

DRAFT v3

**BYLAWS**  
**OF**  
**THE FIELDS CHURCH**  
**A Texas Nonprofit Corporation**

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**ARTICLE 1**

**Offices**

**Section 1.1 Registered Office and Agent.** The registered office and registered agent of The Fields Church (the “*Church*”) shall be as designated from time to time by the appropriate filing by the Corporation with the Office of the Secretary of State of the State of Texas.

**Section 1.2 Other Offices.** The Church may have offices at such other place or places within or without the State of Texas as the Board of Elders may from time to time establish.

**ARTICLE 2**

**Powers and Purposes**

**Section 2.1 Powers.** The Church will have all of the powers accorded not for profit corporations under the Texas Business Organizations Code (the “*TBOC*”). The Church will utilize such powers to engage in any lawful activity which is consistent with its purposes as set forth in the Certificate of Formation.

**Section 2.2 Purposes.** The purposes for which the Church is formed are to worship and serve God, to spread the Gospel of Jesus Christ, to establish, maintain, administer and operate a church, school and educational programs for religious instruction and expression and for all other lawful purposes for a Nonprofit Corporation under the Code.

**2.2.1 Vision.** The Vision of the Church is to be ‘a Church in the World’ with its membership, rooted in the Gospel of Jesus Christ, actively engaged in the world, taking church outwardly to the world, through fruitful service to the community and making disciples of all nations.

**2.2.2 Mission.** The Mission of the Church is to glorify God by making disciples of all nations through the truth of Jesus in the context of relationships.

**Section 2.3 Not for Profit Status.** The Church is not organized, nor will it be operated, for profit. No part of the net earnings of the Church will inure to the benefit of, or be distributable to, any member, Elder or Officer of the Church or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Church affecting one or more of its purposes), and no member, Elder or Officer of the Church, or any private individual, will be entitled to share in the distribution of any of the corporate assets on dissolution of the Church; provided, however, the Church may confer benefits in the form of distributions, in dissolution or otherwise, upon any not for profit corporation qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or any corresponding sections of any prior or future law (the “*Code*”). The Church is intended to qualify for the federal income tax exemption provided by Section 501(c)(3) of the Code. Accordingly, notwithstanding any other provision of the Certificate of Formation or these Bylaws, the Church will not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from taxation under Section 501(c)(3) of the Code, or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code. Further, notwithstanding anything to the contrary

in these Bylaws, each taxable year the Church shall distribute its income at such time and in such manner as not to subject the Church to tax under Section 4942 of the Code.

In addition, the Church shall not (i) engage in any act of self-dealing (as such term is defined in Section 4941(d) of the Code), (ii) retain any excess business holdings (as defined in Section 4943(c) of the Code), (iii) make any investments in such manner as to subject the Church to tax under Section 4944, or (iv) make any taxable expenditures (as defined in Section 4945(d) of the Code).

## ARTICLE 3

### Membership

**Section 3.1 Membership.** The membership of the Church (the “*Membership*”) shall be comprised of individuals (the “*Members*”) who (a) profess their faith in Jesus Christ, (b) have been baptized by immersion, in accordance with biblical principles, as determined in the sole discretion of the Elders, (c) meet other membership requirements as may promulgated by the Elders from time to time, (d) have indicated that his/her attitudes and/or beliefs will not disrupt either the doctrinal or the spiritual unity of the Church, (e) have a manner of life which is not contrary to the Word of God, and (f) elects to join the Church after satisfaction of the foregoing.

