth and options for the offender;
7. If no resolution at this time, to bring the issue before the Church; and
8. If still no resolution, to release the offender from the Church and terminate their membership in accordance with this Article.

E. Voting of Members.

A member is considered to be a "Voting Member" if they have reached the age of 18 and have attended a Covenant Membership class and signed and abide by the Covenant Membership form, unless they were a member in good standing prior to March 29, 2015 and are continuing in their regular participation in the Church. On any matter coming before the Church for its determination, active voting members present shall be entitled to only one (1) vote, which shall be exercised in person and not by proxy. All such matters shall be determined at an annual or special conference meeting of the Church held in accordance with these Bylaws, by vote of a majority of the members present or by electronic voting.

Voting Members shall be called to vote on the following items:

- 1) The approval of a new Senior Pastor;
- 2) The termination of the Senior Pastor in accordance with Article 10. Sec. E. of these Bylaws and termination of other corporate officers;
- 3) The annual Church budget as presented by the Trustees;
- 4) Amendment to these Bylaws;
- 5) Approval of non-budgeted expenditures equal to more than 10% of the Church budget;
- 6) Approval of the Sale, Purchase, Lease or Mortgage of any real estate transaction worth more than 10% of the total, aggregated Church budget
- 7) Approval of Committees as nominated by Committee on Committees; and
- 8) Any matter deemed necessary by the Trustees for a Church vote.

ARTICLE 7
CHURCH ASSEMBLIES

- A. Annual Conference Meeting. Conference meetings of the members for the transaction of the business and affairs of the Church shall be held annually during regularly scheduled Sunday morning worship services. The Church shall give notice to the membership at least seven days prior to each annual conference meeting. The members present at an annual conference meeting, after notice given in accordance with subparagraph D of this Article 7, shall constitute a quorum.
- B. Special Conference Meetings. With seven days' prior notice, special conference meetings of the Church for the handling of its business and affairs may be called at any regularly scheduled worship service by the Senior Pastor, the Deacons' officers (by unanimous decision), the Pastor's Advisory Council, the Board of Trustees, or a majority of the members present. The members present at a special conference meeting, after notice given in accordance with subparagraph D of this Article 7, shall constitute a quorum.
- C. Emergency Conference Meetings. Emergency conference meetings may be called, without notice, by a majority vote of the Senior Pastor, the Deacons' officers, the Pastor's Advisory Council, and the Board of Trustees.
- D. Notice. Notices will outline an agenda to be discussed during the meeting. No new items can be added to the meeting without the seven (7) day notice period. New items not on the agenda may be noticed for a following meeting.
- E. Quorum of Members.
 - 1. Annual Conference Meeting. The members present at an annual conference meeting, after notice given in accordance with subparagraph D of this Article 7, shall constitute a quorum.
 - 2. Special Conference Meeting. The members present at a special conference meeting, after notice given in accordance with subparagraph D of this Article 7, shall constitute a quorum.
 - 3. Emergency Conference Meeting. The members present at an emergency conference meeting, in accordance with subparagraph C of this Article 7, shall constitute a quorum.

ARTICLE 8
BOARD OF TRUSTEES

- A. Duties. The duties of the Trustees are as follows:
 - 1. The Trustees shall administer the Brown Scholarship Fund and may form a subcommittee of the Board of Trustees to oversee and distribute the Brown

Scholarship Fund.

2. It shall be the function of the Trustees to review the annual Church budget and present the annual Church budget to the congregation for approval, to review monthly financials, select the audit firm and review the annual audit, and discuss financial issues as appropriate.
 3. Trustees shall discuss and approve all sales, purchases, leases or mortgages of real estate, and all unbudgeted expenditures equal, to 10% or less of the annual Church budget. Any such items that exceed 10% of the annual Church budget shall be approved by the Church's voting members.
 4. Trustees shall be responsible for approving the process of filling the Senior Pastor vacancy as recommended by the Pastor's Advisory Council.
 5. Trustees shall be responsible to provide recommendations to the Pastor Advisory Council on amendments of the Bylaws and the Certificate of Formation.
 6. Trustees shall call the annual conference meeting of the Church.
- B. Legal Definition. Because the Trustees are not Trustees as defined by the Code, the Trustees are not deemed to have the duties of trustees of a trust with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.
- C. Membership of the Trustees. The Board of Trustees shall consist of eight members plus the non-voting staff members. In order to facilitate the transition from current governance practices to these Bylaws, the Board of Trustees may exceed eight members until the annual church conference in the year 2022.
- D. Chairman of the Board. The Board of Trustees shall nominate and elect one of their members to serve as the Chairman of the Board. The Chairman of the Board's term shall be for one year at a time and not greater than his elected term and shall be subject to the same duties and responsibilities as outlined in these Bylaws. The Chairman of the Board shall be a Trustee of the Church and shall be responsible for setting the agenda and moderating the Board of Trustees meetings.
- E. Election. Each member and alternate member of the Board of Trustees, except the ex officio member, shall be nominated by the Committee on Committees and then elected by the membership of the Church.
- F. Term of Office. The term of office for a Trustee shall be four (4) years with staggered terms for each two (2) Trustees. Each Trustee shall serve for this term or until election of his successor.
- G. Vacancies. A vacancy (or vacancies) shall be declared on the Board of Trustees upon the:

