

**AMENDED BYLAWS
OF
CHAMPION FOREST BAPTIST CHURCH**

These Amended Bylaws (referred to as the “Bylaws”) govern the affairs of **CHAMPION FOREST BAPTIST CHURCH**, a non-profit corporation (referred to as the “Church”) organized under Chapter 22 of the Texas Business Organizations Code (the “Act”).

**ARTICLE 1
OFFICES**

1.01. Principal Office. The principal office of the Church in the State of Texas shall be located at 15555 Stuebner Airline Road, Houston, Texas 77069. The Church may have such other offices, either in Texas or elsewhere, as the Members may determine. The Members may change the location of any office of the Church.

1.02. Registered Agent. The Church shall comply with the requirements of the Act and maintain a Registered Agent in Texas. The registered office may, but need not, be identical with the Church's principal office in Texas. The Members may change the registered office and the registered agent as provided in the Act.

**ARTICLE 2
BELIEFS AND MISSION**

2.01. Tax Exemption Status. This Church is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Specifically, this Church shall be organized and operated exclusively: (a) as a church as described in Section 170(b)(1)(A)(i) of the Code; and (b) for religious purposes within the meaning of Section 501(c)(3) of the Code.

2.02. Statement of Beliefs. Champion Forest Baptist Church is an autonomous body of believers who have been saved and eternally secured by grace through faith in the Lord Jesus Christ, baptized as believers by immersion, and joined together by the Holy Spirit, with Jesus Himself as the Head of the church. Its ordinances are: (1) Baptism, symbolizing the death, burial and resurrection of Jesus Christ, the death of the believer’s old way of life and rising to a new life, and the believer’s public identification with Christ and with His church; and (2) The Lord’s Supper, a reminder of Christ’s sacrificial, atoning death and the anticipation of His promised second coming.

The Church is guided by the Holy Bible, God’s only divinely inspired, infallible and inerrant revelation of Himself, the one true and sovereign God, existing eternally in three persons as Father, Son and Holy Spirit, yet one in substance. Mankind was created by and in the image of God, but all of humanity has fallen willfully into sin and is in need of God’s forgiveness and

salvation. Salvation is available only through faith in Jesus Christ, God's unique and only Son. Both fully divine and fully human, Jesus was born of a virgin, lived a sinless life, and suffered for the sins of the world through His atoning work on the cross, made efficient to all who believe. He was buried, bodily raised again on the third day, and ascended to the right hand of the Father, where He makes intercession for the saints and awaits the time of His return to earth. Upon His return, He will rapture the church and resurrect the bodies of departed saints unto eternal life in Heaven and establish His Kingdom reign forever. As an expanded statement of generally held beliefs among Southern Baptist Churches, Champion Forest Baptist Church affirms the Baptist Faith and Message (2000).

2.03. Statement of Mission. Champion Forest Baptist Church, both individually as members and corporately as the Church, exists to bring honor and glory to God through: worshipping Him and exalting His Son Jesus Christ; edifying and equipping the Body for Christ-like living through the indwelling power of the Holy Spirit; and evangelizing the lost by boldly proclaiming the gospel of Jesus Christ in our community and around the world.

2.04. Affiliation. This Church is totally independent and autonomous. We are subject to no control from other groups; however, we do choose to be involved with the Union Baptist Association, Southern Baptists of Texas Convention, the Baptist General Convention of Texas, and the Southern Baptist Convention.

ARTICLE 3 MEMBERSHIP

3.01. Eligibility. This Church reserves the right to determine who meets requirements for membership based upon the Scriptures and has exclusive rights to decide membership status. To be eligible to become a member, the individual must be a professed believer in Jesus Christ who has been baptized by immersion under the authority of this Church or under the authority of another duly recognized church of like faith and order.

3.02. Reception into Membership. An individual will become a member of the Church ("Member") following a majority vote of the members of the Active Deacon Membership Committee, which vote shall occur thirty (30) days following the reporting of a list of candidates for membership to the Members in a Regular Business Meeting. Candidates for membership shall only appear on the listing after they have satisfied the following conditions:

- (A) Salvation and baptism (*one of the following*)
 - 1. By receiving Jesus Christ as Savior and Lord and baptism by immersion at Champion Forest Baptist Church.
 - 2. By promise of letter of recommendation from another Baptist church.
 - 3. By statement of previous salvation and baptism by immersion.
- (B) Completion of the Membership Class of Champion Forest Baptist Church.

If any Member dissents to the admission of any candidate for membership during the thirty (30) day period following the publication of the list of candidates for membership, such dissent shall be referred to the Senior Pastor for investigation who shall make a recommendation to the Active Deacon Membership Committee within thirty (30) days. The decision of the Active Deacon Membership Committee to accept or reject the candidate in question shall be final.

3.03. Voting Rights. Thirty (30) days after becoming a Member of the Church, if the Member is at least 15 years of age, the Member is entitled to vote on matters submitted to the membership (“Voting Member or Voting Members”). Voting Members may have other rights and responsibilities as determined by the policies and procedures adopted by the Voting Members.