#### **3.1.1 Procedure of Membership**

- (i). Acceptance of the inquirer: Any person desiring to become a Member of the Church and who makes such a request to the Pastor or to any Elder, and who meets the qualifications of this article, shall be received as a Member into the fellowship of the Church.
- (ii) Acceptance procedure: The procedure that shall be followed in receiving new Members shall be as follows:
  - a. Attend all required Membership classes;
  - b. An initial interview by one or more of the Elders (left to Elder discretion);
  - c. A unanimous approval of a quorum of the Elders;
  - d. An announcement of the candidacy must be made to the Church via electronic communications or on a Sunday prior to formal presentation of the individuals requesting membership before the Church, allowing the Church to bring any Scriptural objections to the attention of the Elders;
  - e. At the time of presentation of the Member candidates before the Church, in the absence of any objections, automatic approval of membership will be established and shall be announced at that time.
- (iii) Inactive Members: Any person not in attendance for four consecutive months shall automatically be declared inactive and forfeit his voting rights. Such Members shall be reinstated as active Members at the discretion of the Board of Elders.
- (iv) Examination of the Membership Rolls: It shall be the duty of the Elders to examine the Membership rolls at least annually. Any Member who has been absent from the services of the Church for a period of one year or longer, and who fails to give satisfactory reason for such absence, may be removed from the Membership rolls of the Church or placed on the inactive roll at the discretion of the Board of Elders.
- (v) Active Voting Membership: Those active Members who are eighteen (18) years of age and over shall be considered Active Voting Members, and shall have the right to participate in those actions which these Bylaws require to be brought before the Church.
- (vi) Non-Voting Members: Those under 16 may obtain Non-Voting Membership status by satisfying the requirements listed in Sections 3.1 and Section 3.1.1. Upon reaching the age of 16 the Non-Voting Member may become a Voting Member upon request.
- (vii) Discipline: Any Member of the Church may come under the discipline of the Church for

action contrary to the Word of God which may result in Termination of Membership in accordance with Section 3.2.

**Section 3.2 Procedure for Member Discipline.** The threefold purpose of church discipline is to glorify God by maintaining purity in the local church (1 Cor. 5:6), to edify believers by deterring sin and promoting purity (1 Tim 5:20), and to promote the spiritual welfare of the offending believer by calling him or her to return to a biblical standard of doctrine and conduct (Gal 6:1). The Lord Jesus Christ has entrusted the local church with the authority and responsibility to discipline members for flagrant sin or serious doctrinal error, with the goal of the restoration of the offender. This discipline is entrusted to the Elder Board and the Membership of the Church and is to follow the biblical pattern as set forth in Matthew 18:15-20; 1 Corinthians 5; 2 Corinthians 2:7-8; Galatians 6:1; 2 Thessalonians 3:6; Titus 3:10-11; and 2 John 7-11. Any Member of this Church who practices or affirms a doctrine or conduct that, in the judgment of the Elder Board, is opposed to the teaching of the Word of God, or is threatening to the testimony of this Church, or is divisive to the body, shall be subject to church discipline. Discipline will follow the said biblical pattern, and is an effort to bring the individual to repentance and protect the Church from unrepentant sin. Discipline may involve exclusion from participation in ministry, communion, or the activities of the Church as well as dismissal from the fellowship of this Church. An individual may be disciplined by the Elder Board short of dismissal from the fellowship, as they deem appropriate for the specific circumstance (for example, an individual may remain in certain circumstances a Member of this Church but be denied the privilege of serving in a particular ministry). The Elder Board, as is required by Scripture, may report to the congregation the names of those who are recommended for Termination of Membership by reason of church discipline, and the reason for that discipline, as described in Matthew 18:15-20. Section 3.3 defines the procedure that will be followed for Termination of Membership. The Members of this Church further knowingly and voluntarily agree that a Member cannot voluntarily withdraw or resign his or her membership in the midst of the discipline process, and may only voluntarily withdraw or resign his or her membership if they are not the subject of a discipline proceeding at the time or only after a disciplinary process, of which they are the subject, has been concluded as determined by the Elder Board.

**Section 3.3 Procedure for Termination of Membership.** Membership may be terminated (a) voluntarily by the Member by written request, provided that the Member is not the subject of a discipline proceeding (b) by transfer to another church confirmed by written request, (c) upon death of the Member or (d) by the affirmative vote of a quorum majority of the Active Voting Members if (i) the Elders have determined that the Member has discontinued attendance and commitment to the overall vision of the Church or (ii) the Elders have determined, in the sole discretion of the Elders, and recommend to the Membership that the Member should be removed from Membership according to the process and requirements for such action set forth in Scripture

**Section 3.4 Record of Members.** The Board of Elders or an officer designated by the Board shall keep a current list of the Membership.

