

**CONSTITUTION AND BYLAWS
OF
PARK CITIES BAPTIST CHURCH
DALLAS, TEXAS**

PREAMBLE

Humbly invoking the blessings of Almighty God and being mindful of the Biblical admonition to let all things be done decently and in order, we declare and establish this Constitution and Bylaws to preserve and secure the principles of our faith and to govern the body in an orderly manner. By this Constitution and Bylaws we seek to preserve the liberties of each individual member and the freedom of action of this body in relation to other churches.

ARTICLE I

NAME AND POWERS

Section 1.1 Name. The name of this corporation (the “Church”) shall be PARK CITIES BAPTIST CHURCH. It is a corporation organized under the laws of the State of Texas.

Section 1.2 Powers. The Church is a non-profit corporation and shall have all of the powers, duties, authorizations, and responsibilities as provided in Chapter 22 of the Texas Business Organizations Code.

ARTICLE II

NATURE, PURPOSE, AFFIRMATION OF BASIC BELIEF

This Church expresses its nature as being part of the “Body of Christ” on earth consisting of a local fellowship of baptized disciples of Jesus Christ, acknowledging Him as the head of the Church, relying upon His atoning sacrifice for justification, depending on the Holy Spirit for sanctification, united in the bonds of love by our salvation and common belief in the gospel. We here commit to faithful observance of the ordinances of the Church, to the regular meeting together for worship, and to cooperate with other Christians for the extension of the Kingdom of God on Earth. In obedience to the Great Commission, we engage to be faithful witnesses for our Lord to the end that souls might be brought to accept Him as Lord and Savior and to teach and train disciples to grow in the grace and knowledge of our Lord.

We affirm that the Holy Bible is the inspired Word of God and is the rule and guide to our faith and practice. This Church is a covenantal community of believers affirming the doctrinal statements set forth in “The Baptist Faith and Message” as adopted by the Southern Baptist Convention in 1963.

ARTICLE III

POLITY AND RELATIONSHIPS

The government and the management of the affairs of this Church are vested in the body of believers who compose it. Persons duly received by the Church shall constitute the membership.

All internal groups established and empowered by the Church shall report to and be accountable only to the Church, unless otherwise specified by Church action.

This Church is subject to the control of no other ecclesiastical body, but it recognizes and sustains the opportunity of mutual counsel and cooperation which are common among Baptist churches. Insofar as is practical, this Church will cooperate with and support the Dallas Baptist Association, the Baptist General Convention of Texas and the Southern Baptist Convention.

ARTICLE IV

CHURCH MEMBERSHIP

Section 4.1 *Church Roll.* The membership of this Church is composed of those persons whose names appear on the Church Roll.

Section 4.2 *Qualification and Candidacy.* Any person may offer himself as a candidate for membership in this Church. All such candidates shall be presented to the Church at any regular Church service for membership in any of the following ways:

- A. By profession of faith and for baptism by immersion.
- B. By promise of a letter of recommendation from another Baptist church of like faith and order.
- C. By the candidate's statement that the candidate has had a conversion experience of faith in Jesus Christ, as Lord and Savior, and thereafter received baptism by immersion by a Christian church when no letter is obtainable.

A majority vote of those Church members present and voting shall be required to elect such candidates to membership, subject to fulfillment of the qualifications set forth in this Section 4.2.

Section 4.3 *Rights of Members.*

- A. Every member of the Church is entitled to vote at all elections and on all questions submitted to the Church meeting in conference ("Church in Conference"), provided the member is present.
- B. Every member of the Church is eligible for consideration by the membership as a candidate for elective offices in the Church except as otherwise provided in the Constitution and Bylaws.

Section 4.4 *Termination of Membership.* Membership shall be terminated in the following ways:

- A. Death of the member,
- B. Transfer of letter to another Baptist church,
- C. Exclusion by action of this Church, or
- D. Erasure upon member's request for removal from the Church roll or proof of membership in another church.