3.04. Discipline. All Members shall recognize the authority the Church has over their actions and that they are accountable to it. The Church shall have the right to administer discipline, reprove a Member or withdraw fellowship as may be required.

(A) In all personal offenses the Members shall be guided in their conduct by the provisions of Matthew 18:15-17. In all public offenses the Members shall be counseled according to the principles as stated in 1 Corinthians 5 and Galatians 6:1.

(B) While every Member has a right to present disciplinary cases directly to the Members, he or she must first bring the matter to the attention of the Senior Pastor for counsel and guidance. If the Senior Pastor determines that discipline is appropriate, and is unsuccessful in resolving the matter, then the matter shall be referred to the Active Deacons by the Senior Pastor for further proceedings.

(C) All matters of a disciplinary nature affecting a Member must be first conducted before the Active Deacons, having been referred to them by the Senior Pastor. No Member may have a disciplinary matter brought against him or her unless he or she shall have at least ten (10) days prior notice in writing of the charge and have an opportunity to be present and be heard in his or her own defense. A vote of 75% of Active Deacons present and voting at the disciplinary hearing is required to approve a matter of a disciplinary nature against a Member. If the Member subject to the discipline is not satisfied with the results before the Active Deacons, he or she may appeal that decision to the Members. A vote of 75% of Voting Members present and voting in a Regular or Special Business Meeting is required to confirm a matter of a disciplinary nature against a Member recommended by the Active Deacons, if appealed.

3.05. Removal. The Members, or the Active Deacons, assuming no appeal was made to the Members, may terminate a Member in one of the following ways:

(A) Death of the Member.

(B) Dismissal by letter to another Baptist Church.

- (C) Upon becoming affiliated with a church of another faith or denomination.
- (D) By action of the Active Deacons, or Members, if appealed, after immoral and flagrant non-Christian conduct by the Member.

3.06. Resignation. Any Member may resign by delivering a written resignation to the Secretary or the Senior Pastor.

3.07. Restoration. Any Member whose membership has been terminated for any offense may be restored, upon evidence of repentance and reformation, and upon recommendation of the Senior Pastor and a majority of the Active Deacons. If the decision is to deny restoration of membership, the applicant for restoration may appeal that decision to the Members. The affirmative vote of seventy-five percent (75%) of those Voting Members present and voting at any Regular or Special Business Meeting will restore the applicant to full membership.

3.08. Annual Business Meeting. An annual business meeting of the Members shall be held at such place, date and time as the Senior Pastor shall determine (“Annual Business Meeting”). At the Annual Business Meeting, the Members shall conduct such business as may be properly considered. At least thirty (30) days before the Annual Business Meeting, the Secretary shall create an approved list of the Voting Members eligible to vote at the Annual Business Meeting.

3.09. Regular Business Meetings. Regular meetings of the Members shall be held quarterly on the Wednesday night following the second Sunday in the first month of each quarter (January, April, July, October). (“Regular Business Meeting(s)”)

3.10. Special Business Meetings. Special meetings of the Members may be called by the Senior Pastor or by a petition signed by five percent (5%) of the Voting Members. (“Special Business Meeting(s)”)

3.11. Quorum. Voting Members in attendance at a properly called meeting shall constitute a quorum for the transaction of business at any properly noticed meeting of the Members.

3.12. Proxy. Voting Members may not vote by proxy.

3.13. Number of Votes Necessary for Members’ Action. Unless the Act or another provision in the Bylaws requires a higher percentage, no Member action may be approved without the affirmative vote of a majority of the Voting Members present at a meeting at which a quorum is present.

3.14. Notice of meetings. Unless the Act requires a different period or method of notice, notice of Regular, Special or Annual Business Meetings may be given by announcement at a weekend worship service at least three (3) days preceding the meeting. In the alternative, the

Secretary may deliver written notice (in accordance with procedures described in Section 11.01) of a Regular, Special or Annual Business Meeting of the Voting Members not less than three (3) nor more than fifteen (15) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, and in the case of a Special Business Meeting, who called such meeting and the purpose or purposes for which it is called.

3.15. Required Member Votes. Voting Members must vote on the following items:

- (A) Annual budget presented by the Budget and Finance Committee.
- (B) Any acquisition or sale of real property.
- (C) All debt to be incurred exceeding \$250,000.
- (D) Changes to the Certificate of Formation.
- (E) Changes to the Bylaws.
- (F) Any other item the Senior Pastor or a duly appointed committee of the Church (which shall include any duly appointed search committee for ministerial staff) places before the Voting Members for a vote.
- (G) Selection of the Senior Pastor.
- (H) Election of all members to special and Standing Committees of the Church.
- (I) Any other matter expressly reserved to the Members by the Texas Business Organizations Code, Chapter 22.

3.16. Parliamentary Rules. The Members may adopt appropriate parliamentary rules to conduct Member meetings in an orderly fashion.

