



NEW BEGINNINGS BAPTIST CHURCH
2137 EAST GEORGE RICHEY ROAD
LONGVIEW, TEXAS 75604
903-759-5552

NONPROFIT ORGANIZATION BYLAWS

PREAMBLE

We declare and establish that the following Bylaws (revised on *date of final draft* with an effective date of *date of vote of approval*) are to preserve and secure the principles of our faith and to govern the body in an orderly manner. These Bylaws will preserve the liberties of each individual church member and the freedom of action of this body in relation to other churches.

ARTICLE I - NAME

Section A: This body shall be known as New Beginnings Baptist Church with 2137 East George Richey Road, Longview, Gregg County, Texas 75604, being the principal location. However, New Beginnings Baptist Church has another campus located in Gilmer, Texas, and there are plans to plant additional church campuses in the future to accommodate growth and reach people beyond our borders. New Beginnings Baptist Church was founded June 15, 1983 and incorporated under the laws of the State of Texas March 27, 1984.

Section B: Whenever it is desirable to abbreviate the name of this organization (NB) or (NBBC), the name, New Beginnings Baptist Church shall be considered in every way the legal name of the church corporation.

Section C: Whenever the word “church” is used in these Bylaws or their amendments or other official action of the church corporation, it shall signify the legal organization of this church with its multiple campuses as established in the Articles of Incorporation and herein. References to votes of the church shall have reference to a vote of the members of this church corporation.

ARTICLE II - PURPOSE

Our Mission: The mission of New Beginnings Baptist Church is to make disciples of Jesus Christ.

Our Vision: The vision of New Beginnings Baptist Church is to become an authentic biblical community that transforms our city and impacts the world with the Gospel of Jesus Christ.

Our Values: The values of New Beginnings Baptist Church are the strategies we employ that help us to fulfill the mission and vision of our church. They are:

- Gather in Worship
- Grow through Community
- Go on Mission
- Give to the Kingdom

ARTICLE III - STATEMENT OF BELIEFS

About our Beliefs: We affirm the Holy Bible as the inspired, inerrant Word of God and the basis for our beliefs. As its doctrinal statement, this church subscribes to the “Baptist Faith and Message” as adopted by the Southern Baptist Convention in 2000. We voluntarily band ourselves together as a body of baptized believers in Jesus Christ personally committed to sharing the good news of salvation to lost mankind. The Ordinances of the church are Believer’s Baptism and the Lord’s Supper.

The Bible: The entire Bible, all 66 books, is true, authoritative, and sufficient. (Psalm 12:6, 119, 105, 160; Proverbs 30:5; 2 Timothy 1:13, 3:16; 2 Peter 1:20-21)

God: There is only one true God, Creator of heaven and earth, who eternally exists in three distinct persons: Father, Son and Holy Spirit. All things exist for the glory of God. (Genesis 1:1, 26-27, 3:22; Psalm 90:2; Matthew 28:19, 2 Corinthians 13:4; 1 Peter 1:2)

Jesus Christ: Jesus Christ is the son of God, the second member of the triune God. He was born of a virgin, lived a sinless life, died as the sacrificial substitute for the penalty of humanity’s sin, rose again bodily three days later in power, ascended to the right hand of the Father, and will come back physically to judge the living and the dead. (Isaiah 9:6; Matthew 1:22-23; John 1:1-5, 14:10-30; Acts 1:9, 11; Romans 1:3-4; 1 Corinthians 15:3-4; 1 Timothy 6:14-15; Titus 2:13; Hebrews 4:14-15)

Holy Spirit: The Holy Spirit is the third member of the triune God. He convicts us of sin, regenerates us, secures our adoption, and indwells us to make us more like Jesus. (John 14:16-17, 16:7-13; Acts 1:8; 1 Corinthians 2:12; 2 Corinthians 3:17; Galatians 5:25; Ephesians 1:13, 5:18)

Mankind and Sin: Mankind is uniquely created in the image of God, to reflect His glory. However, mankind rebelled against God, and all humanity fell from their good and right state. Now, all people, everywhere, sin by commission and omission, and have lost their ability to live for the glory of God without salvation in Jesus Christ. (Genesis 1:27; Psalm 8:3-6; Isaiah 53:6a, 59:1-2; Romans 3:23, 6:23)

Salvation and Eternal Security: Salvation of lost and sinful mankind is a free gift of God's grace apart from human work or merit, based solely upon Jesus' life and death, and the regenerating work of the Holy Spirit. It is received only through faith in the person and finished work of Jesus Christ. Because God gives salvation as a gift, the believer cannot lose their salvation. (John 1:12, 14:6; Romans 5:1, 6:23; Galatians 3:26; Ephesians 2:8-9; Titus 3:5; John 10:29; 2 Timothy 1:12; Hebrews 7:25, 10:10, 14; 1 Peter 1:3-5)

The Church: The church is the universal body of Christ and the one family of God. The church is made up of saved and baptized believers, who participate often in the Lord's Supper, who regularly join together for worship, who share life for the purpose of spiritual maturity and who together, through the power of the Holy Spirit, advance the Great Commission. The local church is a visible expression of the church in a particular communal context. (Matthew 28:18-20; 1 Corinthians 10:16-17, 12:13,25-26; Ephesians 4:11-16; Romans 12:6-8)

The Home: God has ordained family as the foundational institution of human society. It is composed of persons related to one another by marriage, blood, or adoption. Marriage is the uniting of one man and one woman in covenant commitment for a lifetime. It is God's unique gift to reveal the union between Christ and His church. The biblical roles of all those that make up the home shall be developed through the power of the Holy Spirit. (Genesis 1:26-28; Exodus 20:12; Deuteronomy 5:16 [Deuteronomy 6]; Psalm 127:3-5; Matthew 15:4; Proverbs 31:10-31; Ephesians 5:22-6:4; Colossians 3:18-21; Titus 2:4-5; 1 Peter 3:1-7)

ARTICLE IV - CHURCH COVENANT

Section A: Having been led as we believe by the Spirit of God to receive the Lord Jesus Christ as our Lord and Savior, and on the profession of our faith, having been baptized in the name of the Father and the Son and the Holy Spirit, we do now in the presence of God and this assembly most solemnly and joyfully enter into this covenant with one another as one body in Christ.