Section 4.5 *Discipline.* It shall be the practice of this Church to emphasize to its members that every reasonable measure will be taken to assist any troubled member. The Pastor, other members of the Church staff and Deacons are available for counsel and guidance. The attitude of members toward one another shall be guided by concern for redemption rather than punishment.

Should some serious condition exist which would cause any member to become a liability to the general welfare of the Church, reasonable measures will be taken to resolve the problem in accordance with Matthew 18. If it becomes

necessary for the Church to take action to exclude any member, a majority vote of the members present and voting at a special Church in Conference is required.

The Church may restore to membership any person previously excluded, upon request of the excluded person, and by vote of the Church upon evidence of the excluded person's repentance and reformation.

ARTICLE V

PASTOR

This Church shall have one Senior Pastor who feels called of God as His undershepherd.

He is responsible for leading the Church to function as a New Testament Church. The Pastor will lead the congregation, the organizations, and the Church staff to perform the appropriate tasks.

The Pastor is leader of pastoral ministries in the Church. As such, he works to: (1) lead the Church in the defining and in the achieving of its mission, (2) proclaim the gospel to believers and unbelievers, and (3) care for the Church's members and other persons in the community. The Pastor shall be chosen and called by the Church whenever the need arises. The election shall take place at a special Church in Conference.

The Chairman of the Fellowship of Deacons shall initiate a procedure for the selection of a Pastoral Search Committee which shall be elected by the Church to seek out a suitable pastor, and its recommendation shall constitute a nomination. The Committee shall bring to the consideration of the Church only one name at a time. Any Church member has the privilege of making other nominations. An affirmative vote of three-fourths (3/4) of those present is necessary for election.

The Pastor's term of office is indefinite. Being called of God to this field of service, he should realize when his work is done here and be led of the Lord to some other place of service. The Pastor may relinquish the office of Pastor by tendering his resignation to the Church. At any other time as it may become necessary to change Pastors for the betterment of the Church and the advancement of the Kingdom of God, the change may be brought about in the following manner: At any regular meeting of the Fellowship of Deacons, or at any meeting called by the Chairman of the Fellowship of Deacons, two-thirds (2/3) of the Deacons present may vote to recommend that such a change be made. The Deacons shall then bring this recommendation to the Church to be accepted or rejected at a special Church in Conference.

ARTICLE VI

FELLOWSHIP OF DEACONS

In accordance with the meaning of the work and the practice in the New Testament, Deacons are to be servants of the Church. Their task is to serve with the Pastor and staff in performing the pastoral ministries tasks of (1) leading the Church in the defining and in the achieving of its mission, (2) proclaiming the gospel to believers and unbelievers, and (3) care for the Church's members and other persons in the community. This Church shall have a Fellowship of Deacons consisting of Deacons selected from the membership of this Church and regularly ordained by this Church or another Church of like faith and order.

Section 6.1 *Life Deacons.* Life Deacons will be selected in recognition of their service to Christ through this Church. To be eligible to be a Life Deacon, a Deacon must, as of the first of the year following his election, have been ordained for not less than fifteen years, have been a member of this Church for not less than twenty years, and be not less than sixty-five years of age. Names of those chosen shall be elected by the Deacon Fellowship and thereafter by the Church in Conference and not more than five Deacons shall be elected in any one year.

Section 6.2 *New Deacons.* New Deacons will be elected in the following manner:

- A. A Deacon Nominating Committee from the Fellowship of Deacons shall be appointed by the Chairman of the Fellowship in consultation with the Pastor.
- B. As many as ten new Deacons may be elected and ordained in any year; provided, however, that upon the recommendation to the Church from the Fellowship of Deacons, the Church, at any regular Church in Conference, may authorize the election and ordination of as many as twenty new Deacons during any year in which such recommendation is received and approved by the Church in Conference.
- C. Forms shall be provided for all members of the Church for the nominating of the authorized number of new Deacons.
- D. Qualifications for the office of Deacon shall be scripturally based with additional considerations to be determined by the Deacon Nominating Committee.
- E. The Deacon Nominating Committee shall make proper investigation of the nominees named by Church members and shall prepare a list of nominees for election by the Deacon Fellowship and thereafter by the Church in Conference.