ARTICLE 4 DEACONS

4.01. Reasons for and Responsibilities of Deacons. Deacons shall be servants of the church. They will be organized into ministry groups to assist the Senior Pastor in caring for the needs of Members and sharing the gospel.

4.02. Qualifications of Deacons. Deacons shall meet the scriptural guidelines of Acts 6 and 1 Timothy 3, as more fully described in the Deacon Manual. Ordained Deacons who join Champion Forest Baptist Church must be Members for at least six (6) months at the time of consideration before being eligible for election. The Deacon Search Committee shall select and

interview prospective deacons.

4.03. Selection of Deacons. A Deacon Search Committee shall be composed of the Senior Pastor, the Chairman, Vice-Chairman and Secretary of the Deacons plus six other Active Deacons selected by the Chairman and Vice-Chairman of the Deacons. After due investigation, the Deacon Search Committee shall submit to the Members the names of nominees for Active Deacons. The Voting Members shall elect them by majority vote at a Regular Business Meeting.

4.04. Term of Office of Active Deacons. Active Deacons shall serve for three years. Each year approximately one-third shall be elected by the Voting Members. After serving three years a Deacon shall be eligible for re-election only after the lapse of at least one year. Vacancies may be filled at Regular Business Meetings.

4.05. Removal of Deacons. Upon recommendation by the Senior Pastor, Active Deacons may vote to remove a Deacon at any time, with good cause. Any cause may be found to be good cause by vote of 75% of Active Deacons. A meeting of the Active Deacons and Senior Pastor to consider the removal of a Deacon may be called and noticed following the procedures provided in these Bylaws. The notice of the meeting shall state that the issue of possible removal of the Deacon will be on the agenda. The Deacon shall have the right to present evidence at the meeting as to why he should not be removed, and the Deacon shall have the right to be represented by an attorney at and before the meeting. At the meeting, the Senior Pastor and Active Deacons shall consider possible arrangements for resolving the problems that are in the mutual interest of the Church and the Deacon. A Deacon may be removed by the affirmative vote of 75% of disinterested Active Deacons (Active Deacon other than family member or Active Deacon without business interests with the Deacon being considered for removal) attending the meeting. The Deacon may appeal the decision to the Members at a Regular or Special called Business Meeting. The vote required to overturn the affirmative vote of dismissal by the Active Deacons shall be 75% of Voting Members present and voting.

ARTICLE 5 SENIOR PASTOR, OFFICERS AND STAFF

5.01. Officer Positions. The officers of the Church shall be the Senior Pastor (President), a Treasurer and a Secretary. The Treasurer and Secretary positions shall be nominated by the Senior Pastor and elected by the Personnel Committee. Due to the duties and responsibilities of these positions, the Senior Pastor will nominate full time employees of the Church for these positions. The Personnel Committee, upon recommendation by the Senior Pastor, may create additional officer positions, define the authority and duties of each such position, and provide for the election or appointment of persons to fill the positions. Any two or more offices may be held by the same person, except the offices of Senior Pastor (President) and Secretary.

5.02. General Duties. All officers and agents of the Church, as between themselves and the Church, shall have such authority, perform such duties, and manage the Church as may be

provided in these Bylaws, or as may be determined by resolution of the Personnel Committee, in consultation with the Senior Pastor, from time to time, not inconsistent with these Bylaws.

5.03. Election and Term of Office. Except for the Senior Pastor, the officers of the Church shall be elected by the Personnel Committee. Each officer of the Church shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office.

5.04. Officer Removal. Except for the Senior Pastor, any officer of the Church elected or appointed by the Personnel Committee may be removed by the Personnel Committee, in consultation with the Senior Pastor, with or without good cause and with or without advance notice. The removal of an officer of the Church shall be without prejudice to the contract rights, if any, of the officer.

5.05. Officer Resignation. Any officer of the Church may resign at any time by giving written notice to the Personnel Committee or the Senior Pastor. Such resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Church.

5.06. Officer Vacancies. Except for the Senior Pastor's position as President, a vacancy in any officer position may be filled by the Personnel Committee, in consultation with the Senior Pastor.

5.07. Senior Pastor. The Senior Pastor shall be the Church's President and shall be the Chief Executive Officer of the Church. The Senior Pastor shall oversee all of the business and spiritual affairs of the Church. The Senior Pastor, or his designee, shall be a voting, ex-officio member of all organizations and committees. The Senior Pastor is responsible for leading the Church to function as a New Testament Church. The Senior Pastor shall lead the Church in worship, proclamation, education, administration, and pastoral ministry. The Senior Pastor in cooperation with the Personnel Committee shall have the responsibility of hiring the ministerial and administrative and support staff, as further described in Section 5.10. All staff shall be under the leadership and supervision of the Senior Pastor.

The Senior Pastor shall serve as moderator of the Church at all Annual, Regular and Special Business Meetings. In his absence, the Senior Pastor will designate an alternate to preside. In the absence of both the Senior Pastor and his designated alternate, the Secretary shall call the Church to order and the Voting Members shall elect a moderator for the meeting.

