

**AMENDED AND RESTATED BYLAWS
OF
NEW LIFE FELLOWSHIP**

These Amended and Restated Bylaws (these “Bylaws”) govern the affairs of New Life Fellowship Ministries, a Texas nonprofit corporation (the “Church”). The Church is organized under the Texas Business Organizations Code, as amended (the “Code”). These Bylaws amend and restate, in its entirety, the previous Bylaws of the Church, as amended.

**ARTICLE 1
PRINCIPAL OFFICE**

The principal office of the Church in the State of Texas shall be located in Tarrant County, Texas. The Board of Elders of the Church (hereafter defined) shall have full power and authority to change any office from one location to another, either in Texas or elsewhere. The Church shall comply with the requirements of the Code and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Church’s principal office in Texas. The Board of Elders may change the registered office and the registered agent as provided in the Code.

**ARTICLE 2
STATEMENT OF FAITH**

2.01 The Scriptures. We believe that all “Scripture is given by inspiration of God.” We believe that this divine inspiration extends equally and fully to all parts of the Scriptures as appeared in the original manuscripts. We believe that the whole Bible in the originals is therefore without error. We also believe that all the Scriptures were designed for our practical instruction. (Rom. 15:4; 1 Cor. 2:13, 10:11; 2 Timothy 3:1-6; 2 Peter 1:21)

2.02 The Godhead. We believe that the Godhead eternally exists in three persons – the Father, the Son, and the Holy Spirit – and that these three are one God, having precisely the same nature, attributes, and perfections, and worthy of precisely the same homage and obedience. (Matthew 28:18-19; John 1:1; Acts 5:3-4; 2 Cor. 13:14; Heb. 1:1-3; Rev. 1:4-6)

2.03 Angels, Fallen and Unfallen. We believe that God created an innumerable company of sinless, spiritual beings, known as angels; that one, “Lucifer, son of the morning” – the highest in rank – sinned through pride, thereby becoming Satan; that a great company of the angels followed him in his moral fall, some of whom became demons and are active as his agents and associates in the execution of his unholy purposes, while others who fell are “reserved in everlasting chains under darkness unto the judgment of the great day.” (Isa. 14:12-17; Ezek. 28:11-19; 1 Tim. 3:6; 2 Pet. 2:4; Jude 6)

2.04 Man, Created and Fallen. We believe that man was originally created in the image and after the likeness of God, and that he fell through sin, and, as a consequence of his sin, lost his spiritual life, becoming dead in trespasses and sins, and that he became subject to the power of the devil. We also believe that this spiritual death, or total depravity of human nature, has been

transmitted to the entire human race of man. (Gen. 1:26; Rom. 3:10-19; Eph. 2:1-3; 1 Tim. 5:6; 1 John 3:8)

2.05 The Person and Work of the Lord Jesus Christ. We believe that in the prophecies of the Scriptures, the eternal Son of God came into this world that He might manifest God to men, fulfill prophecy, and become the Redeemer of a lost world. To this end He was born of the virgin, and received a human body and a sinless human nature. We believe that, on the human side, He became a perfect man, but sinless throughout His life; yet He retained His absolute deity, being at the same time very God and very man. (Luke 2:40; John 1:1-2; Phil.2:5-8)

We believe that, according to the eternal counsels of God, He gave His life as a ransom for all. (John 1:11; Acts 2:22-24; 1 Tim. 2:6) He voluntarily accepted His Father's will and became the divinely provided sacrificial Lamb and took away the sin of the world, being the holy judgments against sin which the righteousness of God must impose. His death was therefore substitutionary in the most absolute sense – the just for the unjust – and by His death He became the Savior of the lost (John 1:29; Rom. 3:25-26; 2 Cor. 5:14; Heb. 10:5-14; 1 Pet. 3:18).

We believe that, according to the Scriptures, He arose from the dead in the same body, though glorified, in which He had lived and died, and that His resurrection body is the pattern of that body which ultimately will be given to all believers (John 20:20; Phil 3:20-21).