1. Death;
 2. Resignation;
 3. Removal from office; or
 4. Disability of any Trustee rendering him or her incapable of participating in the management and affairs of the Church.
- H. Alternate Trustee. The first vacancy shall be filled by the Alternate Trustee; any other vacancy shall remain vacant until the next election of Trustees by the Church.
- I. Removal. A member of the Board of Trustees may be removed from office by unanimous vote of the other Trustees.
- J. Meetings of the Trustees.
1. Regular Meetings. Regular meetings of the Board of Trustees may be held at a time and place as shall from time to time be determined by a majority vote of the Quorum at any Board meeting. These meetings shall be held on Notice, Waiver of Notice, or Unanimous Consent.
 2. Special Meetings. A special meeting of the Board of Trustees may be called by the Chairman on at least six (6) hours' notice to each Trustee. Special meetings may also be called by the Vice-Chairman in like manner and on like notice upon the written request of a majority of the Trustees who are entitled to vote. Any business of the Trustees may be transacted at these special meetings.
 3. Place of Meeting. The Board of Trustees may hold their meetings, both regular and special, either within or without the State of Texas.
 4. Meeting by Remote Communications. At any meeting of the Board of Trustees, a Trustee may attend by telephone, radio, television, videoconferencing technology, internet conference, or other similar means of communication provided: (1) each person entitled to participate in the meeting consents to the meeting's being held by means of that system; and (2) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. A Trustee so attending shall be deemed present at the meeting for all purposes, including determination of whether a quorum is present.
 5. Vote. Each elected Trustee shall have one vote and a majority vote is required for approval of all things voted on by the Board.
 6. Quorum. A majority of the Board of Trustees, who are entitled to vote, shall constitute

a quorum. The act or vote of the majority of the Trustees present at a meeting, at which a quorum is present, shall be the act or vote of the Trustees.

7. Informal Action by Trustees. Any action required by law to be taken at a meeting of the Board of Trustees, or any action which may be taken at a meeting of Trustees, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Trustees.
8. Notice. Notice of a meeting may be given by any means of communication.
9. Waiver of Notice. Whenever any notice is required to be given to any Trustee under the provisions of the statutes, the Certificate of Formation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of notice.
10. Attendance as Waiver. Attendance of a Trustee at a meeting shall constitute a waiver of notice of the meeting.

ARTICLE 9 DEACONS

- A. The Deacons. The Deacons are to serve alongside the Senior Pastor in the pastoral ministries of the Church.
- B. Tasks of The Deacons.
 1. To proclaim the gospel to believers and unbelievers;
 2. To serve, care for, and interact personally with the Church's members and other persons in the community;
 3. To lead the Church in the achievement of its mission; and
 4. To serve willingly and faithfully in a specific area of ministry.
- C. Membership of The Deacons. The Deacons shall consist of the present Deacons as shown by the records of the Church and of such additional Deacons as the Church may hereafter elect.
- D. Qualifications of A Deacon. A Deacon shall be a male member of the Church, ordained by this Church or by a Baptist Church of like faith and order, who possesses the Scriptural qualifications outlined in I Timothy 3, Titus 1, and Acts 6, as developed and implemented by the Deacons of the Church, subject to the approval of the Church membership. It is also required that a Deacon attend Church worship services and other Church functions regularly, be a good steward of his financial resources and be an active member of a small group. Upon approval by the Church membership, the Deacon qualifications shall be

incorporated into these Bylaws by reference as if set out fully herein.