The Senior Pastor of this Church shall believe that he has been called into the ministry by God. He shall have been ordained as a minister of the gospel of Jesus Christ by a Baptist church of the same faith and practice as this Church. He shall meet the qualifications for a minister as recorded in the Holy Scriptures (1 Timothy 3:2-7) as interpreted by the Church. He shall subscribe to the doctrinal statement and covenant of this Church and be in agreement with the Bylaws of this Church and with the established policies of this Church.

5.08 Senior Pastor Election. The Senior Pastor shall be chosen and called by the Members of the Church when a vacancy occurs. The Committee on Committees shall choose eighteen nominees that are reflective of the Church membership to serve on the Pulpit Committee. These men and women shall be faithful in attendance, tithers, Godly believers and involved actively in the Church. The Secretary shall then give notice of a Special Business Meeting and list the names of the nominees at least one week prior to such meeting. The five men and four women nominees receiving the most votes, respectively, will serve on the Pulpit Committee (“Pulpit Committee”). After the Pulpit Committee is selected by the Voting Members, the Committee on Committees will select a Chairman and Vice-Chairman. The Pulpit Committee will prayerfully seek a Senior Pastor and make the recommendation to the Members of the Church. The Pulpit Committee will give the Members at least one week’s notice of a Special Business Meeting prior to voting on the nominee. The Voting Members shall vote by secret ballot at the Special Business Meeting during the weekend worship services. The Voting Members must elect the Senior Pastor with at least an affirmative vote of 75% of those present and voting.

5.09. Removal of Senior Pastor. The Senior Pastor shall serve indefinitely until resignation or removal in accordance with the procedures set forth in this section. The tenure of the Senior Pastor may be voluntarily terminated by the Senior Pastor or involuntarily, by the Members thirty days after the procedure detailed below or otherwise by mutual agreement. If the Senior Pastor is involuntarily terminated by the Members, the following procedure shall be followed. If 75% of the members of the Personnel Committee vote to recommend termination of the Senior Pastor based upon reported charges against him, the Personnel Committee shall recommend to the Active Deacons the need to terminate the Senior Pastor. A written notice shall be sent to all Active Deacons of such a request one week in advance of a meeting to discuss the reported charges. The Active Deacons shall investigate the reported charges brought by the Personnel Committee. If at least 75% of the Active Deacons present and voting recommend termination of the Senior Pastor, then the matter shall be brought to the Members. The Secretary shall provide notice to all Members of the Special Business Meeting at least two (2) weeks prior to the meeting in accordance with provisions of Section 3.14. The Voting Members shall vote by secret ballot and termination requires the vote of at least 75% of the Voting Members present and voting.

5.10. Employment of Ministry Staff and Additional Personnel. For any ministerial position other than Senior Pastor, the Senior Pastor and Personnel Committee may jointly search for an appropriate candidate, or may jointly request a search committee be formed to search for a candidate for the vacant position. In the event a search committee is requested, the Committee on Committees shall nominate members for the specially created search committee. All such committees shall have at least five members. From the nominees presented, Voting Members shall elect the committee members at any Regular or Special Business Meeting. Once a candidate for the vacant position is located, either by the search committee, or by the Senior Pastor and Personnel Committee, as the circumstance dictates, approval and hiring of the candidate will be as follows: (1) If the position is for a Team Leader, or above, the candidate shall be presented to the Members at a Regular or Special Business Meeting, for consideration and vote. A vote of 75% of the Voting Members present and voting will be required to hire the candidate; (2) If the position is for a ministry position below Team Leader, the candidate must

receive a 75% or greater vote by the Personnel Committee for employment; and (3) If the position is for an administrative or support staff position below Team Leader, the candidate may be employed by the appropriate Team Leader with the approval of the Senior Pastor. The Personnel Committee and the Senior Pastor shall jointly approve the creation of all new positions and determine the job responsibilities of all staff members.

5.11. Termination of Ministry Staff and Additional Personnel. The Senior Pastor and the Personnel Committee will review and seek to resolve employee grievances with fairness for the employee and Church. Team Leaders, and above, except for the Senior Pastor, may be terminated from employment upon the mutual agreement of the Senior Pastor and the Personnel Committee. Ministers below Team Leader position may be terminated by mutual agreement of the Senior Pastor and the Personnel Committee, in consultation with the appropriate Team Leader. Administrative and support staff, below Team Leader, may be terminated by the appropriate Team Leader, with the approval of the Senior Pastor.

5.12. Secretary. The Secretary shall:

- (A) Give all notices as provided in the Bylaws or as required by law.
- (B) Take minutes of the meetings of the Members and keep the minutes as part of the corporate records.
- (C) Maintain custody of the corporate records and of the seal of the Church.
- (D) Affix the seal of the Church to all documents as authorized.
- (E) Keep a register of the mailing address of each committee member of every Standing or special committee of the Church, officer, Member (with dates of admission and dismissal), and employee of the Church.
- (F) Perform duties as assigned by the Senior Pastor.
- (G) Perform all duties incident to the office of Secretary.