2.06 Salvation Only Through Christ. We believe that the new birth of the believer comes only through faith in Christ and not according to any measure of human works, such as confession, baptism, prayer, or faithful service. (John 1:12; 3:16, 18, 36; Rom. 1:16-17; Gal. 3:22; Eph. 2:8-9)

We believe that when an unregenerate person exercises faith in Christ that person passes immediately out of spiritual death into spiritual life. The saved one possesses every spiritual blessing and is absolutely complete in Christ, and is therefore in no way required by God to seek a so-called "second blessing," or a "second work of grace." (John 5:24; 17:23; Acts 13:39; Rom. 5:1; 1 Cor. 3:21-23; Eph. 1:3; Col. 2:10; 1 John 4:17; 5:11-12)

2.07 Eternal Security. We believe that all true believers everywhere, once saved shall be kept saved forever. We believe, however, that God is a holy and righteous Father and that, since He cannot overlook the sin of His children, He will, when they persistently sin, chasten them and correct them in infinite love; but having undertaken to save them and keep them forever, apart from all human merit, He, who cannot fail, will in the end present every one of them faultless before the presence of His glory and conformed to the image of His Son. (John 5:24; 10:28; 13:1; 14:16-17; 17:11; Rom. 8:29; 1 Cor. 6:19; Heb. 7:25; 1 John 2:1-2; 5:13; Jude 24)

2.08 The Holy Spirit. We believe that the Holy Spirit, the Third Person of the blessed Trinity, though omnipresent from all eternity, took up His abode in the world in a special sense on the day of Pentecost according to the divine promise, dwells in every believer, and by His baptism unites all to Christ in one body, and that He, as the Indwelling One, is the source of all power and all acceptable worship and service. (John 14:16-17; 16:7-15; 1 Cor. 6:19; Eph. 2:22; 4:30; 5:18)

2.09 The Sacraments or Ordinances. We believe that water baptism and the Lord's Supper are the only sacraments and ordinances of the church and that they are a scriptural means of

testimony for the church in this age. (Matt. 28:19; Luke 22:19-20; Acts 10:47-48; 16:32-33; 18:7-8; 1 Cor. 11:26)

2.10 The Christian Walk. We believe that we are called with a holy calling, to walk not after the flesh, but after the Spirit, and so to live in the power of the indwelling Spirit that we will not fulfill the lust of the flesh. (Rom. 6:11-13; 8:2, 4, 12-13; Gal. 5:16-23; Eph. 4:22-24; Col. 2:1-10)

2.11 The Christian's Service. We believe that divine, enabling gifts for service are bestowed by the Spirit upon all who are saved. While there is a diversity of gifts, each believer is energized by the same Spirit, and each is called to his own divinely appointed service as the Spirit may will. (Rom. 12:6; 1 Cor. 12:4-11; Eph. 4:11)

We believe that rewards are promised according to the faithfulness of each believer in his service for his Lord, and that these rewards will be bestowed at the judgment seat of Christ after He comes to receive His own to Himself. (1 Cor. 3:9-15; 9:18-27; 2 Cor. 5:10)

2.12 The Tribulation and the Second Coming of Christ. We believe that the translation of the church will be followed by the fulfillment of Israel's seventieth week during which the church, the body of Christ, will be in heaven. (Dan. 9:27; Rev. 6: 1-19:21) We believe that the period of great tribulation in the earth will be climaxed by the return of the Lord Jesus Christ to the earth as He went, in person on the clouds of heaven, and with power and great glory to introduce the millennial age, to bind Satan and place him in the abyss, to lift the curse which now rests upon the whole creation, to restore Israel to her own land and to give her the realization of God's covenant promises, and to bring the whole world to the knowledge of God. (Matt. 24:15-25:46; Rev. 20:1-3)

ARTICLE 3 AUTONOMY

This Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions and other wise, this Church may voluntarily affiliate with any churches of like precious faith.

ARTICLE 4 PURPOSE AND LIMITATIONS

The Church is formed for any lawful purpose or purposes not expressly prohibited under Title 1, Chapter 2, or Title 2, Chapter 22 of the Code, including any purpose described by Section 2.002 of the Code. The Church is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:

(a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.

(b) To be obedient to the Great Commission of Jesus Christ as found in Matt. 28:18-20, "to make disciples of all the nations, baptizing them in the name of the Father and the Son and the Holy Spirit, teaching them to observe all that I commanded you..." According to the Great Commission, this Church has two primary purposes: to evangelize the unsaved and edify the saved. The expression of the Great Commission in this Church will be identical to the characteristics of the Church in Acts 2, summarized as follows:

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| Commitment to Christ (Acts 2:38) | Commitment to Growth (Acts 2:41) |
| Commitment to Teaching (Acts 2:42) | Commitment to Fellowship (Acts 2:42) |
| Commitment to Prayer (Acts 2:42) | Commitment to Spirit-power (Acts 2:43) |
| Commitment to Unity (Acts 2:44) | Commitment to Meeting Needs (Acts 2:45) |
| Commitment to Worship (Acts 2:47) | Commitment to Evangelism (Acts 2:47) |

(c) To ordain, employ and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Church, and elsewhere.

(d) To collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the State of Texas and elsewhere.