**Section 3.5 Meetings of Members and Accountability.**

- 3.5.1 Annual Meeting.** The Members shall meet at least once each year (the “*Annual Meeting*”) to:
- (i) elect Elders in accordance with Article 4 below;
  - (ii) review reports from the Elders, officers, pastors and employees regarding the accomplishment of ministry goals;
  - (iii) review reports regarding the financial performance and reporting of the Church and the budget prepared by the Elders, officers, pastors and employees and approve or reject the budget.

**3.5.2 Other or Special Meetings.** Any annual or special meeting of the Members may be called by a

majority of the Elders or by a petition signed by one-third of the Active Voting Membership on the current list of Membership at the time the meeting is called.

**Section 3.6 Notice of Meeting.** Written notice of the place, hour and date, and agenda details of any meeting of the Membership must be provided ten days prior to the date and time of the meeting and distributed to the Membership by e-mail, social media, by posting notice conspicuously at the place of worship and instruction or by announcing such meeting at a regularly scheduled worship service of the Church.

**Section 3.7 Quorum.** A quorum for the Members to transact any business at any duly noticed meeting shall consist of no less than ten percent of Active Voting Membership.

**Section 3.8 Votes.** Members shall only have voting rights with respect to the following matters: (a) election of Elders in accordance with Section 4.4 hereto (b) removal of Elders in accordance with Section 4.5 hereto, (c) election of Deacons in accordance with Sections 5.2 and 5.3 hereto (d) removal of Deacons in accordance with Section 5.4 hereto, (e) approval of a new Lead Pastor who was recommended by the Elders (f) approve an amendment to the Church's Certificate of Formation or Bylaws recommended by the Elders, (g) approval of the Elder's recommendation to perform any "fundamental action" as defined in Section 22.164 of the TBOC, (h) approval of the Church's annual budget, and (i) removal of a Member in accordance with Section 3.1.1, vii, and with Section 3.3. The vote required of the Members as to any matter is a majority of those Members in attendance at a meeting; except that any vote to (a) remove an Elder pursuant to Section 4.5 hereto, (b) approve an amendment to the Church's Certificate of Formation or Bylaws and (c) approve any "fundamental action" as defined in Section 22.164 of the TBOC shall require the affirmative vote of two-thirds of the Members in attendance at the respective meeting. No vote shall be taken as to any matter not described in the agenda details set forth in the notice of that meeting.

## ARTICLE 4

### Elders

**Section 4.1 Board of Elders.** The Church shall be managed by a board of elders (the "*Board of Elders*" or the "*Board*"), whose members shall constitute the "directors" of the Church, as such term is used with respect to Nonprofit Corporations in the TBOC (the "*Elders*"). There shall always be at least 3 Elders on the Board. The exact number of Elders may be determined by resolution of the Board at any time.

**Section 4.2 Term.** Elders shall be elected for terms of two (2) years each and will hold office until the earliest of their death, removal, disability, resignation or replacement upon expiration of their respective terms by duly elected and qualified successors. Terms of Elders shall be staggered to the extent possible such that the terms of no more than one-third of the total number of Elders shall expire at any one time. Elders may be re-elected for successive terms by the Membership in accordance with Section 4.3 and Section 4.4. The Lead Pastor, as defined in Section 6.1, shall serve perpetually as the Lead Elder of the Board of Elders until his death, disability, resignation or removal. Removal of the Lead Pastor in accordance with Section 6.3 hereto shall also constitute the removal of the Lead Elder from the Board of Elders.