5.13. Treasurer. The Treasurer shall:

- (A) Have charge and custody of and be responsible for all funds and securities of the Church.
- (B) Receive and give receipts for moneys due and payable to the Church from any source.
- (C) Deposit all moneys in the name of the Church in banks or other depositories as provided in the Bylaws or as directed by the Budget and Finance Committee.

- (D) Write checks and disburse funds to discharge obligations of the Church as directed by the Budget and Finance Committee. In the absence of the Treasurer, checks may be signed by an Authorized Check Signer that has been elected by the Members.
- (E) Maintain the financial books and records of the Church.
- (F) Prepare financial statements and reports at least quarterly.
- (G) Perform other duties as assigned by the Senior Pastor or the Budget and Finance Committee.
- (H) Perform all the duties incident to the office of Treasurer.

5.14. Assistant Officers. The Senior Pastor and Personnel Committee may appoint one or more assistant Secretaries, assistant Treasurers, and one or more assistant officers. Each assistant Secretary, assistant Treasurer and each assistant officer shall hold office for such period as the Senior Pastor and Personnel Committee may prescribe. Any assistant Secretary may perform any of the duties or exercise any of the powers of the Secretary or otherwise as occasion may require in the administration of the business and affairs of the Church. Any assistant Treasurer or other assistant officer may perform any of the duties or exercise any of the powers of the Treasurer or officer or otherwise as occasion may require in the administration of the business and affairs of the Church, except for the signing of checks and disbursement of funds. Each assistant Secretary, assistant Treasurer and each assistant officer shall perform such other duties and/or exercise such other powers, if any, as the Senior Pastor and Personnel Committee shall prescribe. To establish the authority of an assistant Secretary, assistant Treasurer or an assistant officer to take any action on behalf of the Church, in place of the Secretary, Treasurer or other officer, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence or disability of, the Secretary, Treasurer, other officer or Senior Pastor or any other assistant Secretary, assistant Treasurer or assistant officer, respectively.

5.15. Salaries. The salary of the Senior Pastor shall be fixed by the Personnel Committee. Salaries of all other staff shall be fixed by the Personnel Committee, in consultation with the Senior Pastor. All salaries shall be reasonable compensation for services rendered or to be rendered to the Church.

5.16. Disallowed Payments. Any payments made to an officer of the Church such as a salary, bonus, or expense reimbursement incurred by him, which is disallowed in whole or in part as an acceptable expense by the Internal Revenue Service, shall be reimbursed by such officer to the Church to the full extent of such disallowance. It shall be the duty of the Personnel Committee, as a committee, to enforce reimbursement of each such amount disallowed.

ARTICLE 6 COMMITTEES

6.01. Establishment of Committees. The Committee on Committees may recommend to the Members the creation of one or more committees, delegating specified authority to a

committee, and nominating committee members. Voting Members must approve by majority vote the creation of a new committee and the members of that committee. Permanent Standing Committees shall consist of the Budget and Finance Committee, Missions Committee, Personnel Committee, Nominating Committee and Committee on Committees (collectively called the “Standing Committees”). The Church’s Committee Manual, if any, shall describe the functions of each Standing Committee. In the case of a vacancy in the Office of Senior Pastor, the Members shall establish a Pulpit Committee in accordance with the provisions of Section 5.08.

No committee shall have the authority to do any of the following:

- (A) Amend the Certificate of Formation;
- (B) Adopt a plan of merger or a plan of consolidation with another corporation;
- (C) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church;
- (D) Authorize the voluntary dissolution of the Church;
- (E) Revoke proceedings for the voluntary dissolution of the Church;
- (F) Adopt a plan for the distribution of the assets of the Church;
- (G) Amend, alter, or repeal the Bylaws;
- (H) Incur debt without approval from the Budget and Finance Committee;
- (I) Approve any transaction to which the Church is a party, and that involves a potential conflict of interest as described in Section 7.04 of these Bylaws; or
- (J) Take any action or authorize disbursement of funds outside the scope of authority or limitation of the annual operating and CAPEX budget approved by the Voting Members.

6.02. Term of Office. Each committee member serving on a Standing Committee shall be elected by the Voting Members for a three (3) year term, where one-third (1/3) of each Standing Committee’s members are elected each year. Each committee member shall continue to serve on the committee until a successor is appointed or the committee is terminated. However, the term of a committee member may terminate earlier if the committee member dies, ceases to qualify, resigns, or is removed as a committee member, and in the case of a special committee, if the committee is terminated. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person elected to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member’s term. No person may serve on more than one Standing Committee at the same time. All committee members must be Members of the Church.

6.03. Chairman. One committee member of each committee shall be designated as the Chairman of the committee (hereinafter "Committee Chairman"). The Committee Chairman shall be nominated by the Committee on Committees and elected by the Voting Members of the Church. The Committee Chairman shall call and preside at all meetings of the committee. When the Committee Chairman is absent, is unable to act, or refuses to act, the members of the committee shall appoint a replacement. When the replacement acts in place of the Committee Chairman, the replacement shall have all the powers of, and be subject to all the restrictions upon, the Committee Chairman.