Section 6.3 *Transfer Deacons.* Deacons ordained by another Church of like faith and order may join the Fellowship of Deacons of this Church in the following manner:

- A. Deacons ordained by another church will be considered for election to the Fellowship of Deacons of this church by the Deacon Nominating Committee when it convenes to nominate other candidates for election.
- B. The Deacon Nominating Committee shall make proper investigation of said Deacons in order to satisfy itself that such Deacons have been ordained by a church of like faith and order, have met the Deacon qualifications of this Church, and have been an active member of this Church for at least twelve months prior to consideration.
- C. Deacons who are determined qualified by the Deacon Nominating Committee and who, upon inquiry by the committee, express a desire to become active members of this Church's Fellowship of Deacons shall be presented for election by the Fellowship of Deacons and thereafter by the Church in Conference.

Section 6.4 Officers. The Fellowship of Deacons shall elect from among its members, annually, to take office on the first day of each fiscal year, a Chairman, Vice Chairman, Secretary and such other officers as they may choose. For whatever reason, in the event the Chairman should be unable to complete his term of service, the Vice Chairman shall assume the position of Chairman until the next annual election. If a vacancy should occur in the position of Vice Chairman or Secretary, an election for either of these offices shall be held at the next meeting of the Fellowship of Deacons. Officers thus filling a vacancy shall serve only the unexpired term of the officer replaced.

Section 6.5 Bylaws. The Fellowship of Deacons may adopt bylaws and shall meet at such times and places as they shall determine.

Section 6.6 Role in Church Business. The Fellowship of Deacons shall provide its advice and demonstrate by vote its approval or disapproval of the business of the Church which is presented to it for consideration. Normally, the Fellowship will vote on all business of the Church before it is presented to the Church in Conference and will comment on its action(s) at the Church in Conference.

ARTICLE VII

BOARD OF TRUSTEES

Section 7.1 General Powers, Delegation. The management of the affairs of the Church shall be vested in its members pursuant to Article 2.14C of the Texas Business Organizations Code. The authority of the Board of Trustees is limited to the functions set forth below or elsewhere in the Constitution and Bylaws.

- A. To assist in the better defining of the vision or mission of the Church.
- B. To act as a consultative advisory group to the Pastor.
- C. To provide consultation, evaluation and recommendations on such personnel issues concerning the ministerial staff as may from time to time be referred to them for consideration by the Pastor or Chairman of the Deacon Fellowship.
- D. To provide in intervals not less than quarterly counsel, recommendations, and general administrative oversight for those members of the Church Staff who are charged with primary responsibility for administration of the business affairs of the Church. The Trustees will consult with the Chairman of the Finance Committee in connection with their performance of these responsibilities.
- E. To establish new standing committees, and to recommend that the Deacon Fellowship dissolve any standing committees other than the Committee on Committees or the Personnel Committee.
- F. To meet regularly (not less than quarterly) with the Pastor, to conduct not less than annually a performance review of the Pastor, and to set the terms of the compensation and benefits of the Pastor in accordance with and consistent with the policies adopted by the Personnel Committee, the Church Budget, and the provisions of the Constitution and Bylaws. A subcommittee of the Trustees consisting of the incumbent Chairman, immediate Past Chairman of the Deacon Fellowship and the incumbent Chairman of the Personnel Committee will perform the above responsibilities.
- G. To execute deeds, deeds of trust, mortgages, promissory notes, or other pecuniary obligations, only by the direction of the membership of the Church, and such instruments, when so directed by the membership of the Church, shall be signed by the President and attested by the Secretary. As to any property given in whole or in part to the Church in contemplation of further improvements to be made to such property by the donor, the Board of Trustees may not impose upon the Church any duty or liability contingent or otherwise in connection with the further improvement of said property but the Board of Trustees is hereby authorized to execute any and all contracts necessary to accomplish the transfers and sales of said property following the completion of such improvements by the donor.