(e) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

(f) This Church is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

ARTICLE 5 POWERS AND RESTRICTIONS

Except as otherwise provided in these Bylaws and in order to carry out the above-stated purposes, the Church shall have all those powers set forth in the Code, as it now exists or as it may hereafter be amended. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

(a) The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers or other private persons, except that the Church shall be authorized and empowered to make payments and distributions

(including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in the Certificate of Formation or these Bylaws. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Certificate of Formation or these Bylaws, the Church shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event this Church is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Church shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Church's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE 6 MEMBERSHIP

6.01 Membership. The Church shall have one class of membership. Membership in this Church shall consist of all persons who have met the qualifications of membership and are listed on the membership roll. The Board of Elders may adopt and amend application procedures and requirements for membership in the Church. Plenary power to manage and govern the Church shall be vested in its Board of Elders as set forth in Article 7 of these Bylaws. As such, members are not entitled to vote in person, by proxy or otherwise.

6.02 Becoming a Member. Membership in the Church shall be available to anyone who trusts in Jesus Christ as Savior, the believer's baptism, the signing of an agreement with the purposes, goals, and doctrinal statement of the church and the successful completion of the church's new member's classes. The applicant shall be interviewed by at least one of the following: Pastors, Elders, Deacon(ness), and/or by specified representatives. No one shall automatically become a member of this local church by mere transfer of letter.

6.03 Responsibilities of Members. The general responsibilities of the members of this Church are to regularly and consistently give, serve, grow, and support the activities of this Church. Specifically:

(a) Each member is responsible before God as a believer to assist in determining the will of God for his/her own individual life as a member of this local assembly under Christ.

(b) Each member of this local church must be willing to live and serve according to the doctrines of the Word of God. No member can have a teaching ministry contrary to the doctrinal position of this church as described in Article 2 of these Bylaws.

(c) In general, members will be responsible, as God enables them to do their part in the “work of service.” (Eph. 4:12; 1 Peter 4:10-11) This calls for the regular attendance and participation in the life and services of the church, including a voluntary contribution of financial support as the Lord may prosper them. (Heb. 10:24; 1 Cor. 16:1-2; 2 Cor. 8:3-5)

6.04 Meeting of the Members. There shall be at least one annual meeting of the members of the church called at the discretion of the Board of Elders. In this annual meeting, the membership may receive: (1) a description of the actions of the Board of Elders, (2) the Senior Pastor’s annual update and perspective, (3) a review of the church’s performance in the most recent budget period, and (4) a description of the next proposed budget. Special meetings of the membership may be called at the discretion of the Board of Elders. The annual meeting and any special meetings of the membership shall be for disclosure and discussion purposes only, and shall in no way imply that the membership has the right to vote on or control the church’s affairs by virtue of membership alone.

6.05 Withdrawal and Dismissal of Members.

(a) Withdrawal. Members may withdraw from the church membership at their own request by giving a written notice. Such withdrawal requests and any notices of change of church membership shall be recorded by the administrative staff.

(b) Dismissal. In harmony with the scriptural teaching of the Christian faith, discipline must be a functional part of the local church. (Matthew 18:15-20; 1 Corinthians 5:1-13) The Board of Elders shall discipline any member who knowingly holds or promotes heretical doctrine, who knowingly and rebelliously lives inconsistently with their Christian profession, or who knowingly disturbs the unity and peace of the church. The Board of Elders shall oversee all disciplinary action. After prayerful consideration and the implementation of the discipline process, as outlined in the church’s discipline policy, any person may be dismissed from membership, and his/her name removed from the membership roll by a two-thirds majority vote of the Board of Elders, a quorum being present.

6.06 Restoration of Dismissed Members. The church also has the responsibility of restoring dismissed members who give satisfactory evidence of repentance (2 Cor. 2:6-8) and who have corrected the offense. Such membership restoration occurs only by a two-thirds (2/3) majority vote of the Board of Elders, a quorum being present.

**ARTICLE 7
MANAGEMENT OF THE CHURCH
BOARD OF ELDERS**

7.01 Management. Power to manage and govern the overall business, policy, and spiritual affairs of the Church is vested in a group of godly, mutually submissive men of equal authority called the Board of Elders (1 Pet. 5), except for powers granted to members by these Bylaws. The term “Board of Elders” shall mean Board of Directors as required by the Code. These shall be men in whose lives the working of the Holy Spirit is evidence, who have given worthy witness of the authority of Christ in their lives and who have met the qualifications given in the Scriptures (1 Tim. 3). Authority for the day-to-day ministry matters will reside in the hands of the staff, under the primary supervision of the Senior Pastor, who is accountable to the Board of Elders.