6.04. Notice of Meetings. Notice of committee meetings shall be governed by Section 11.01 below. The notice shall state the place, day, and time of the meeting, and the purpose or purposes for which the meeting is called.

6.05. Quorum. A majority of the number of committee members shall constitute a quorum for the transaction of business at any meeting of a committee. The committee members present at a duly called or held meeting, at which a quorum is present, may continue to transact business even if enough committee members leave the meeting such that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If there is not a quorum present at any time during a meeting, the Committee Chairman may adjourn and reconvene the meeting one time without requiring further written notice.

6.06. Actions of Committees. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting 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 law or the Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the action of the committee of the Church.

6.07. Compensation for Committee Members. Committee members shall not receive salaries for their services as committee members.

6.08. Action by Consent of Committee without Meeting. An action may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of committee members necessary to take that action at a meeting at which all of the committee members are present and voting. The consent must state the date of each committee member's signature. Prompt notice of the taking of an action by a committee without a meeting by less than unanimous written consent shall be given to each committee member who did not consent in writing to the action. Such consent may be given individually or collectively.

6.09. Rules. Each committee of the Church may adopt rules for its own operation not inconsistent with the Bylaws.

6.10. Pulpit Committee. When the Office of Senior Pastor is vacant, a special committee called the Pulpit Committee shall be formed as described in Section 5.08.

6.11. Budget and Finance Committee. The Budget and Finance Committee shall prepare the annual budgets for presentation to the Members. The Budget and Finance Committee shall assist the Members by maintaining oversight of the integrity of the Church's financial statements, the Church's compliance with legal and regulatory requirements, the auditors' qualifications and independence, and the performance of the annual financial statement audit. The term of office for Committee members shall be three years and follow Section 6.02. No Church employee may serve on the Committee, but the Senior Pastor and Treasurer shall be ex-officio members. The Budget and Finance Committee shall report to the Senior Pastor and the Treasurer all material deficiencies in internal controls noted in the management letter provided by the auditors. If any material internal control deficiencies continue for twelve (12) months after they were communicated to the Senior Pastor and Treasurer, the Budget and Finance Committee shall report those deficiencies to the Members. The Budget and Finance Committee shall engage financial statement auditors, review the financial statements with the auditors, and discuss with the Senior Pastor and Treasurer all material financial risks facing the Church. The Budget and Finance Committee may engage other professionals as needed to assure the Church's compliance with legal and regulatory requirements.

6.12. Personnel Committee. The Personnel Committee in cooperation with the Senior Pastor shall have responsibility for all paid positions. The Personnel Committee, in cooperation with the Senior Pastor, will establish employment policies for the Church including job descriptions, vacation time, sick leave, family leave, and performance review. The Personnel Committee must follow the procedures for hiring and terminating all staff positions in the Church as described in Article 5. The Personnel Committee must approve the total compensation package for the Senior Pastor. In coordination with the Budget and Finance Committee, it will set the compensation ranges and annual budget for all other positions after consultation with the Senior Pastor.

6.13. Missions Committee. The Missions Committee plans, implements and provides oversight of the many mission groups supported by Church funding. They investigate the purpose/mission statement of each prospective ministry as to whether its primary focus is to proclaim the Gospel of Jesus Christ. The committee also reviews the effectiveness of the mission opportunities that the Church sponsors/supports by periodic review of each ministry's newsletters, reports and financial statements. The Missions Committee also identifies, investigates and provides planning and oversight for mission trip opportunities locally, nationally and internationally for Member participation. The Missions Committee also prepares the annual budget for the Church's various mission opportunities in cooperation with the Budget and Finance Committee. In addition, the Missions Committee is responsible for supervision of the various missions discipleship programs of the Church including GAs, RAs, and periodic special missions appeals from area missions of the Union Baptist Association and other nonprofit charities. Scheduling of missions house residents such as missionaries home on furlough and upkeep of the premises is also a responsibility of the Missions Committee.

6.14. Committee on Committees. The Committee on Committees, in consultation with the Senior Pastor recruits and nominates to Voting Members for consideration and vote, all committee chairpersons and members of all Standing Committees (except the Committee on

Committees), Pulpit Committees, Personnel Search Committees and any special committees.

6.15. Nominating Committee. The Nominating Committee's sole annual responsibility is to recruit and nominate a committee chairperson and all members of the Committee on Committees for presentation to the Voting Members for consideration and vote.

ARTICLE 7 TRANSACTIONS OF THE CHURCH

7.01. Contracts. The Senior Pastor may authorize any officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Church, subject to the limitations of Section 3.15. 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.

7.02. Deposits. All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Budget and Finance Committee selects.

7.03. Gifts. The Budget and Finance Committee may accept on behalf of the Church any contribution, gift, or bequest, for unrestricted operations, or any temporary or permanent restricted purpose, of the Church.