- H. To continue to hold legal title to properties of the Church and discharge the functions vested in them currently by the Constitution and Bylaws.
- I. To carry on such duties as may be required by the laws of the State of Texas as limited herein.

Section 7.2 Number, Qualifications, Election and Term of Office. The Board of Trustees shall consist of the following:

- A. The incumbent Chairman of Deacons.
- B. The incumbent Vice Chairman of Deacons.
- C. The immediate Past Chairman of Deacons.
- D. The incumbent Chairman of the Personnel Committee.
- E. The incumbent Church Treasurer.
- F. Three members of the Church serving for three years, staggered terms, elected by the Church in Conference at the annual meeting. Their term shall commence in July. They are to have been active members of the Church for at least the ten preceding years prior to assuming office, and shall have been active in the leadership of the Church. Each at-large member shall be least thirty-five years of age. The Committee on Church Officers shall annually nominate the at-large member(s).
- G. Incumbent Pastor.

No trustee except the Pastor shall hold office more than six consecutive years without rotating from the Trusteeship for at least one year.

No trustee shall participate in or vote in deliberations upon or vote upon any issue in which he would have a conflict of interest including issues relating to the Pastoral evaluation and the terms of his compensation and benefits.

Section 7.3 Filling Vacancies. Vacancies among the at-large Trustees shall be filled by election at a regular or special Church in Conference in the same manner as initial election. Any person elected to complete a vacancy shall do so for the unexpired term of the person replaced.

Section 7.4 Removal. Any at-large Trustee may be removed, either for or without cause, by the affirmative vote of a majority of the members of the Church in Conference, if notice of the intention to act upon such matter shall have been given in the notice of such meeting and if such notice is provided to the Trustee proposed to be removed.

Section 7.5 Annual Meetings and Officers. The annual meeting of the trustees shall be in July of each fiscal year at which time the Board of Trustees shall elect from their number a Vice President and Secretary, and transact any and all other business as may properly come before the meeting. The immediate Past Chairman of Deacons shall be the President. The President, Vice-President and Secretary are the officers of the Church as further described in Article VIII of the Constitution and Bylaws. Written or printed notice stating the place, day and hour of each annual meeting of the Board of Trustees shall be delivered not less than five days before the date of such meeting, either personally, by mail, by electronic transmission, or by facsimile transmission, by or at the direction of the President or the Secretary, to each Trustee.

Section 7.6 Regular Meetings and Special Meetings. Trustees shall meet at least quarterly and shall in addition meet at the call of the Pastor, the President, or upon call of any two members. Notice of the time and place for both regular and special meetings and the purpose of special meetings shall be by written or printed notice not less than two days before the date of such meeting, either personally, by mail, by electronic transmission, or by facsimile transmission, by or at the direction of the President or the Secretary, to each Trustee.

Section 7.7 Quorum and Manner of Acting. At all meetings of the Board of Trustees the presence of a majority of the number of Trustees then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Articles of Incorporation or by these Constitution and Bylaws.

The act of a majority of the Trustees present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Trustees unless the act of a greater number is required by statute, by the Articles of Incorporation or by these Constitution and Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board. A Trustee may vote in person only or by proxy executed in writing by the Trustees. No proxy shall be valid after thirty days from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law. If a quorum shall not be present at any meeting of the Trustees, the Trustees present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

The Pastor shall not vote except to break a tie and shall not be counted to determine if a quorum is present.

ARTICLE VIII

CORPORATION AND OFFICERS

Section 8.1 Incorporation. The Park Cities Baptist Church, Dallas, Texas, is a Texas non-profit corporation pursuant to its Articles of Incorporation and as defined by Chapter 22 of the Texas Business Organizations Code.