E. Termination of A Deacon. A Deacon shall be terminated upon:

1. Death;
2. Resignation;
3. Termination of his membership in the Church;
4. Removal by vote of the Church; or
5. Removal by a majority vote of the Deacons.

F. Number and Election of Deacons.

1. The number of Deacons shall never be less than three (3). Subject to this limitation, the number of Deacons shall be as many as the Church chooses to elect.
2. Each Deacon shall be elected by the membership of the Church. Deacons may be elected at any time and from time to time by the Church.

G. Deacons' Officers. The Deacons shall elect the following officers from among the Deacon body:

1. Chairman of the Deacons. The Chairman of the Deacons shall preside at all meetings of the Deacons and shall perform such other duties as the Deacons may authorize consistent with these Bylaws, for a term of two (2) years.
2. Vice-Chairman of the Deacons. The Vice-Chairman of the Deacons shall 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, for a term of two (2) years. The Vice-Chairman will assume the duties of the Chairman at the end of his term, upon approval by vote of the Deacon body.
3. Secretary of the Deacons. The Secretary of the Deacons shall keep minutes of all Deacons' meetings and shall perform the duties of the Chairman of the Deacons should both the Chairman of the Deacons and the Vice-Chairman of the Deacons be unable to do so, for a term of one (1) year. The Secretary of the Deacons may or may not be the Secretary of the Church as required by the Code.

H. Election of Deacon Officers An election of Deacons' Officers shall be held annually, except in unusual circumstances, such as the calling of a new Senior Pastor for the Church or other circumstances in which the Deacon body deems it advisable to retain the same Deacons' Officers for an additional year. The following procedures shall be followed for the election of Deacons' Officers:

1. Deacons' Officer Election Committee. Annually, the Chairman of the Deacons shall appoint a committee of three (3) Deacons to serve as a Deacons' Officer Election Committee.
 2. Nomination of Officers. Annually, the Committee shall take a ballot of the active Deacons as to their choice for nomination of two (2) Deacons for each Deacon office whose term has expired.
- I. Contacting of Nominees. Annually, the members of the Deacons' Officer Election Committee shall contact the Deacons who received the majority votes to determine their willingness to serve in each office.
 - J. Meetings and Quorum. The Deacons shall meet regularly at the time and place as they may determine. Special meetings may be called by the Chairman of the Deacons, the Senior Pastor, or a majority of the Deacons by giving notice thereof to each Deacon. The Deacons present at any meeting of the Deacons held in accordance with these Bylaws shall constitute a quorum, and a vote of a majority of the Deacons present at any Deacons' meeting, at which a quorum is present, shall be sufficient to decide any matter regularly before the Deacons for consideration.

ARTICLE 10
AUTHORITY OF THE SENIOR PASTOR

- A. Senior Pastor. The Senior Pastor shall be the spiritual leader of the Church. The Church and the Deacons shall support the Senior Pastor with their prayers and finances in such manner as to allow him the greatest time for evangelism and the preaching of the Gospel.
- B. Tasks of the Senior Pastor:
 1. To preach to the Church;
 2. To administer or cause to be administered the ordinances of the Gospel;
 3. To act as moderator at the Church conferences when present; and
 4. To perform the various other duties incumbent on his office.
- C. Election and Term of Service. The Senior Pastor shall be elected by the Church and shall continue as Senior Pastor until his service is terminated by his death, resignation, or by vote of the Church.
- D. Employment of Others. The Senior Pastor, with the counsel and advice of the staff leadership team and the Church's Personnel Committee, shall have full power and authority to employ such employees as are necessary to carry on the work of the Church.

- E. Termination. The Senior Pastor may be terminated by a combined unanimous vote of the Personnel Committee, Trustees and Pastor's Advisory Council; or, the Senior Pastor may be terminated by a majority vote of the Congregation after a recommendation by a unanimous vote of the Personnel Committee or a unanimous vote of the Pastor's Advisory Council.

ARTICLE 11
OVERSIGHT COMMITTEES

- A. Oversight Committees. The Church reserves the right at any time and in such manner as it may determine to appoint any committee, which shall be considered a Church Committee, which the Church may deem necessary or advisable. Each committee shall be elected by the Church and shall have the duties and responsibilities imposed upon it by the Church. The membership of each committee and the term of office of the committee members shall be determined by the Church. However, no committee member may serve on multiple committees or councils at the same time. Unless otherwise changed by an amendment to these Bylaws, the Church shall have the following standing committees:

1. Personnel Committee. The Personnel Committee shall have the authority to oversee and make recommendations to the congregation in matters related to Church personnel and the termination of the Senior Pastor in accordance with Article 10. Section E. of these Bylaws.
2. Committee Nomination. The Committee on Committees shall have the authority to nominate and present to the congregation the membership of the Trustees and the Personnel Committee.