7.04. Affiliated Transactions. No contract or transaction between the Church and one or more of its Standing Committee members or officers, or between the Church and any other corporation, partnership or association or other organization in which one or more of its Standing Committee members or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, if:

(A) The material facts concerning the financial interests are disclosed to the Budget and Finance Committee and the Budget and Finance Committee authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Budget and Finance Committee members.

(B) The contract or transaction is fair to the Church at the time of the approval. Nothing herein shall prevent retroactive approval of a transaction.

(C) The interested Standing Committee member that is present may be counted towards a quorum for purposes of voting on the contract or transaction. The interested Standing Committee member may participate in the discussion of the matter, but may not vote.

7.05. Loans. The Church shall not make any loan to a Standing Committee member. Likewise the Church will not make any loan to an officer or employee of the Church, except for the purpose of financing the officer's or employee's principal residence in an amount not to exceed one hundred percent (100%) of their annual salary, if the loan is made before the first

anniversary of the officer's or employee's employment, or fifty percent (50%) of his annual salary, if the loan is made in a subsequent year. In all cases, the loans must meet commercially reasonable underwriting standards and contain commercially reasonable terms, including interest rates and repayment terms.

7.06. Prohibited Acts. As long as the Church is in existence, and except with the prior approval of the Members, no Standing Committee member, Deacon or officer of the Church shall:

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

7.07. Authorized Check Signers. Upon nomination by the Committee on Committees the Voting Members of the Church may designate up to five (5) persons as Authorized Check Signers to sign checks when dual signatures are required on checks.

ARTICLE 8 BOOKS AND RECORDS

8.01. Required Books and Records. The Church shall keep correct and complete books and records of account. The Church's books and records ("Required Books and Records") shall include:

- (A) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Church, including, but not limited to, the Certificate of Formation, and any

articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.

- (B) A copy of the Bylaws, and any amended versions or amendments to the Bylaws.
- (C) Minutes of the proceedings of the Members and Standing Committees.
- (D) A list of the names and addresses of officers, Members, and any Standing Committee and other committee members of the Church.
- (E) A financial statement showing the assets, liabilities, and net worth of the Church at the end of the three most recent fiscal years.
- (F) A financial statement showing the income and expenses of the Church for the most recent three fiscal years.
- (G) All rulings, letters, and other documents relating to the Church's federal, state, and local tax status.
- (H) The Church's federal, state, and local information or income tax returns for each of the Church's three most recent tax years, if applicable.

8.02. Inspection and Copying. Any Member or officer of the Church may inspect and receive copies of all Required Books and Records of the Church as defined in Section 8.01. Employee and volunteer records are always private and not part of the Required Books and Records. Such a Member or officer of the Church may inspect or receive copies if they have a proper purpose related to their interest in the Church as determined by the Budget and Finance Committee. A Member or officer of the Church entitled to inspect the Church's Required Books and Records may do so at a reasonable time no later than required by Internal Revenue Regulation after the Church's receipt of a proper, approved written request. The Budget and Finance Committee may establish reasonable fees for copying the Church's Required Books and Records. The fees may cover the cost of materials and labor, but may not exceed the Internal Revenue Service guidelines for providing copies. The Church shall receive and respond as required by Internal Revenue Service guidelines to requests from the public for copies of the Church's Form 1023 and Form 990, if any. The Church shall maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.

ARTICLE 9 FISCAL YEAR

9.01. The fiscal year of the Church shall begin on the first day of October and end on the last day of September in each year.

ARTICLE 10
INDEMNIFICATION AND INSURANCE

10.01. When Indemnification is Required, Permitted, and Prohibited.

(A) The Church shall indemnify a Standing Committee member, officer, other committee member, employee, or agent of the Church who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Church. For the purposes of this article, an agent includes one who is or was serving at the request of the Church as a director, Standing Committee or other committee member, officer, or partner. However, the Church shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Church's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Church shall not indemnify a person who is found liable to the Church or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable and all appeals have been exhausted.

(B) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent does not necessarily preclude indemnification by the Church.

(C) The Church shall pay or reimburse expenses incurred by a Standing Committee member, officer, committee member, employee, or agent of the Church in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Church when the person is not a named defendant or respondent in the proceeding.

(D) In addition to the situations otherwise described in this Section 10.01, the Church may indemnify a Standing Committee member, officer, committee member, employee, or agent of the Church to the extent permitted by law. However, the Church shall not indemnify any person in any situation in which indemnification is prohibited by the terms of Section 10.01(A), above.

(E) Before the final disposition of a proceeding, the Church may pay indemnification expenses permitted by the Bylaws and authorized by the Church. However, the Church shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in a proceeding brought by the Church or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

(F) If the Church may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the

proceeding. However, if the proceeding was brought by or on behalf of the Church, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

10.02. Procedures Relating to Indemnification Payments.

(A) Before the Church may pay any indemnification expenses (including attorney's fees), the Church shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in Section 10.02(C), below. The Church may make these determinations and decisions by any one of the following procedures:

(1) Majority vote of a quorum consisting of Budget and Finance Committee members who, at the time of the vote, are not named defendants or respondents in the proceeding.