Section 8.2 Officers. All who serve as officers of the Church shall be members of this Church. The officers shall include a President, Vice-President, Secretary, Treasurer, Moderator and Clerk. All officers shall hold office during their term or until such officer's successor is chosen and qualified or until such officer's earlier death, resignation, retirement, disqualification or removal from office.

- A. **President.** The President shall be the immediate Past Chairman of the Fellowship of Deacons and shall preside at all meetings of the Board of Trustees, and discharge such duties as the laws of Texas and the Constitution and Bylaws prescribe, including the power to execute on behalf of the Church instruments requiring execution by the Church when the execution thereof has been authorized by the Church and attested to by the Secretary.
- B. **Vice-President.** The Vice-President shall be elected by the Trustees at their annual meeting and shall 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. **Secretary.** The Secretary shall be elected by the Trustees at their annual meeting and shall keep a correct record of the proceedings of the Board of Trustees and shall have charge of the corporate seal and shall have authority to attest to any and all instruments of writing to which the same may be affixed.
- D. **Nomination and Election of Treasurer, Moderator and Clerk.** Each June the Committee on Church Officers which is appointed by the Chairman of the Fellowship of Deacons shall present nominations to the Church in Conference (which is the annual meeting of the members) for the Treasurer, Moderator, Clerk and Assistants, and election of said individuals shall occur at such annual meeting. The member nominated to serve as Treasurer shall meet the same requirements as those set out in Section 7.2 F for at-large Trustees.

- E. **Treasurer.** The Treasurer is the financial officer of the Church. The Treasurer and Secretary shall not be the same person.

It shall be the duty of the Treasurer to receive, preserve, and pay out—upon receipt of vouchers approved and signed by authorized personnel—all money or things of value paid or given to the Church, keeping at all times an itemized account of all receipts and disbursements. It shall be the duty of the Treasurer to render to the Church in Conference a condensed itemized report of the receipts and disbursements of the preceding month.

Upon rendering the annual account at the end of each fiscal year and its acceptance and approval by the Church, the records shall be kept as part of the permanent records of the Church. The Treasurer's report and records shall be audited annually.

- F. **Moderator.** The Moderator shall be the presiding officer at the Church in Conference. In the absence of the Moderator, the Assistant Moderator shall preside.

- G. **Clerk.** The Clerk shall be responsible for keeping a suitable record of all official actions of the Church, except as otherwise herein provided. The Clerk shall be responsible for keeping a register of names of members, with dates of admission, dismissal, death, or erasure, together with a record of baptisms. All Church records are church property and shall be kept by the Church.

The Clerk shall issue letters of dismissal voted by the Church, preserve on file all communications and written official reports, and give required notice of all meetings where notice is necessary, as indicated in these bylaws. The Clerk shall be responsible for preparing the annual letter of the Church to the Dallas Baptist Association.

ARTICLE IX

WORSHIP AND THE CHURCH IN CONFERENCE

Section 9.1 *Worship Services.* Unless otherwise specially provided for by the Church, the worship services of the Church shall be as follows:

- A. The Church shall meet regularly for the worship of Almighty God each Sunday and other days of the week as deemed appropriate. Prayer, praise, preaching, instruction, and evangelism shall be among the elements of these services.
- B. **Special Services.** Revival services and any other church meetings essential to the advancement of the Church's purposes shall be placed on the church calendar.

Section 9.2 *Church in Conference.* Any business of the Church, which requires approval by and through its members, shall be conducted as described in the following sections of this article.

Section 9.3 *Regular Church in Conference.* Regular meetings of the Church in Conference shall be held quarterly at a time and place agreed upon by any two of the following: the Pastor or his designee, the Chairman of the Fellowship of Deacons or the Vice Chairman of the Fellowship of Deacons. The annual meeting shall be held in June during which Church officers shall be elected and the budget for the coming fiscal year shall be considered and voted upon. There shall also be eight information-only Church in Conference meetings held on the first Wednesday in the months of July, August, October, November, January, February, April and May. A regular Church in Conference may be postponed by the Chairman of the Fellowship of Deacons and the Vice Chairman of the Fellowship of Deacons acting jointly or by either of them acting jointly with the Pastor or his designee.