Section B: As covenant members in good standing at New Beginnings Baptist Church, we promise to strive to live according to the following biblical imperatives, with the expectation that every member will strive to be holy and Christ-like in their speech and conduct, by:

1. Carrying out the mission, vision and values of New Beginnings Baptist Church.
2. Insuring New Beginnings Baptist Church remains faithful to its mission as given by Jesus Christ and to its doctrines as laid out in Holy Scripture.
3. Developing and practicing of personal and family spiritual disciplines.
4. Participating consistently in corporate worship.
5. Maintaining a lifestyle that is consistent with Scripture.

6. Developing ongoing accountability relationships with other believers for the purpose of discipleship and mutual growth.
7. Preserving church unity in matters of non-essential beliefs or preferences.
8. Submitting to the biblical leadership of the church and supporting the church's leaders in prayer.
9. Pursuing opportunities to serve in and through New Beginnings Baptist Church especially in the use of one's spiritual gifts.
10. Participating in and supporting worldwide church planting efforts.
11. Giving generously and consistently to the support of the church in a manner that reflects the generosity shown to us in the gospel.
12. Avoiding gossip and disunity.
13. Exercising wisdom and using restraint when dealing with people within or outside the church, and being consciously aware of not causing anyone to stumble based on our choices.
14. Being zealous in our efforts to advance the Kingdom of our Savior.

Section C: This covenant is a promise to watch over one another in love according to all that the Bible commands; to pray for one another in all circumstances while coming to one another's aid in sin and distress; to rejoice in our mutual salvation and gifts received from God; to love and serve one another, being slow to take offense, always ready to forgive and reconcile, following the example and teachings of Christ our Lord.

ARTICLE V - GOVERNMENT

Section A: Church Government

New Beginnings Baptist Church shall be governed by and with the consent of its members, each of whom shall have equal right as to voice and vote, without preference one over another, with the exception of children under the age of 13. The church is subject to control by no other ecclesiastical body, but it recognizes and sustains the obligations of mutual counsel and cooperation, insofar as is practical, with the aligning of the Southern Baptist Convention. If at any time the Elders of New Beginnings Baptist Church feel called to leave this Convention due to the Convention not aligning with Scripture and the goals of the church, the Elders would then present this recommendation to the covenant membership for a vote of affirmation. This vote would require a three-fourths majority to be considered approved. If however, at any time New Beginnings Baptist Church feels called to join another association or network due to their alignment with Scripture and the goals of the church, the Elders would take this under advisement and cast a vote to join this association or network.

New Beginnings Baptist Church is to be recognized as a Jesus-ruled, elder-led, staff-directed, deacon-served, and a congregationally-approved and accountable church. This is in accordance with the principles laid down in the

New Testament. The government of this church shall be congregational in nature, and the final authority for the operation and management of the affairs of this corporation, spiritual and temporal, shall be vested in the membership of the corporation, which authority shall be exercised in the manner set forth in these Bylaws.

This church is an independent, autonomous church with full and final authority to determine solely within itself all matters related to the life of this church including but not limited to its financial affairs, affiliations, ownership and uses of property, and pastoral leadership.

Section B: Membership

1. Covenant Membership

Any person may offer himself or herself as a candidate for membership in this Church. New converts and new member candidates of this church are required to complete the New Members Workshop, which is the church's membership class. This is a prerequisite to covenant membership within the church.

- a. The membership of this church shall be composed of persons who have given testimony of regeneration, who have been baptized by immersion as believers in Jesus Christ, who agree with the Articles of Incorporation and Bylaws of this church and who have expressed the desire to enter into and live according to the Church Covenant of New Beginnings Baptist Church.
- b. Members of other churches of like faith and order, who have been baptized by immersion, may be received by the church upon a letter of transfer from that church and upon completion of the New Beginnings Baptist Church membership requirements.
- c. Anyone who has once been a member of a church of like faith and order, and in consequence of peculiar circumstances has no regular letter of transfer, may be received into our fellowship upon a statement satisfactory to the church and completion of the New Beginnings Baptist Church membership requirements.
- d. Once the convert or candidate is in agreement with our church's mission, vision, values and doctrine, as set forth in the New Members Workshop, and signs the Membership Covenant, he or she will be considered a member of New Beginnings Baptist Church will full duties and rights.
- e. In considering the rights involved, members, and members only, may act and vote in the transactions of the church. A member for voting

purposes will be an individual whose name appears on the membership roll.

- f. In order to be considered for a leadership position (i.e. called staff, deacon, officer, trustee, teacher, and other positions as deemed by the Administrative Team), one must be a member.

2. Student and Children Ministry

- a. New converts in the Student ministry (consisting of 6th through 12th grades) or membership candidates are required to take the New Members Workshop. Once the convert or candidate is in agreement with our church's mission, vision, values and doctrine, set forth in the New Members Workshop, and signs the Membership Covenant, the student will be considered a member of New Beginnings Baptist Church with full duties and rights. A student that is 13 years of age or older and who has had a conversion experience has voting rights. In order to be considered for a leadership position in the church, the student must be a member.
- b. Children: This age group of new converts or membership candidates is required to take the New Believers Class (with a guardian) to become members. Children may not be able to fully comprehend the provisions and meanings of membership and may not have a vested interest for the future of the church. Therefore, they will be full members except that they will not have a vote on matters brought before the church.