7.02 Qualifications of the Elders.

- (a) Reputation and character must be above reproach in the church and community (1 Timothy 3:2, 7);
- (b) Manages his family in a way that brings honor to God (1 Timothy 3:4-5);
- (c) Demonstrates a consistent study and teaching of the Word of God (1 Timothy 3:2, Titus 1:7);
- (d) Maintains the principles of good stewardship over his God-given resources (1 Timothy 3:3, Titus 1:7);
- (e) Pursues righteousness, justice, and peace (1 Timothy 3:2; Titus 1:8);
- (f) Exercising a general superintendence over the church, the family of God (John 21:15-17; Acts 20:28; Heb. 13:7, 17);
- (g) Being good managers or stewards of God over their God-given ministry (Titus 1:7);
- (h) Helping those in need (Galatians 6:10; 1 Thessalonians 5:14-122);
- (i) Giving diligent labor, caring leadership, and guided counsel in the Word (1 Thessalonians 5:12; Romans 12:9; 1 Timothy 3:4-5; 5:17; Hebrews 13:7, 17);
- (j) Exercising pastoral care (1 Thessalonians 5:14-15; James 5:14) and hospitality (1 Timothy 3:2; Titus 1:8);
- (k) Responsible for final decisions in matters of faith and practice (Jam. 3:1; 1 Pet. 5:1-11);
- (l) Minimum of one (1) year of active membership.

7.03 Number of Elders. The Board of Elders shall consist of the Senior Pastor, and until changed by amendment of the Articles of Incorporation or these Bylaws, such number of additional members as may, from time to time, be nominated and elected in accordance with Section 7.07, provided that the total number of directors shall not be more than fifteen (15) nor less than three (3). The President-Chairman of the Board shall be a full voting member of the Board of Elders.

7.04 Term of Elders. Each Elder, other than the Senior Pastor, shall hold office for a period of one (1) year or until his successor is elected, appointed, or designated herein. The Senior Pastor shall be a full voting member of the Board of Elders and shall serve on the Board of Elders for so long as he remains the Senior Pastor of the Church. All other Elders may serve successive terms up to, but not to exceed, a total of five (5) consecutive terms. Once any Elder has served a total of five (5) terms, whether the terms were served consecutively or served separately due to periodic resignation or removal, he may be eligible for reconsideration for service on the Board of the Elders, after a period of (2) years, subject to the provisions of Section 7.07 below.

An Elder who has not served for a total of five (5) terms, but who has taken a leave from service for whatever reason, is not subject to the aforementioned two (2) year period and may be eligible for reconsideration for service on the Board of Elders at any time.

7.05 Chairman of the Board. The Senior Pastor shall serve as the Chairman of the Board of Elders and shall preside at all Board of Elders meetings. The Board of Elders shall elect a Vice-Chairman to serve as Chairman of the Board of Elders in the Chairman's absence.

7.06 Powers. The Board of Elders shall have all of the rights, powers, and responsibilities of a board of directors pursuant to the Code, subject to any limitations under the Articles of Incorporation of the Church or these Bylaws. All corporate powers shall be exercised by or under the authority of the Board of Elders. The Board of Elders shall have final authority for affairs pertaining to property and other temporal matters as required by civil act for nonprofit corporations. In particular, the Board of Elders shall be responsible for the acquisition and disposition of Church property, which includes the management of its financial resources. The Board of Elders shall have the power to buy, sell, mortgage, pledge or encumber any Church property and incur related indebtedness.

7.07 Nomination and Appointment of Elders. The Senior Pastor shall nominate persons he deems qualified to serve on the Board of Directors. In addition, the Senior Pastor may appoint a Nomination Advisory Team to report to the Senior Pastor regarding suitable nominees. The persons nominated by the Senior Pastor shall be presented to the Board of Elders for election at a regular or special meeting. The Board of Elders shall have the responsibility of assessing the qualifications of each prospective candidate and approving their nomination unto the Board of Elders by a two-thirds (2/3) majority vote, a quorum being present. Directors shall be natural persons.

7.08 Vacancies. Vacancies occurring on the Board of Elders shall be filled in the same manner prescribed for nomination and election of Elders set forth in Section 7.07 of these Bylaws. A person so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

7.09 Meetings. Regular or Special meetings of the Board of Elders may be held either within or outside the State of Texas, but shall be held at the Church's registered office in Texas if the

notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the Elders, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Conference telephone or similar communication equipment may hold any meeting, regular or special, as long as all Elders participating in the meeting can hear one another. All Elders shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence. A regular meeting of the Board of Elders shall occur at least annually.