- B. Oversight and Discretion.

1. Upon recommendation of the staff, subsequent approval by the Pastor's Advisory Council and the authorization of the Trustees, one (1) or more committees (herein referred to as "Oversight Committees" but otherwise identified by such other committee name(s) as the Church designates) may be created to oversee the making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the Certificate of Formation of the Church;
2. In furtherance of the Church's purposes, Oversight Committees shall have power to authorize grants to any organization organized and operated exclusively for religious, charitable, or educational purposes within the meaning of section 501(c)(3) of the U.S. Internal Revenue Code;
3. Oversight Committees shall review all requests for funds from other organizations, shall require that the requests specify the use to which the funds will be put, and if the respective Oversight Committee approves the request, shall authorize payment of the funds to the approved grantee;

4. Oversight Committees shall require that the grantees furnish financial statements annually which demonstrate appropriate controls and accurate reporting to support that the funds provided by the Church were expended for the purpose which were approved by the applicable Oversight Committees; and
 5. Oversight Committees may, in their absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested.
- C. Right to Withdraw Approval. After an Oversight Committee has approved a grant to another organization for a specific project or purpose, the Church may solicit funds for the grant to the specifically approved project or purpose of the other organization. However, the Oversight Committees shall at all times have the right to withdraw approval of the grant and use the funds for other charitable, religious, or educational purposes.
- D. Oversight Committees. The Oversight Committees of the Church, once established as Committees by the Church, may be designated as Oversight Committees by the Board of Trustees.

ARTICLE 12
THE PASTOR'S ADVISORY COUNCIL

- A. The Pastor's Advisory Council. The Pastor's Advisory Council is made up of individuals working together for the following purposes:
1. To provide support for and serve in an advisory capacity to the Senior Pastor;
 2. To facilitate communication between the Senior Pastor and the Church membership;
 3. To advise the Senior Pastor as to needs and interests of the Church membership;
 4. To bring any recommendations to the Senior Pastor, the Deacons, and/or the Church membership; and
 5. In the absence of a Senior Pastor, to function and interact with the staff Senior Leadership Team.
 6. The Pastor's Advisory Council shall consist of five (5) representatives elected from the congregation.
 7. The Pastor's Advisory Council shall have the authority:
 - a. To call special conference meetings (Church business meetings) and to set the agenda with the notice and consulting of the Board of Trustees and the Senior Pastor.

- b. To provide recommendations to the Church on amendments of the Bylaws and Certificate of Formation.
 - c. To provide an annual review of the Senior Pastor and submit the review to the Personnel Committee.
 - d. The termination of the Senior Pastor in accordance with Article 10. Section E. of these Bylaws.
 - e. To bring any recommendations to Church bodies.
 - f. To nominate members of the Committee on Committees.
 - g. In the event of a vacancy of the Senior Pastor to develop the process for filling the position, with approval of the Board of Trustees.
- B. Proposed Pastor's Advisory Council representatives shall be nominated (excluding Deacon Officers) from the Church membership, then screened by the Staff Leadership team and Senior Pastor, and recommended by the Deacons to the Church; one (1) person shall be recommended back to the Church for approval at the annual meeting of the Church members.
- C. Representatives of the Pastor's Advisory Council shall be nominated, screened, and approved with consideration given for their character, family commitment, service, stewardship, maturity in the Lord and support of the mission and vision of the Church.
- D. An individual who has served on the Pastor's Advisory Council shall be off the Pastor's Advisory Council for at least one (1) year before being eligible for re-nomination to the Pastor's Advisory Council.
- E. Unless terminated by death, resignation, termination of membership in the Church, and/or removal from office, the term of the respective members of the Pastor's Advisory Council shall be five (5) years.
- F. In case of a vacancy in a position in the Pastor's Advisory Council the position will remain unfilled until it is filled in the next term.
- G. The Pastor's Advisory Council shall meet at least quarterly. A special meeting(s) of the Pastor's Advisory Council may be called by the Senior Pastor or by any member of the Pastor's Advisory Council.
- H. A Pastor's Advisory Council member may be removed by a unanimous vote of the Senior Pastor and the remaining Pastor's Advisory Council members.