3. Responsibilities of Members

- a. Members are expected to be faithful in all of the duties and responsibilities essential to the Christian life; to attend faithfully and invite others to the services of the church; to give regularly for its support and its causes; to share in its organized work; to be involved in life groups; and to extend hospitality to all guests at all times.
- b. Every member in good standing of the church who has had a conversion experience is entitled to and expected to vote in all elections and on all questions submitted to the church in conference, provided the member is 13 years or older and present at the vote. The only exception for absentee balloting would be in the rare case of an appeal made in advance from an active member directly to the Elder Body for approval.
- c. Every member in good standing of the church is eligible for consideration by the membership as a candidate for elective office in the church as long as the member is 18 years or older.

- d. Every member of the church may participate in the Ordinances of the church as administered by the church.
- e. Every member will be entitled to receive communications from the church to inform them of activities of the church. They will also be entitled to a copy of these Bylaws upon request. Therefore, members are expected to notify the church office with change of address (physical and mailing), phone number, and email.

4. Termination of Membership

Membership may be terminated in any of the following ways:

- a. Personal request of the member.
- b. Transfer of letter to another church.
- c. When it is verified that the person has united with another church.
- d. Member is deemed inactive. New Beginnings Baptist Church reserves the right to evaluate members who are inactive. Members who for one year or longer do not contribute to the church's support or participate in a small group or other New Beginnings ministry shall be contacted to determine the reason for their lack of participation in the life of the church. Unless good cause for such neglect can be shown, they shall be removed from church membership. If said members are unable to be contacted by phone, mail or email, or they fail to respond to contact attempts for a period of 90 days, they shall be removed from membership.
- e. Removal for cause on Biblical grounds as a result of church discipline as specified in Article VII.
- f. Death of member.

Section C: Church Offices

The offices of this church shall be the Elder Body, Lead Pastor(s), Executive Pastoral Staff, Administrative Team, Deacons and Trustees.

1. Elder Body

- a. The Elder Body is responsible for leading the church in all matters of direction, doctrine, and discipline according to the New Testament. The function and role of an elder is well summarized by Alexander Strauch in his book *Biblical Eldership*: "Elders lead the church [1 Tim 5:17; Titus 1:7; 1 Peter 5:1-2], teach and preach the Word [1 Timothy 3:2; 2 Timothy 4:2; Titus 1:9], protect the church from false teachers

[Acts 20:17, 28-31], exhort and admonish the saints in sound doctrine [1 Timothy 4:13; 2 Timothy 3:13-17; Titus 1:9], visit the sick and pray [James 5:14; Acts 6:4], and judge doctrinal issues (including ministry licensing and ordination oversight) [Acts 15:6]. In biblical terminology, elders shepherd, oversee, lead, and care for the local church.”

- b. The Elder Body shall consist of at least seven elders including the Lead Pastor(s). An Elder must be male as specified in the qualifications for pastor outlined by the Baptist Faith and Message 2000. The majority of the Elder Body shall be Congregational Elders, non-staff members selected from the congregation at large, as nominated by the current Elder Body. The remaining elders shall consist of (1) the Lead Pastor(s) and (2) other pastoral staff selected by the current Elder Body. There is no limitation on the length of service for Staff Elders in the Elder Body.
- c. New Congregational Elders are nominated by the existing Elder Body. The names of new candidates for the Elder Body will be shared with the congregation at least 30 days prior to joining the Elder Body. If any member of the congregation has cause to believe a candidate is unqualified to serve, they should bring this concern to the attention of the Elder Body during this 30-day period. At the end of the 30-day period, with no disqualifying charges having been substantiated against any nominee, the covenant membership will vote to affirm these men into this office.
- d. Congregational Elders within the Elder Body shall serve terms of five years, at the end of which they may be re-appointed for a second term. A Congregational Elder shall be allowed to serve two consecutive terms, after which there shall be a lapse of no less than one year before they may be considered for re-appointment, assuming all qualifications continue to be met. Terms shall be staggered such that no more than two Congregational Elders terms end in any one year.
- e. In the event of a vacancy among the Congregational Elders, the Elder Body shall appoint a qualified individual to fill the vacancy for the remainder of the term, in accordance with the process for appointing new Congregational Elders. If the term to be filled is less than 18 months, the Elder shall be eligible to serve up to two additional consecutive terms.
- f. A Congregational Elder may be removed by resignation or by dismissal. Any two members with reason to believe that a Congregational Elder should be dismissed should express such concern to the Elder Body and, if need be, to the congregation. Any such action shall be done in accordance with the instructions of our Lord in Matthew 18:15-17 and 1 Timothy 5:17-21.

- g. The Elder Body shall select one of the Executive Pastoral Staff, at each campus, to serve as Moderator at church business meetings.
- h. In the absence of a Lead Pastor, the Elder Body shall insure that someone preaches every week at all services. They shall also ensure that the church mission and ministries are kept intact and functioning, and that the attendance and finances are properly promoted while the church is without a Lead Pastor.
- i. The Elder Body shall make recommendations to the congregation for their approval on any and all proposed changes or amendment to these Bylaws.
- j. The Elder Body may establish teams and other boards to assist them in carrying out any of their duties as set out in these Bylaws.