(a) Regular Meetings. Regular meetings of the Board of Elders may be held without notice if the time and place of such meetings are fixed by a resolution of the Board of Elders.

(b) Special Meetings. A special meeting of the Board of Elders may be called by the Chairman of the Board, or in his absence, the Vice-Chairman may call a special meeting of the Board of Elders when necessary, but with notification to the Chairman.

(c) Notice of Special Meetings.

1) Manner of Giving. Notice of the date, time and place of special meetings shall be given to each Elder by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage paid; (c) by telephone communication, either directly to the Elder or to a person at the Elder's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Elder; (d) by telecopier to the Elder's office or home; or (e) by electronic mail ("e-mail").

2) Time Requirements. Notice sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, email, or telecopier shall be delivered, telephoned, emailed, or faxed to the Elder or given at least twenty-four (24) hours before the time set for the meeting.

3) Notice Contents. The notice shall state the date, time, and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

4) Waiver. Attendance of an Elder at a meeting shall constitute waiver of notice of such meeting, except where the Elder attends a meeting for the express purpose of objecting that the meeting is not properly called.

7.10 Action Without Meeting. Any action required or permitted to be taken by the Board of Elders may be taken without a meeting, if all of the Elders, individually or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceedings of the Church.

7.11 Quorum. Two-thirds (2/3) of the number of Elders then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Elders. The Elders present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Elders leave the meeting so that less than a quorum remains. However, no action may be

approved without the vote of at least a majority of the number of Elders required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Elders present may adjourn and reconvene the meeting one time without further notice.

7.12 Proxies. Voting by proxy is prohibited.

7.13 Duties of Elders. Elders shall discharge their duties, including any duties as Committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. Elders may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church, professional advisors or experts such as accountants or legal counsel. An Elder is not relying in good faith if the Elder has knowledge concerning a matter in question that renders reliance unwarranted.

Elders are not deemed to have the duties of trustees of a trust with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.

7.14 Delegation of Duties. The Board of Elders is entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. Elders have no liability for actions taken or omitted by the advisor if the Board of Elders acts in good faith and with ordinary care in selecting the advisor. The Board of Elders may remove or replace the advisor, with or without cause.

7.15 Interested Parties. Pursuant to the Code and the provisions of Article 11 below, a contract or transaction between the Church and an Elder of the Church is not automatically void or voidable simply because the Elder has a financial interest in the contract or transaction.

7.16 Actions of Board of Elders. The Board of Elders shall try to act by consensus. However, a two-thirds (2/3) majority vote of the Board of Elders shall be sufficient to constitute the act of the Board of Elders unless the act of a greater number is required by the Code, the Church's Articles of Incorporation, or these Bylaws. An Elder who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Elders.

7.17 No Compensation. Elders, including the Chairman, shall not receive salaries or compensation for their services on the Board of Elders. The Board of Elders may adopt a resolution providing for payment to Elders for expenses of attendance, if any, at a meeting of the Board of Elders. An Elder may serve the Church in any other capacity and receive reasonable compensation for those services.

7.18 Removal of Elders other than the Chairman. If for any reason, whether for unfaithfulness, unfitness, or other cause, the Board at a properly held meeting shall deem it necessary or desirable to remove an Elder from office, the Board at such meeting shall select and appoint a

committee of a minimum of four, composed of any combination of Elders or members, to inquire into, investigate, and examine the validity of the reasons or cause.

The committee shall make a written report of its recommended action to the Board of Elders. If the committee recommends removal of the investigated Elder from office, a two-thirds (2/3) majority vote of the Board of Elders, a quorum being present, shall be necessary to remove the Elder from office. Before such vote is taken, the Board of Elders shall allow the Elder to appear and speak to the Board on his own defense. For provisions regarding removal of the Chairman, see Section 8.03.

7.19 Resignation of Elders. Any Elder may resign at any time by giving written notice, subscribed by him, to the Board. Such resignation shall take effect on the date specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.20 Deadlock. In the case where the Board shall, by reason of deadlock (whether because an even number of Elders is seated on the Board, or because certain Elders are absent even though a quorum is present, or because of abstention, or for any other reason) be unable to reach a conclusive vote on any issue before the Board, then, in such instance, the Chairman shall cast a ballot which shall be known as a “majority ballot,” so that an official act or decision may be taken by the Board. The majority ballot shall be cast in addition to the regular Elder’s vote cast by the Chairman.

ARTICLE 8 CORPORATE OFFICERS

8.01 Officer Positions. The officer positions of the Church shall be the President-Chairman of the Board, Secretary, and Treasurer. The Board of Elders may create additional officer positions, define the authority and duties of each such position and the Board of Elders shall elect persons to fill the positions. All of said officers must be Elders, and any two of these offices may be combined, except that of President and Secretary.