**Section 4.3 Nominations.** Nominations for Elders shall be submitted in writing to the Lead Elder no less than ten days prior to the Annual Meeting or prior to a special meeting called to elect Elders. The Elders shall review the nominations and make a determination as to whether the Elder meets the Elder Requirements (as defined below). If the Elders unanimously agree that that (i) the nominee is qualified to be an Elder and (ii) deem it in the best interests of the Church for the nominee to be made an Elder at such time, the Elders shall submit the nominee for approval of the Membership.

**Section 4.4 Election of Elders.** Elder nominees submitted to the Membership for election shall be elected by a majority vote of the Members of the Church in attendance at the meeting of the Membership duly called and noticed for the purpose of electing Elders. Whenever a vacancy occurs on the Board of Elders between

meetings of the Members, including a vacancy resulting from an increase in the number of Elders or the removal of one or more Elders, it may be filled by the affirmative vote of a majority of the remaining Elders even if the remaining Elders constitute less than a quorum. The Elder(s) so selected by the Board in accordance with this Section 4.4 shall serve only the remaining term of the Elder being replaced.

**Section 4.5 Removal of Elders.** Any Elder (other than the Lead Elder) may be removed with or without cause upon both (a) the recommendation by Board of Elders (such recommendation determined by the vote of at least a majority of the disinterested Elders) to the Members that an Elder be removed and (b) the vote of two-thirds of the Members of the Church in attendance at the meeting of the Membership duly called and noticed for the purpose of removing such Elder. Removal of the Lead Pastor in accordance with Section 6.3 hereto shall also constitute the removal of the Lead Elder from the Board of Elders.

**Section 4.6 Qualification.** Each Elder must (i) be a member of the Church, (ii) be of male gender (as required by Scripture), (iii) be able to teach (as required by Scripture) and (iv) perform duties set forth in Section 4.8 (the “*Elder Requirements*”). At least one-half of the Elders must be citizens of the United States.

**Section 4.7 Resignation.** Any Elder may resign at any time. Such resignation shall be made in writing and shall take effect upon the later of (i) its delivery to the Lead Elder of the Board of Elders or (ii) a later date specified in the written notice of resignation. If the Lead Elder resigns, such resignation shall be made in writing and shall take effect upon delivery to a majority of the remaining Elders. An Elder may request a withdrawal of his resignation any time before the effective date of his resignation and such withdrawal of resignation shall become effective immediately upon receiving the vote of at least two-thirds of the remaining Elders approving such withdrawal.

**Section 4.8 Powers.** Primarily, Elders will be entrusted with the ministry of prayer and the teaching of the Word of God at the Church. Under the leadership of the Lead Elder, the Elders shall be responsible for building a shared global vision for The Fields Church in order to effectively share the Gospel of Jesus Christ. This may include assessing the current organization to determine its alignment with the vision, formulating strategies consistent with the vision including: modifying the organizational structure to ensure it can support growth, approving the annual budget or any changes thereto, approving the selection of auditors, and any other task required for the responsible operation of the Church. Scripturally, the Elders of the Church will be entrusted with the following duties:

- Praying & Studying Scripture
- Ruling/leading the church
- Managing the church
- Caring for members of the church
- Giving account to God for the church
- Living exemplary lives
- Teaching the Bible correctly
- Preaching
- Praying for the sick
- Teaching sound doctrine and refuting false teachings
- Rightly using money and power
- Protecting the church from false teachers
- Disciplining unrepentant Christians
- Obeying the secular laws as the legal ruling body of a corporation
- Developing other leaders and teachers.

**Section 4.9 Meetings.** The Board of Elders of the Church may hold meetings either within or outside the State of Texas.

**Section 4.10 Annual Meeting.** Each year the Board of Elders shall meet for the purpose of electing officers and transacting such other business as may be brought before the meeting; the meeting will be held immediately

following the Annual Meeting of the Membership of the Church. The Board of Elders may by resolution provide for the time and place of other regular meetings. Notice of such regular meetings shall be given at least seven (7) days prior to such regular meeting.