2. Lead Pastor(s)

- a. Lead Pastors as discussed in these Bylaws shall take on the singular or plural usage. Lead Pastors shall be recognized as spiritual leaders of the church and lead the church in the achievement of its mission. The Lead Pastors will give oversight to the daily responsibilities and leadership of the church staff and all ministry operations, under the direction of the Elder Body. The Lead Pastors shall be in charge of all worship and other public services of the church. They shall help take care of the church's members and other persons in the community.
- b. The Lead Pastor of the Spring Hill campus (the principal location) shall be the Lead Elder, although the authority vested is equal status with all other Elders. Moreover, Lead Pastor(s) from any other campus shall be an Elder with the distinction that the Lead Pastor of the Spring Hill campus takes the role as Lead Elder.
- c. A Lead Pastor may resign or retire at any time by giving at least 30-days written notice to the Elder Body unless otherwise mutually agreed upon, with both Lead Pastor and church seeking to follow the will of God and the leadership of the Holy Spirit.
- d. In the event that the church is left without any Lead Pastor, the Elder Body is responsible for recommending a permanent Lead Pastor. The Elder Body shall appoint an ad hoc search team made up of no less than seven adult members, age 18 or older. This team will include the Chairman of each campus Deacon Body, two Elders and two members from the Administrative Team, plus additional members at-large. Once a candidate is identified by the ad hoc team, the candidate will be

presented to the Elder Body, Deacon Body, and Administrative Team for further interviews. The church shall have an opportunity to hear the recommended candidate on a specified weekend at all worship services. Election shall require an affirmative vote of three-fourths of members voting to constitute a call. Should the one recommended by the Elder Body fail to receive a three-fourths vote, the Elder Body will seek out another candidate for Lead Pastor.

- e. In the event a Lead Pastor vacancy occurs, and there remains at least one Lead Pastor on staff, the Elder Body shall have the authority and responsibility to determine whether or not it is necessary to fill such vacancy and/or to make primary placement recommendations within the ministry staff. In the event the Lead Pastor position from the Spring Hill campus is vacant, the Elder Body may recommend another Lead Pastor to assume that role, pending a three-fourths covenant member vote of affirmation.
- f. The church shall terminate employment when a Lead Pastor has repeatedly violated his responsibilities and after every attempt has failed to reconcile differences through prayer, counseling, and careful investigation. This process is carefully led by the Elder Body and Administrative Team. In the event these teams reach the conclusion that church action is required, then upon recommendation from the Elder Body and Administrative Team, the church may vote for removal of a Lead Pastor upon two-thirds vote of the members present at any special called business meeting. This meeting requires that the Lead Pastor and church be given written notice of such meeting for removal at least thirty (30) days prior to such meeting.

3. Executive Pastoral Staff

- a. Executive Pastoral Staff is under the direction/discretion of the Lead Pastor(s). Executive Pastoral Staff must be male as specified in the qualifications for pastor outlined by the Baptist Faith and Message 2000. Executive Pastoral Staff have leadership responsibilities over other pastors, ministerial staff, and/or non-ministerial staff, as assigned by Lead Pastor(s). These positions can be global or campus-specific.
- b. The Lead Pastor(s) shall identify the need and nature of each position and assist the Administrative Team in developing the job description for each.
- c. The Lead Pastor(s) shall recommend a nominee to fill an Executive Pastoral Staff position. The nominee will meet with the Elder Body and the Administrative Team. A unanimous vote of confirmation from the

two bodies is required for the nominee to continue in the selection process. The nominee will be introduced to other pastors and staff members at the discretion of the Lead Pastor(s).

- d. After the unanimous vote of confirmation from the Elder Body and the Administrative Team, the nominee shall be introduced to the congregation and a vote on the nominee will be scheduled in all services on all campuses, no sooner than two weeks after the introduction. In the event a recommended candidate is new to the church, prior to the vote, the congregation shall have the opportunity to meet the nominee.
- e. Election shall require an affirmative vote of three-fourths of members voting to constitute a call. Should the nominee fail to receive a three-fourths affirmative vote, the Lead Pastor(s) will seek another candidate for the position.
- f. An Executive Pastoral Staff member may resign or retire as outlined in Article V, Section C., 2., c.
- g. The church shall terminate employment when an Executive Pastoral Staff member has repeatedly violated his responsibilities and after every attempt has failed to reconcile differences through prayer, counseling, and careful investigation. This process is carefully led by the Elder Body and Administrative Team in coordination with the Lead Pastor(s). In the event these teams reach the conclusion that termination is required, the Elder Body and Administrative Team may choose to take action following the personnel policy guidelines.
- h. An Executive Pastoral Staff member may be reassigned at the discretion of the Elder Body, Administrative Team and Lead Pastor(s).

4. Deacons

- a. Those who hold office of deacon shall meet the qualifications as set forth in the Scriptures, Acts 6:3 and I Timothy 3:8-13. In accordance with the meaning of the work and the practice in the New Testament, deacons are servants of the church. Their task is to serve the church under the direction of the Lead Pastor(s) and/or whomever the Lead Pastor(s) appoints.
- b. The global Deacon Body will be made up of all Deacons at all campuses. On each campus, the Deacons who attend will serve as campus Deacons. Each campus Deacon body will elect for themselves a Chairman and Vice-Chairman. The Chairman will preside over the Deacon meetings and be the chief contact between the Deacon Body, Elder Body, Ministerial Staff and church body. The Vice-Chairman will assist the

Chairman in his duties, take notes as is necessary and, in his absence, be the chief contact. The church shall elect Deacons by ballot at a special called meeting of the church. Ideally there shall be one Deacon elected to serve every fifteen to twenty church families. Deacons shall serve on a rotation basis as soon as the above mentioned quota has been fulfilled. There is no obligation to constitute as an active deacon a person who comes from another church where he has served as a deacon. However, after a minimum six month waiting period, and the prospective deacon taking the Membership Class, the active Deacon body may recommend to the church that such individual be recognized as an active Deacon of New Beginnings Baptist Church.