8.02 Election and Term of Office. The President of the Church is Maurice Pugh and he shall hold office until he resigns, is removed, or dies. All other officers of the Church shall be elected for a term of two (2) years, with the office of Secretary being voted on every even numbered year and the office of Treasurer being voted on every odd numbered year, to allow for a staggered rotation of officers. The election of officers shall take place at the regular annual meeting of the Board of Elders. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office.

8.03 Discipline and Removal. In the event the Board of Elders at a properly held meeting shall deem it necessary or desirable to remove an officer other than the President from office, the Board at such meeting shall select and appoint a committee of a minimum of four to inquire into, investigate, and examine the validity of the reasons or cause. The committee shall make a written report of its recommended action to the Board of Elders. If the committee recommends removal of the investigated officer from office, the matter shall be presented to the congregation at a special called business meeting for the purposes of discussion and recommendation of the congregation.

After the special called business meeting, the Board of Elders shall, at a meeting called for the specific purpose of voting on the removal of the officer, take a vote of the Elders. A two-thirds (2/3) majority vote of the Board of Elders, a quorum being present, shall be necessary to remove an officer from office. Before such vote is taken, the Board of Elders shall allow the officer to appear and speak to the Board on his own defense.

The President may be removed, subject to the terms of any employment agreement, from office, for any of the following reasons: (1) falling into sinful and worldly practices without repentance; (2) engaging in conduct that could hinder the influence of the Church in its community; (3) teaching doctrines inconsistent with sound scriptural doctrine and practice; (4) neglect of duties; (5) resignation; or (6) death or disability. During the pendency of any investigation, the President shall be placed on paid administrative leave, and shall be asked to step down from his duties as Senior Pastor.

8.04 Vacancies. A vacancy in any office other than that of President/Senior Pastor shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

In the event of a vacancy in the office of President/Senior Pastor, the Board of Elders shall appoint a committee composed of Elders and members of the congregation to seek candidates for the position of President/Senior Pastor. The Vice-Chairman of the Board will chair the committee. The congregation will be given a period of thirty days to respond in writing to the Board of Elders if there is any biblical basis for any nominee not to be called as Senior Pastor. In the event of such response from a member of the congregation, the Board of Elders shall review the response with the nominee and, if necessary, with the writer of the response, in order to determine proper disposition of the issues raised by the writer. After the passage of thirty days and the resolution of any and all issues as deemed necessary by the Board of Elders, the Board of Elders shall proceed with the call of the Senior Pastor. The candidate for Senior Pastor shall be nominated by a two-thirds majority vote of the Board of Elders, a quorum being present. He shall then be recommended to the members of the church for affirmation.

8.05 President-Chairman of the Board. The President shall be the chief executive officer of the Church. The President shall supervise and control all of the business and affairs of the Church. The President shall preside at all meetings of the Board of Elders. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Elders has authorized to be executed. However, the President may not execute instruments on behalf of the Church if this power is expressly delegated to another officer or agent of the Church by the Board of Elders, the Bylaws, or the Code. The President shall perform other duties prescribed by the Board of Elders and all duties incident to the office of President.

The responsibilities of the President-Chairman of the Board shall include: (a) to set an example in Christian living and dedication; (b) to earnestly carry on a preaching, teaching, and training ministry, with the aim of bringing each head of household to a place of spiritual maturity and fruitfulness, and to place a spiritual harmony with the rest of the church body; (c) to oversee the administering of the ordinances; (d) to endeavor to fill the pulpit on a regular and consistent basis; (e) to be the primary spokesperson of the policies, goals, direction, vision, and ministry of the church to the members as well as to the broader community at large.

8.06 Treasurer. The Treasurer shall be appointed by the majority vote of the Board of Elders. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Church; (b) receive and give receipts for monies due and payable to the Church from any source; (c) deposit all moneys in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Elders ; (d) write checks and disburse funds to discharge obligations of the Church; (e) maintain the financial books and records of the Church; (f) prepare financial reports at least annually; (g) perform other duties as assigned by the President or by the Board of Elders; (h) if required by the Board of Elders, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board o f Elders; and (i) perform all of the duties incident to the office of Treasurer.

8.07 Secretary. The Secretary shall be appointed by a majority vote of the Board of Elders. The Secretary shall: (a) give all notices as provided in the Bylaws or as required by the Code; (b) take minutes of the meetings of the members and of the Board of Elders and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records and of the seal of the Church; (d) affix the seal of the Church to all documents as authorized; (e) keep a register of the mailing address of each member, Elder, officer, and employee of the Church; (f) perform duties as assigned by the President or by the Board of Elders ; and (g) perform all duties incident to the office of secretary.