Section 9.4 *Special Church in Conferences.* Special Church in Conferences to consider matters of special nature and significance may be called by any two of the following: Pastor, the Chairman of the Fellowship of Deacons, or the Vice Chairman of the Fellowship of Deacons. A special Church in Conference may also be called by a vote of the Fellowship of Deacons.

Section 9.5 *Notice of Church in Conference.* Notice of the quarterly meetings and any special Church in Conferences shall be given as follows:

- A. During the Sunday morning services not less than two weeks prior to the proposed meeting date unless the Pastor, the Chairman of the Fellowship of Deacons and the President of the Trustees, or the latter two in the event the Church does not have a Pastor, determine it is in the best interest of the Church to give less than two weeks notice; and
- B. In the regular Church weekly mailing or electronic communication, or a special mailing, to all members sent at a time when it is reasonably likely to be received by substantially all of the members not less than two days prior to the proposed meeting date; and
- C. In the Church bulletins distributed beginning on the Sunday that is not less than six days prior to the proposed meeting date.

Any notice provided in the time and manner specified in (B) and (C) shall include the date, time and place of the meeting and describe all business to be presented and acted upon.

Section 9.6 *Quorum.*

- A. One Hundred or more members constitute a quorum at any regular Church in Conference or special Church in Conference.

Section 9.7 *Voting.* Unless otherwise provided for by this Constitution and Bylaws and the Rules of Procedure herein adopted, actions carry by the vote of a simple majority of the persons physically present in the meeting when the vote is taken. Proxy votes are not accepted.

Section 9.8 *Rules of Procedure.* The rules contained in “Robert’s Rules of Order Revised” govern the Church and all of its organizations in all cases to which they are applicable, and in which they are not inconsistent with the Constitution and Bylaws. No item of business may be voted on at a Church in Conference that was not included in the notices provided in accordance with Section 9.5 B and C hereof.

ARTICLE X

CHURCH ORDINANCES

The two ordinances, (“Church Ordinances”), Baptism and the Lord’s Supper, shall be administered as follows:

Section 10.1 *Baptism.* This Church shall baptize any person who has received Jesus Christ as Savior by personal faith, who professes Him publicly at any worship service, and who indicates a commitment to follow Christ as Lord.

- A. Baptism shall be by immersion in water.
- B. The Pastor, or whomever the Church shall authorize, shall administer baptism.
- C. Baptism shall be administered as an act of worship during any worship service of the Church or any other special time.

Section 10.2 *The Lord’s Supper.* The Church shall observe the Lord’s Supper at least quarterly. The Pastor, Ministers or Deacons shall administer the Lord’s Supper.

ARTICLE XI

STAFF

The ministerial staff shall be called and employed as the Church determines the need for such offices. Those staff members of whom the Church requires evidence of a personal call of God to minister shall be called to the Church by the Personnel Committee.

Non-ministerial staff members shall be employed as the Church determines the need for their services. All employment and termination practices pertaining to staff members will be handled in accordance with personnel policies developed and regularly reviewed by the Personnel Committee. The Personnel Committee work includes such areas as determining staff needs, employment, salaries, benefits, other compensation, policies, job descriptions, and personnel services.

ARTICLE XII

CHURCH COMMITTEES

The standing committees of this Church shall be a Committee on Committees, a Personnel Committee, and such other standing committees as may be established by the Board of Trustees. The Committee on Committees shall select all standing committee members. Spouses of Committee on Committees members shall be ineligible to be considered as standing committee members. Committee members shall serve on a three-year rotating basis with one third to be elected each year. Where vacancies occur, unexpired terms may be filled by the Committee on Committees, where deemed necessary. In addition, the Committee on Committees shall act as a nominating committee for messengers and alternates as needed, and such nominations shall be submitted to the Fellowship of Deacons for election. Special Committees may be prescribed and appointed by the Chairman of the Fellowship of Deacons.