ARTICLE 13
CONVEYANCES OF PERSONAL PROPERTY

When authorized within the annual Church budget or by approval of the Board of Trustees, the Church may sell, convey, or otherwise deal with or dispose of personal property owned by the Church and may evidence any such transaction by bill of sale, contract or other appropriate instrument, with or without the seal of the Church, signed by the Board of Trustees or their designees.

ARTICLE 14
INDEMNIFICATION PROVISION

The Church may provide a trust fund, insurance, or other arrangement to effectuate this Article. As described herein, requests for indemnification shall not be unreasonably withheld.

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

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

- B. Permissive Indemnification. The Church may, to the maximum extent permitted by the Code, as amended from time to time (provided, however, that if an amendment to the Code in any way limits or restricts the indemnification rights permitted by law as of the date of adoption of these Bylaws, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), indemnify and advance expenses in the Proceeding to any person who is or was an employee or agent of the Church, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in Article 14, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Church and met the standards of conduct set forth in Article 14. The Church may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Church to the extent doing so is consistent with public policy or as may be provided by the Church's Constitution, by these Bylaws, by contract, or by general or specific action of the Board of Trustees.

ARTICLE 15
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Code or under the provisions of the Certificate of Formation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice.

ARTICLE 16
DISSOLUTION & WINDING UP

- A. Winding up. Upon the necessity for the dissolution and/or winding up of the Church, the Trustees shall oversee such process and ensure compliance with all relevant provisions of the Code and other applicable state and federal statutes.
- B. No Rights of Members to Assets. Upon Dissolution of the Church, no member shall have any rights nor shall receive any assets of the organization. The assets of the Church are permanently dedicated to a tax-exempt organization for the purposes set forth in the Certificate of Formation and these Bylaws. In the event of dissolution of the Church, the assets, after payment of any debts, will be distributed to an organization which itself is tax-exempt under provisions of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 17
EMERGENCY BYLAWS

An "emergency" exists for the purposes of this section if a quorum of the Board of Trustees cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Trustees may: (i) modify lines of succession to accommodate the incapacity of any Board of Trustees member, officer, employee or agent; and (ii) relocate the principle office, designate alternative principle offices or regional office, or authorize officers to do so. During an emergency, notice of a

meeting of the Board of Trustees only needs to be given to those Board of Trustee members for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One (1) or more officers of the Church present at a meeting of the Board of Trustees may be deemed Board of Trustees members for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any Board of Trustees member, officer, employee or agent of the Church on the ground that the action was not authorized. The Board of Trustees may also adopt emergency Bylaws, subject to amendments or repeal by the full Board of Trustees, which may include provisions necessary for managing the Church during an emergency including: (i) procedures for calling a meeting of the Board of Trustees; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Board of Trustees members. The emergency Bylaws shall remain in effect during the emergency and not after the emergency ends.

ARTICLE 18 ALTERNATIVE DISPUTE RESOLUTION

In keeping with 1 Corinthians 6:1-8, all disputes, arising out of or relating to these Bylaws or any other church matter, other than those which are subject to the Spiritual Authority of the Senior Pastor and the Pastor's Advisory Council, which may arise between any member of the Church and the Church itself, or between any member of the Church and any Pastor, Trustee, Deacon, 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 group. 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 costs related to any mediation or arbitration proceeding including payment of 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 19 EFFECTIVE DATE

These Bylaws shall become effective following their adoption by the Church.

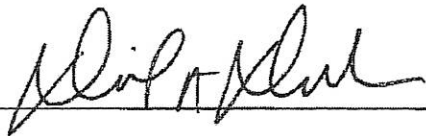
ARTICLE 20
AMENDMENTS

These Bylaws may be amended, supplemented or superseded at any time by action of the Church as permitted by these Bylaws.

CERTIFICATE OF CHAIRMAN

I certify that I am the duly elected and acting chairman of Fielder Road Baptist Church, Inc. and that the foregoing Bylaws constitute the Bylaws of the Fielder Road Baptist Church, Inc. These Bylaws were duly adopted by the membership of Fielder Road Baptist Church, Inc. and Board of Trustees on September 23, 2018.

DATED: 9/23/18

By: 

Name: Derrick Duke

Title: Chairman