- c. Selection of new Deacons shall be made in the following manner:
 - i. The Deacon Body shall work with the Elder Body in determining the number of new Deacons needed.
 - ii. The current/active Deacon Body and Elder Body shall nominate candidates based on knowledge of them, but shall not contact the candidates.
 - iii. The Deacons will form a Deacon Candidate Qualification Team. This team will contact the Deacon candidates regarding their nomination. Upon their willingness to serve as Deacon, Qualification Team members will further qualify the candidates utilizing interviews and Deacon questionnaire.
 - iv. The Deacon Candidate Qualification Team will present the qualified candidates to the Deacon Body for a vote of affirmation. The Deacon Body must reach a unanimous decision concerning each nominee.
 - v. Each candidate will be contacted by the Deacon Body regarding their final nomination and affirmation.
 - vi. After allowing time for prayerful consideration, each candidate affirming his call shall be introduced to the church as a nominee for the office of Deacon.
 - vii. Each nominee must receive at least a three-fourths affirmative vote to be set aside for ordination. The affirmation of Nominees, by the church body, shall take place at a special called business meeting as determined by Lead Pastor(s) and the Elder Body.
 - viii. The ordination of Deacon Nominees shall be conducted at a special service of worship.
- d. The Deacon Body will:
 - i. Strive to promote unity within the Church Body.
 - ii. Provide assistance to and fellowship with our widows.
 - iii. Assist the Ministerial Staff in the arrangements and observance of the Lord's Supper.
 - iv. Assist the Ministerial Staff in the arrangements and observance of the ordinance of Baptism.

- v. Be active in the in reach and outreach ministry of the church.
 - vi. Meet with the Campus Pastor (or his appointed delegate) as needed to consider the matters of the church and their respective duties.
 - vii. Regularly meet with the church during its worship services, special called meetings, service events, fellowships and ministries.
 - viii. Be consistent in their tithes and offerings.
 - ix. Assist with hospital, nursing home and other visits.
 - x. Support church staff in the areas of spiritual, physical and material welfare.
- e. Deacons may be considered inactive at the request of the Deacon himself, incapacity, ineffectiveness, failure to abide by the provisions of these Bylaws, or a violation of the qualifications of character and conduct.

5. Administrative Team

- a. The Administrative Team will consist of no less than seven (7) and no more than nine (9) members with representation from all campuses and at least one member being an Elder. No member, other than an Elder, can serve more than five (5) years and once off the team can come back after one (1) year, if reappointed in accordance with Section B below. The Administrative Team will have the following Officers: Chairman, Vice-Chairman, and Secretary. This team will elect its own officers annually. One must have had at least one year prior experience on this team to serve as an officer. The Chairman will also serve as the church Treasurer. The Vice-Chairman will also take on the duties of the Chairman in the absence of the Chairman. The Secretary will serve as church Clerk, will keep the minutes of the Administrative Team meetings and will provide a copy to each Administrative Team member, each Lead Pastor and the church business office.
- b. The Administrative Team membership will be reviewed annually to ensure that each member still meets the qualifications to serve on the team as outlined in the church leadership covenant. When a vacancy on the Administrative Team occurs, the Elder Body will nominate a church member in good standing to serve and obtain that nominee's consent to serve. A unanimous vote of the Elder Body is required. To be appointed, the nominee must receive a three-fourths majority vote of the members of the church at a special called business meeting.
- c. The Administrative Team is responsible for the budget of the church and the personnel matters concerning employment at the church. The team will:

- i. Be the administrator of the church budget; make an annual report to the church of the church's financial condition.
- ii. Prepare and present to the church an annual budget. This budget must be presented to the church no later than the last Sunday of November, and if approved the budget will go into effect January 1st the following year. The budget will need the affirmative vote of three-fourths of the members of the church present at a special called business meeting.
- iii. Review the books, records and accounts kept by the church business office. The books, records and accounts of the church are the property of the church and shall be open to inspection at all times by any member of this church.
- iv. Hire an outside firm to annually audit the church's financial records, policies and procedures. The outside firm will report the results to the Administrative Team. The Administrative Team will share those results with the Lead Pastor(s) and Elder Body.
- v. Negotiate salaries, health and life insurance, retirement plans, vacation time, sick leave and sabbatical leave, and provide oversight regarding annual personnel reviews.
- vi. Review liability and property insurance for the church on an annual basis, and approve changes to such policies.
- vii. Periodically review personnel policy guidelines.
- viii. Manage any other personnel issues, including hiring and terminating all non-executive staff, that may arise not elsewhere described in these Bylaws or in the personnel policy guidelines.
- ix. Develop, review and update personnel job descriptions from time to time as needed.
- x. Provide oversight and guidance on all other matters that have an impact on the budget.

6. Trustees

- a. Trustees of New Beginnings Baptist Church shall hold in trust all property, effects, etc., for the benefit and subject to the direction of the church. They shall be the legal representatives of the church as required by laws of the State of Texas. Written consent or signatures by a majority of the Trustees then serving is required to take any business and/or legal action on behalf of the church. When the signatures of the Trustees are required, they shall sign legal documents involving the sale, mortgage, purchase or rental of property or other legal documents related to church-approved matters, but shall assume no personal liability when performing their duties.
- b. The church shall have no fewer than three Trustees. The Elder Body and Administrative Team shall nominate candidates from the church body, who are members in good standing, to the church body for appointment

as Trustee. A three-fourths vote of the church members present is required to approve the candidate. Once approved by the church body, a Trustee shall serve until resignation, incapacity, ineffectiveness, failure to abide by the provisions of these Bylaws, or upon a violation of the qualifications of character and conduct as outlined in the leadership covenant. The Elder Body and Administrative Team will recommend to the church body during a special called business meeting to remove a Trustee. A three-fourths vote by the church members present will remove the Trustee from office.

Section D: Meeting and Voting

1. Voting

- a. A congregational vote shall be required for any of the following: 1) selling or buying real estate, 2) borrowing money, 3) approving major facility construction or renovation, 4) filling a vacancy in any church office defined in these Bylaws, 5) approving the annual operating budget and 6) making changes to these Bylaws.
- b. Congregational votes may be held using any means deemed appropriate by the Elder Body to allow maximum congregation participation while insuring the integrity of the vote. Any recommendation requiring a congregational vote must be communicated to the congregation no less than fourteen days prior to the vote, during which time, the Elder Body will insure that opportunities for the congregation to ask questions and become educated on the recommendation will be readily available. An exception to this may be permitted in the event that a matter requiring a church vote is time-sensitive, in which case the Elder Body will work in good faith to bring it before the church for consideration at the earliest possible occasion prior to the congregational vote.