ARTICLE 9 ESTABLISHMENT OF COMMITTEES

9.01 Establishment. The Board of Elders may adopt a resolution establishing one or more Committees and Advisory Teams.

9.02 Independent Compensation Committee. Annually, the Board of Elders shall adopt a resolution establishing an Independent Compensation Committee. The President /Senior Pastor shall not be the chairman or a voting member of the Committee. At least two (2) of the persons serving on the Committee shall be Elders. The Committee shall be elected by a vote of the Board of Elders. The Independent Compensation Committee shall determine and approve the President/Senior Pastor's compensation and all executive employees' compensation. In so doing, the Independent Compensation Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information. The President/Senior Pastor shall not participate in the Independent Compensation Committee's discussion and formulation of, or vote regarding, his salary and benefits, or any family member's salary or benefits.

9.03 Delegation of Authority. Each Committee shall consist of two (2) or more persons, the majority of whom shall be Elders. If, in addition to the Independent Compensation Committee, the Board of Elders establishes or delegates any of its authority to a Committee, it shall not relieve the Board of Elders, or Elder, of any responsibility imposed by these Bylaws or otherwise imposed by the Code. The Board of Elders shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all Committees.

No Committee shall have the authority to: (a) amend the Articles of Incorporation; (b) adopt a plan of merger or a plan of consolidation with another Church; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church; (d)

authorize the voluntary dissolution of the Church; (e) revoke proceedings for the voluntary dissolution of the Church; (f) adopt a plan for the distribution of the assets of the Church; (g) amend, alter, or repeal the Bylaws; (h) elect, appoint, or remove a member of a Committee or an Elder or officer of the Church; (i) approve any transaction to which the Church is a party and that involves a potential conflict of interest as defined in Section 10.04 below; (j) take any action outside the scope of authority delegated to it by the Board of Elders or in contravention of the Code.

The Board of Elders may designate various Advisory Teams not having or exercising the authority of the Board. Such Advisory Teams shall only function in an advisory capacity to the Board of Elders. The Board of Elders shall have the power to appoint and remove members of all Advisory Teams. The Chairman shall serve as an ex officio member of all Advisory Teams. The Board of Elders shall define, by resolution, the scope of activities and the qualifications for membership on all Advisory Teams.

9.04 Term of Office. Each member of a Committee or Advisory Team shall serve until the next annual meeting of the Board of Elders or until a successor is appointed. However, the term of any Committee or Advisory Team member may terminate earlier if the Committee or Advisory Team is terminated, or if the member dies, ceases to qualify, resigns, or is removed as a member of the Church. A vacancy on a Committee or Advisory Team may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a Committee or Advisory Team shall serve for the unexpired portion of the terminated Committee member's term.

9.05 Chair and Vice-Chair. Unless otherwise expressly stated herein, one member of each Committee or Advisory Team shall be designated as the chair and another member shall be designated as the vice-chair. The chair and vice-chair of each Committee and Advisory Team shall be appointed by the Board of Elders. The chair shall call and pre side at all meetings. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

9.06 Quorum. One half the number of members of a Committee or Advisory Team shall constitute a quorum for the transaction of business at any meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

9.07 Actions. Committees and Advisory Teams shall try to take action by consensus. However, the vote of a majority of members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Committee or Advisory Team unless the act of a greater number is required by the Code, the Church's Articles of Incorporation, or these Bylaws. A member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the Committee or Advisory Team.

ARTICLE 10
TRANSACTIONS OF THE CHURCH

10.01 Contracts and Legal Instruments. The Board of Elders may authorize an individual officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

10.02 Deposits. All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Board of Elders selects.

10.03 Gifts. The Board of Elders may accept, on behalf of the Church, any contribution, gift, bequest, or devise for general purposes or for any special purpose of the Church, including but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property and real property and interest therein.

10.04 Ownership and Distribution of Property.

(a) The Church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

(b) “Dissolution” means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Church shall be paid and discharged or adequate provision shall be made therefore; (2) assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the responding provision of any future United States Internal Revenue Code), and are engaged in activities substantially similar to those of the corporation; this distribution shall be done pursuant to a plan adopted by the Board of Elders ; and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church's Declaration of Faith and basic form of government.

10.05 Approval of Purchases. The purchases of fixed assets in excess of \$100,000.00 shall be subject to the prior approval of the Board of Elders.