The Committee on Committees shall be composed of the Pastor (or his designee), Incumbent Chairman, incoming Chairman and incoming Vice-Chairman of the Fellowship of Deacons, and a minimum of three at-large members of the Church appointed by the Chairman-elect in consultation with the Pastor. At-large members must have been Church members for at least five years with an evidence of dedication to the Church's purpose.

On or before June 30 of each year, the Pastor (or his designee), the Chairman and incoming Chairman of the Fellowship of Deacons shall convene a meeting of the current and incoming chairs of each standing committee. The purpose of the meeting shall be to review the roles and responsibilities of each committee, to facilitate a smooth transition, to share appropriate information, and to discuss such matters as may be deemed appropriate by the Pastor (or his designee), the Chairman or the incoming Chairman.

ARTICLE XIII

MISCELLANEOUS

Section 13.1 Gender. Words of either gender used in the Constitution and Bylaws shall be construed to include the other gender, unless the context requires otherwise.

Section 13.2 Invalid Provisions. If any part of the Constitution and Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 13.3 Headings. The headings used in the Constitution and Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of the Constitution and Bylaws.

Section 13.4 Sale of Securities. The Treasurer and Secretary are jointly authorized and empowered to negotiate, sell and make written conveyance on behalf of the Church of any securities owned by the Church to any individual, bank or other corporation upon such terms as the Treasurer and Secretary may deem advisable.

ARTICLE XIV

NOTICES

Section 14.1 *Manner of Giving Notice.* Whenever, under the provisions of any statute, the Articles of Incorporation or the Constitution and Bylaws, notice is required to be given to any member, Trustee or committee member of the Church, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by electronic transmission or by mail, postage prepaid, addressed to such member, Trustee or committee member at such person's address as it appears on the records of the Church. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid. Any notice required or permitted to be given by electronic transmission shall be deemed to be delivered upon its transmission.

Section 14.2 *Waiver of Notice.* Whenever any notice is required to be given to any member, Trustee or committee member of the church under the provisions of any statute, the Articles of Incorporation or the Constitution and Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 14.3 *Electronic Meetings.* Meetings of the Board of Trustees and of Church Committees may be held by means of a conference telephone or similar communications equipment, another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination of those means, in accordance with the provisions of Chapters 6 and 22 of the Texas Business Organizations Code. Meetings of the Fellowship of Deacons may be held by any suitable electronic communications system, including videoconferencing technology or the Internet, or any combination of those means, in accordance with the provisions of Chapters 6 and 22 of the Texas Business Organizations Code. If it is determined to be appropriate and in the best interests of the Church by at least two of the following: the Pastor (or in his absence, his designee), the Chairman of the Fellowship of Deacons or the Vice Chairman of the Fellowship of Deacons, then meetings of the Church in Conference may be held by any suitable electronic communications system, including videoconferencing technology or the Internet, or any combination of those means, in accordance with the provisions of Chapters 6 and 22 of the Texas Business Organizations Code.

At meetings held at a location where some members are physically present, if stated in the notice of the meeting, other members may participate in the meeting by means of the electronic communications means specified above in this Section. In all cases permitted by this Section, when participating in a meeting by electronic communications means, the member shall be deemed to be physically present at the meeting.

Voting shall be permitted by those members present at meetings by electronic communications means held as permitted by this Section. Voting by electronic means shall comply with the provisions of Section 6.002(b) of the Texas Business Organizations Code.

ARTICLE XV

AMENDMENTS

The Constitution and Bylaws may be amended or repealed, or Constitution and Bylaws may be adopted in the following manner:

Proposed deletions, revisions or amendments may be proposed by the Fellowship of Deacons or by any Church member by reducing the same to writing and such proposals shall be read at any regular Church in Conference, or distributed in written form to the Church members attending any regular Church in Conference, and laid over until the next regular or special Church in Conference, at which time said proposals may be presented for adoption or rejection by majority vote of the Church members present.