2. Business Meetings

A church business meeting may be called at any time by the Lead Pastor(s), or Elder Body after due notice has been given to the membership no less than fourteen days before the meeting. In unusual circumstances or matters of great urgency, this notice provision may be waived by unopposed action by the church assembly at any regular worship or prayer service.

3. Disagreements

In the case that a church member disagrees with a decision of the Elder Body, they should first address the Elder Body to seek resolution. If an agreement cannot be reached, a church business meeting may be called by members to bring any decision of the Elder Body under review by creating

a written petition, specifying the issues to be addressed, and obtaining the signatures of either 10% of the membership or 150 members, whichever is less. Any such petition must be submitted to the Administrative Team. The Administrative Team is then responsible for verifying the membership of each signer of the petition, and for calling a business meeting to take place on the first Sunday after the expiration of fourteen (14) days after the membership of the signers is verified.

4. Quorum

A quorum will be the sum total of the church membership which is present for all church business meetings in accordance with the specifications of these Bylaws. This quorum must consist of no less than 150 active covenant members in attendance.

5. Rules of Procedure for Business Meetings

a. Moderator

- i. A member of the Executive Pastoral Staff shall preside at all church business meetings at their respective campuses.
- ii. The Moderator shall preserve order, state all questions, take the vote and cast the deciding vote in case of a tie.
- iii. In all cases of order, the Moderator shall decide, but an appeal may be made to the church and a majority of two-thirds may reverse the decisions.

b. In accordance with *Robert's Rules of Order*, all motions brought before the church by a church elected or appointed committee require no second. The church shall be given an opportunity to discuss the motion, before the question is called. All other motions brought before the church shall be seconded and discussed before the question is called.

c. Only one member shall speak at a time and preference shall be given to the members first addressing the Moderator.

d. Every member wishing to speak shall rise from their seat and respectfully address the Moderator.

e. No member may speak more than once upon the same subject until every member wishing to speak shall have the liberty to do so, but no member may speak more than twice on a single subject without the consent of the church.

f. All matters of parliamentary procedure not provided for shall be decided in accordance with *Robert's Rules of Order*. For the purposes of these Bylaws, the terms 'team' and 'committee' can be interchangeable.

- g. All motions, resolutions, and reports shall be recorded in writing.

ARTICLE VI - RECORDS

The corporation shall keep 1) adequate and correct books and records of accounts, 2) written minutes of its business meetings, and 3) a record of each member's name and address.

ARTICLE VII - DISCIPLINE OF THE CHURCH

Method and Spirit: It shall be the practice of New Beginnings Baptist Church to emphasize to its members that every reasonable measure will be taken to assist any troubled member. Church discipline is a necessary mark of a healthy church and shall be applied in cases of unrepentant behavior, such as, sexual misconduct, gossip, divisiveness, dishonesty, and various other expressions of sin. The Lead Pastor(s), Elder Body, Executive Pastoral Staff, and Deacons are available for counsel and guidance first. The attitude of members towards one another shall be guided by a concern for restoration rather than discipline. Any member having cause or complaint against another must first seek to remove it as directed in Matthew 18. If this is not sufficient, the complaint shall be brought to the attention and counsel of the Elder Body, which may report its findings and may recommend to the church for appropriate action. If it becomes necessary for the church to take action in any manner, including but not limited to excluding a member, it will be at the Elder Body's discretion to bring the discipline to a public or private forum. The Elder Body reserves the right to call a special covenant meeting. This special meeting may include deacons and their wives and called ministry staff. All discipline shall be formulated and carried out in the Spirit of Christ with the goal being reconciliation to the body of Christ. The church may restore to membership any person previously excluded, upon request of the excluded person, by the discretion and discernment of the Elder body.

ARTICLE VIII - CHURCH PROPERTY

Section A. It is agreed by the present membership and all persons hereafter becoming a member of New Beginnings Baptist Church that the securing and maintaining of real, personal, and mixed property by this church shall be for the express purpose of providing facilities for public worship and the engagement upon the missionary education and benevolent interest of this church of the character and in the spirit of these Bylaws and Statement of Beliefs. Should the Church, through the normal conduct of its purpose, find itself in possession of unused property, it may rent or lease said property until it is disposed of or returned to normal church use.

Section B. If at any time, this church shall determine to alter the quality of its beliefs, usages, and practices so as in any important respect to be a variance with the character described in these Bylaws and Statement of Beliefs, if the decision is by less than a two-thirds majority vote of those present at any church business

meeting, it is understood and agreed that the title and all rights to the property of the church shall inure to the benefit of and remain vested in that part of the congregation which shall agree to continue to use the property for the purposes for which it was purchased and has been to that time maintained in accordance with these Bylaws and Statement of Beliefs.

Section C. This article shall not be amended, altered or repealed except by three-fourths vote of the membership present at a church business meeting and then only if such proposed amendment, alteration or repeal has been given in writing to the Lead Pastor(s), Elder Body, and Administrative Team and has lain on the table for a period of 12 months. No consideration of such proposal shall be voted upon until the period aforementioned has elapsed and then at an announced church business meeting.