10.06 Whistleblower. The Board of Elders shall establish policies and procedures to allow and encourage any person having cause to believe that the Church is involved in any activity or transaction that is in violation of the law to report that belief to the Board of Elders or its designated representative and to have all such reports thoroughly investigated and the results reported to the Board of Elders. The reporting person shall not be subject to retaliation for making a good faith report. The

Board of Elders shall take any remedial or other corrective action that is appropriate for any reported violation that is found to be valid or accurate.

ARTICLE 11 CONFLICT OF INTEREST POLICY

11.01 Purpose. The purpose of the 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 a director or 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.

11.02 Definitions.

(a) Interested Person. Any director, principal officer, or member of a committee with powers delegated by the Board of Elders, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- 1) An ownership or investment interest in any entity with which the Church has a transaction or arrangement;
- 2) A compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement; or
- 3) A 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.

11.03 Procedures.

(a) 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 Board of Elders.

(b) 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, he or she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

(c) **Procedures for Addressing the Conflict of Interest.**

1) An interested person may make a presentation at the Board meeting, but after the presentation, 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.

2) The chairman of the Board of Elders may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3) After exercising due diligence, the Board of Elders 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) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Elders shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Church's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether to enter into the transaction or arrangement.

(d) **Violations of the Conflicts of Interest Policy.**

1) If the Board of Elders has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Elders determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

11.04 Records of Proceedings. The minutes of the Board of Elders 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 Board of Elder's decision as to whether a conflict of interest in fact existed.

(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.

11.05 Compensation.

(a) A voting member of the Board of Elders who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.

(b) 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.

(c) No voting member of the Board of Elders 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 12 BOOKS AND RECORDS

12.01 Required Books and Records. The Church shall keep correct and complete books and records of account.

12.02 Fiscal Year. The fiscal year of the Church shall begin on the first day of January and end on the last day in December in each year.

ARTICLE 13 INDEMNIFICATION

13.01 Who Shall Receive Indemnification. To the full extent permitted by the Code, as amended from time to time, the Church shall indemnify any Elder, officer, committee member, employee, or agent of the Church who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Church. Reasonable expenses may be advanced by the Church in defending such actions.

13.02 Determination of Right. A determination of the right to indemnification under the Code shall be made by legal counsel selected by the majority vote of the Board of Elders.

ARTICLE 14 MISCELLANEOUS PROVISIONS

14.01 Amendments to Bylaws. These Bylaws may only be altered, amended, or repealed, and new Bylaws may only be adopted by a two-thirds (2/3) majority vote of the members of the Board of Elders.

14.02 Construction of Bylaws. These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect,

the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

14.03 Seal. The Board of Elders may provide for a corporate seal.

14.04 Power of Attorney. A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Church to be kept with the Church records.

14.05 Christian Alternative Dispute Resolution. In keeping with 1 Corinthians 6:1-8, all disputes which may arise between any officer, Elder, employee, volunteer, or agent of this Church and the Church itself, shall be resolved in accordance with the then existing *Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation*. If efforts to conciliate or mediate the dispute fail, then the matter shall be resolved through binding arbitration. The decision of the arbitrators shall be binding on both parties, and both parties submit themselves to the personal jurisdiction of the courts of Texas both state and federal, for the entry of a judgment confirming the arbitrators' award. Each party shall bear their own costs, including attorneys' fees, related to any mediation, conciliation or arbitration proceeding. If a dispute may result in an award of monetary damages, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Church and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Church, and shall in no way affect the authority of the Church to investigate reports of misconduct, conduct hearings, or administer discipline of members.

ARTICLE 15 EMERGENCY POWERS AND BYLAWS

An "emergency" exists for the purposes of this section if a quorum of the Elders cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Elders may: (i) modify lines of succession to accommodate the incapacity of any Elder, officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the Board of Elders only needs to be given to those Elders for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One or more officers of the Church present at a meeting of the Board of Elders may be deemed directors for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any Elder, officer, employee or agent of the Church on the ground that the action was not authorized. The Board of Elders may also adopt emergency Bylaws, subject to amendments or repeal by the full Board of Elders, which may include provisions necessary for managing the corporation during an emergency including; (i) procedures for calling a meeting of the Board of Elders; (ii) quorum requirements for the meeting; and (iii)

designation of additional or substitute Elders. The emergency Bylaws shall remain in effect during the emergency and not after the emergency ends.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of New Life Fellowship Ministries and that the foregoing Amended and Restated Bylaws constitute the Bylaws of the Church. These Bylaws were duly adopted by the affirmative vote of a two-thirds (2/3) majority of the Board of Elders of the Church dated _____.

DATED: _____

By: _____

Name: _____

Title: Secretary