(2) If such a quorum cannot be obtained, by a majority vote of a committee of the Budget and Finance Committee, designated to act in the matter by a majority vote of all Budget and Finance Committee members, consisting solely of two or more Budget and Finance Committee members who at the time of the vote are not named defendants or respondents in the proceeding.

(3) Determination by special legal counsel selected by the Budget and Finance Committee by vote as provided in Section 10.02(A)(1) or 10.02(A)(2), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Budget and Finance Committee members.

(B) The Church shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by Section 10.02(A)(3), above, governing the selection of special legal counsel. A provision contained in the Certificate of Formation, the Bylaws, or a resolution of members or the Budget and Finance Committee that requires the indemnification permitted by Section 10.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(C) The Church shall pay indemnification expenses before final disposition of a proceeding only after the Church determines that the facts then known would not preclude indemnification and the Church receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under Section 10.02(A), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for

repayment of the amount paid or reimbursed by the Church if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

ARTICLE 11 NOTICES

11.01. Notices. Any notice required or permitted by the Bylaws to be given to a Standing Committee member, officer, Member or other committee member may be given in any manner allowed by the Act. For all Member meetings, Section 3.14 above shall govern notice. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Church, with postage prepaid. If notice is served by facsimile or e-mail, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate number or e-mail address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Secretary. Without a preference designation, the person serving the notice shall give notice by mail.

11.02. Signed Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Certificate of Formation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in any such notice requirement being waived.

11.03. Waiver of Notice by Attendance. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 12 SPECIAL PROCEDURES CONCERNING MEETINGS

12.01. Meeting by Electronic Means. As long as all participants agree in writing, the Standing Committees, Deacons, Members, and any other committees of the Church may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can communicate with each other. The notice of a meeting by electronic means must state the fact that the meeting will be held by electronic means, as well as all other matters required to be included in the notice. Participation of a person in a meeting by conference call or other electronic means constitutes presence of that person at the meeting.

12.02. Voting by Proxy. No person shall vote by proxy.

**ARTICLE 13
AMENDMENTS TO BYLAWS**

13.01. Except for Section 2.02, the Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by an affirmative vote of two-thirds (2/3) of the Voting Members present and voting at a meeting at which a quorum is present. The notice of any meeting at which the Bylaws are to be altered, amended, or repealed, or at which new Bylaws are to be adopted shall include the text of the proposed changes. Alternatively, the notice may include a fair summary of the changes. All proposed changes to the Bylaws shall be approved by the Senior Pastor and the Committee on Committees (or, alternatively, by a special committee established in accordance with Section 6.01) before presenting it to the Members. The Senior Pastor and Committee on Committees (or special committee) shall make the proposed changes available to Members at least ten (10) days before the meeting to vote on such changes. Section 2.02 may be amended only after unanimous approval by the Senior Pastor and the Committee on Committees members then in office (or special committee) and at least a seventy five percent (75%) affirmative vote by the Voting Members present and voting in each of two special Member meetings held at least 365 days apart.

**ARTICLE 14
MISCELLANEOUS SECTIONS**

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

14.02. Legal Construction. If any Bylaw Section is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other Section, and the Bylaws shall be construed as if the invalid, illegal, or unenforceable Section had not been included in the Bylaws.

14.03. Headings. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

14.04. Gender. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

14.05. Seal. The Secretary may provide for a corporate seal.

14.06. 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 Secretary to be kept with the Church records.

14.07. Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Members, Standing Committee members, officers, other committee members, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

ARTICLE 15 LICENSING AND ORDINATION OF MINISTERS AND DEACONS

15.01. The Church shall license or ordain individuals into the ministry under qualifications and requirements adopted by the Senior Pastor. The Senior Pastor shall recommend to the Active Deacons those men he is satisfied are called to the ministry. The Active Deacons, after examination of the individual, may recommend the individual to the Members for vote at any Regular or Special Business Meeting. The Senior Pastor and Active Deacons, after careful examination of the individual, shall recommend to the Members ordination of those called to the ministry who are presently serving in a full time vocational ministry. If approved by a majority of the Voting Members, the Senior Pastor will set a date for ordination and organize the process. Likewise, the Senior Pastor and Active Deacons shall recommend individuals for Ordination as Deacons, after the individuals have been examined by the Deacon Search Committee. If approved by a majority vote of the Voting Members, the Senior Pastor will set a date for ordination and organize the process. The Church may discipline or revoke ministers holding credentials issued by the Church under standards and procedures approved by the Senior Pastor.

ARTICLE 16 PROGRAM ORGANIZATIONS

16.01. All Church organizations and workers shall be under the control of the Church. Life Group teachers and organizational leaders shall be Members of the Church.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of **CHAMPION FOREST BAPTIST CHURCH** and that the foregoing 22 pages constitute the Bylaws of the Church. These Bylaws were duly adopted at a meeting of the Members held on _____, 2010.

DATED: _____, 2010.

[Signature] Secretary

[Typed Name]