ARTICLE IX- INDEMNIFICATION

Section A. Powers of the Church

1. Power to Indemnify and Hold Harmless

The Church may indemnify and hold harmless to the full extent permitted by applicable law each person who was or is made a party to or is threatened to be made a party to or is involved, in any manner, in any actual or threatened action, suit or other proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (hereinafter a "proceeding") by reason of the fact that he or she is or was a director, officer, employee or agent of the Church, [omitted] whether the basis of such proceeding is an alleged action or omission in an official capacity or in any other capacity while serving as a director, officer, employee, agent, trustee or in any other capacity. Such indemnification shall be against all expenses, liability and loss (including, without limitation, attorneys fees, judgments, fines, ERISA or PPACA excise taxes or penalties and amounts to be paid in settlement) actually but reasonably incurred or suffered by such person in connection therewith. Such indemnification may continue as to a person who has ceased to be a director, officer, employee or agent of the Church and shall inure to the benefit of his or her heirs and personal representatives.

2. Power to Pay Expenses in Advance of Final Disposition

The Church may pay expenses incurred in defending any proceeding in advance of its final disposition (hereinafter "advancement of expenses"); provided, however, that any advancement of expenses shall be made to or on behalf of a director, officer, employee or agent only upon delivery to the Church of appropriate proof of such expense to the Church's satisfaction.

3. Expansion of Powers

If the Texas Business Organizations Code (as referenced herein the Texas Business Organizations Code includes all predecessor and successor statutes thereof, herein "TBOC") is amended in the future to expand or increase the power of the Church to indemnify, to pay expenses in advance of final disposition, to enter into contracts or to expand or increase any similar or related power, then, without any further requirement of action by the Church or any other person, the powers described in this article shall be expanded and increased to the fullest extent permitted by the applicable provisions of the TBOC or other applicable law.

4. Limitation of Powers

Indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding under this article if the person is found liable to the Church or is found liable on the basis that he or she improperly received personal benefit. Indemnification shall not be made in respect to any proceeding in which the person has been found liable for willful or intentional misconduct in the performance of his or her duty to the Church. No indemnification shall be provided to any person if the Church is prohibited by the applicable provisions of the TBOC or other applicable law that has been in effect from paying such indemnification.

Section B. Indemnification of Directors, Officers, Employees and Agents

1. Mandatory Indemnification

To the maximum extent permitted by the TBOC, as amended from time to time, the Church shall indemnify and advance expenses to any person who is or was a director (either elected or ex-officio), an officer of the Church, or a member of its Elder Body, or to such person's heirs, executors, administrators and legal representatives, for the defense of any proceeding, to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions: (a) the Proceeding was instituted by reason of the fact that such person is or was a director, an officer of the Church or a member of its Elder Body; and (b) such person conducted himself in good faith, and he reasonably believed (I) in the case of conduct in his official capacity with the Church, that his conduct was in its best interest; (ii) in all other cases, that his conduct was at least not opposed to the best interests of the Church; and (iii) in the case of any criminal proceeding, that he had no reasonable cause to believe his conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director, officer of the Church or

member of its Elder Body did not meet the standard of conduct herein described.

2. Permissive Indemnification

The Church may, to the maximum extent permitted by Code, as amended from time to time, indemnify and advance expenses in a proceeding to any person who is or was an employee or agent of the Church, or to such person's heirs, executors, administrators and legal representatives, to the same extent as set forth in section IX.B.1. above, provided that the proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Church and met the standards of conduct set forth in section IX.B.1. The Church may also indemnify and advance expenses in a proceeding to any person who is or was an employee or agent of the Church to the extent doing so is consistent with public policy or as may be provided by these Bylaws, by contract, or by general or specific action of the Elder Body.

3. Character of Rights

The rights to indemnification and advancement of expenses conferred by or pursuant to this article shall be deemed contract rights, but only to the extent applied in section IX.B.1. For all other categories of persons eligible to potentially receive indemnification under this Article IX the rights to indemnification and advancement of expenses shall be deemed contract right only to the extent approved by the Elder Body in its sole discretion but not otherwise.

4. Rights Not Exclusive

The right to indemnification and advancement of expenses conferred in this article shall not be exclusive of any other right which any person may have or hereafter shall acquire under any statute, provision of the Articles of Incorporation, these Bylaws, agreement of disinterested directors, or otherwise.

Section C. Insurance

The Church may purchase and maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Church or who, while a director, officer, employee or agent of the Church, is or was a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the Church would have the power to indemnify such person against such expense, liability or loss under the TBOC.

Section D. Survival of Benefits

Any repeal or modification of this article shall not adversely affect any right of any person existing at the same time of such repeal or modification.

Section E. Severability

If any provision of this article or any application thereof is determined by any court, tribunal, administrative agency or other competent supervisory authority, to be invalid, unenforceable or contrary to applicable law or public policy, the remainder of this article, or the application of such provision to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

Section F. Prohibition Against Private Inurement

In the event and to the extent any part or whole of this Article IX is determined to be in violation of the United States Federal Income Tax laws with regard to prohibition against “private inurement” (as such term is understood in the context of United States exempt organization taxation rules) by a final non-appealable order of a court of competent jurisdiction or by any United States Internal Revenue Service action which the Church in its discretion is determined as offending the prohibition against private inurement, then the whole of this article shall be deemed ineffective so as to prevent any negative United States Federal Income Tax law consequences to the Church or its tax-exempt status.

ARTICLE X - CONFLICT OF INTEREST POLICY

Section A. Purpose

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

Section B. Definitions

1. Interested Person

Any Elder, Officer or employee with powers delegated by the Elder Body, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family, (a) an ownership or investment interest in any entity with which the Church has a transaction or arrangement; (b) a compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement; or (c) potential ownership or investment interest in, or

compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement. Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

Section C. Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given opportunity to disclose all material facts to the Elder Body.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Elder Body, exclusive of any Interested Person, shall determine if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

An Interested Person may make a presentation at a meeting of the Elder Body, but after any such presentation by the Interested Person, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The Elder Body may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Elder Body, exclusive of any Interested Person, shall determine whether the Church can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. Violations of the Conflicts of Interest Policy

If the Elder Body has reasonable cause to believe an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform such Interested Person of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose. If, after hearing the Interested Person's response, and after making further investigation as warranted by the circumstances, the Elder Body determines the Interested Person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

5. Records of Proceedings

The minutes of the Elder Body shall contain: (a) the names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Elder Body's decision as to whether a conflict

of interest in fact existed; and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

6. Compensation

A voting member of the Elder Body who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation. No voting member of the Elder Body or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE XI - WHISTLEBLOWER POLICY

Section A. Purpose

The Church requires all of its Elders, Officers, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the Church, individuals must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Therefore, if an Elder, Officer, employee, or volunteer of the Church reasonably believes that the Church, by and through its Elders, Officers, employees, or volunteers, or entities with whom the Church has a business relationship, is in violation of applicable law or regulation, or any policy or procedure of the Church, then that individual may file a written complaint with either his or her Church supervisor or the Elder Body. This policy is intended to encourage and enable employees and others to raise serious concerns within the Church prior to seeking resolution outside the Church.

Section B. Procedure

1. Reporting Responsibility

It is the responsibility of all Elders, Officers, employees, and volunteers to comply with all applicable laws and regulations, as well as all policies and procedures of the Church, and to report violations or suspected violations in accordance with this section XI.B. If an Elder, Officer, employee, or volunteer of the Church reasonably believes that any policy, practice, or activity of the Church is in violation of any applicable law, regulation, policy, or procedure of the Church, then the Elder, Officer, employee, or volunteer

should share their questions, concerns, or complaints with someone who may be able to address them properly. If the concerns are not addressed, the reporting individual should make a formal complaint as outlined herein.

2. Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of any applicable law, regulation, policy, or procedure of the Church must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the applicable law, regulation, policy, or procedure of the Church. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious offense that may require disciplinary action.

3. Reporting Violations

In most cases, an employee or volunteer's supervisor is in the best position to address an area of concern. However, if the reporting individual is not comfortable speaking with his or her supervisor, or the reporting individual is not satisfied with his or her supervisor's response, the reporting individual is encouraged to speak with an Elder. Elders are required to report suspected violations directly to the entire Elder Body.

4. Accounting and Auditing Matters

The Elder Body shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Elder Body shall work until the matter is resolved.

5. Evidence

Although the reporting individual is not expected to prove the truth of an allegation, the reporting individual needs to demonstrate that there are reasonable grounds for concern on his or her part and that these concerns are most appropriately handled through this procedure.

6. Investigation of Complaint

After receipt of the complaint, the Elder to whom the complaint was made shall provide the complaint to the entire Elder Body. The Elder Body shall then determine whether an investigation is appropriate and the form that it should take. Concerns may be resolved through the initial inquiry by agreed action without the need for further investigation. The entire Elder Body shall receive a report on each complaint and a follow-up report on action taken.

7. Handling of Reported Violations

One or more Elders chosen by the Elder Body shall notify the reporting individual and acknowledge receipt of the reported violation within seven

(7) days. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation. A reporting individual who reasonably believes that he or she has been retaliated against in violation of this Article XI shall follow the same procedures as he or she did when he or she filed the original complaint.

SECTION C. Safeguards

1. Confidentiality

Reported or suspected violations may be submitted on a confidential basis by the reporting individual or may be submitted anonymously. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. However, the reporting individual is encouraged to put his or her name to the allegation because appropriate follow-up questions and investigations may not be possible unless the source of the information is identified. Concerns expressed anonymously will be investigated, but consideration will be given to (a) the seriousness of the issue raised; (b) the credibility of the concern; and (c) the likelihood of confirming the allegation from documentation and/or other sources. Every effort will be made to protect the reporting individual's identity, though all individuals considering such a report should be advised that anonymity cannot be assured if an external investigation or criminal proceedings relating to the report occur.

2. No Retaliation

No reporting individual who, in good faith, reports a violation shall suffer harassment, retaliation, or adverse employment consequence. An employee or representative of the Church who retaliates against a reporting individual who has reported a violation in good faith is subject to discipline up to, and including, termination of employment or dismissal from Church representation.

3. Harassment or Victimization

Harassment or victimization of the reporting individual for providing information in accordance with this policy by anyone affiliated with the Church will not be tolerated. In addition, the provision of such information shall not in any way influence, positively or negatively, the carrying out of routine disciplinary procedures by management as stated in the Church's employment policies.

4. Malicious Allegations

The Elder Body recognizes that intentionally untruthful, malicious, erroneous, or harassing allegations could be damaging to the mission, integrity, and morale of the Church or the reputation of the accused individual. The safeguards stated in this section XI.C. do not apply to individuals who make such complaints. Such allegations may result in

disciplinary action, including but not limited to termination of employment and/or revocation of Church membership.

ARTICLE XII - DISSOLUTION AND MERGERS

Upon the dissolution of the corporation, the officers shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for religious purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future U.S. Internal Revenue Law), as the Elder Body shall determine. Any such assets not so disposed of shall be dispersed by a court of competent jurisdiction of the county in which the principal office of the church is located, exclusively for such purposes of such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. In the event of merger of the Church with another church, the net assets of the Church shall be contributed to the surviving entity.

ARTICLE XIII- AMENDMENT

Any member can present a proposed change to these Bylaws, accompanied with an explanation of the reason for the proposed change, to any member of the Elder Body. The Elder Body will then consider the proposed change and the reasoning for same and shall have the discretion on whether or not to present the proposed change to the congregation for a vote. Any proposed amendment shall be provided in writing (digital or printed) to the congregation at least fourteen days in advance of the church vote, during which time, the Elder Body will ensure that opportunities for the congregation to ask questions and become educated on the recommendation will be readily available. An amendment to these Bylaws shall require a three-fourths vote of the members voting. Article VIII hereof is excepted from this process and may not be amended.