**Section 4.11 Quarterly and Special Meetings.** The Board shall meet at least once per quarter (a “*Quarterly Meeting*”) according to the schedule of quarterly meetings determined each year at the Annual Meeting of the Board of Elders. Meetings of the Board may also be called on the written request of (i) the Lead Elder or (ii) one or more Elders, at such time and place as may be stated in the written request (a “*Special Meeting*”).

**Section 4.12 Notice of Special Meetings.** Written notice of the date, place and hour of any Special Meeting or any changes to the date of a Quarterly Meeting of the Board of Elders must be given by or under direction of the Secretary, to each Elder at least two (2) days before the meeting; provided, however, that oral or email notice may be given to Elders in lieu of written notice so long as the party giving the notice to the Elders files with the Church a written statement of the date, time, place and manner of the oral notices. Neither the business to be transacted at, nor the purpose of any meeting of the Board of Elders, need be stated in the notice or waiver of notice of such meeting.

**Section 4.13 Written Action Without a Meeting.** Any action required to be taken, or which may be taken, at a meeting of the Board of Elders or a Committee thereof, may be taken without a meeting, if a consent in writing, setting forth the action so to be taken, is signed by all of the Elders, or all of the members of the Committee, as the case may be. Such consent will have the same effect as a unanimous vote. Such “signature” may be “electronic signature” by personal email from each Elder. The Secretary shall maintain copies of e-mail from each Elder, as applicable.

**Section 4.14 Quorum and Voting.** At all meetings of the Board, two-thirds of the Elders then in office will constitute a quorum for the transaction of business. The act of a majority of Elders present at a meeting where a quorum is present will be the act of the Board of Elders, except as may be otherwise specifically provided by law, the Certificate of Formation or these Bylaws. If at any meeting of the Board of Elders there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time and place to place until a quorum will have been obtained. Notwithstanding the foregoing, the following actions shall require the affirmative vote of two-thirds of all Elders: (a) recommending the removal of an Elder to the Members, (b) recommending for Member approval an amendment to the Church’s Certificate of Formation, (c) amending these Bylaws (d) recommending for Member approval any “fundamental action” as defined in Section 22.164 of the TBOC and (e) any other action set forth in these Bylaws requiring a two-thirds vote of the Elders.

**Section 4.15 Organization.** The Lead Elder/Lead Pastor of the Church will act as Lead Elder of the Board and the Secretary will act as Secretary at all meetings of the Board.

**Section 4.16 Committees.**

**4.16.1 Finance Committee.** The Finance Committee, if one has been appointed, should be made up of wise men and women Members that will serve as advisors to the Elders. The Lead Pastor or his designee shall work alongside the Finance Committee in order to gain wisdom and proper clarity so that Church will be good stewards of the resources that God has given. The Finance Committee shall not have the authority to implement policies and procedures at the Church, but shall primarily have the role of recommending a yearly budget to the Elders and approving changes to any unforeseen updates or budgetary changes. The Lead Pastor or his designee and the Elders shall consider the wise counsel of the Finance Committee before making or approving significant budget actions including budgetary changes in excess of an amount to be determined by the Board of Elders, as may be adjusted from time to time, which shall initially be \$5,000. Any budgetary change in excess of an amount to be initially determined by the Board of Elders, which shall initially be \$10,000, following recommendation by the Elders, will require an affirmative majority vote of a Membership quorum.

The duties of the Finance Committee are to include but are not limited to:

- Preparing the annual budget and make recommendations to the Elders regarding such
- Recommendation of spending policies and procedures that would be in the best interest of the Church
- Communicating with the Church Members of the current financial status
- Monitoring the financial health of the Church
- Reviewing the effectiveness of current fiscal policies
- Advising the Lead Pastor or his designee whenever necessary to ensure that wisdom is used in the utilization of resources at the Church

In the absence of an appointed Finance Committee, the Elder Board in coordination with the Treasurer will carry out the duties of the Finance Committee until such a time that the scope of such activities warrants, at the discretion of the Elders, establishment of such a committee.

**4.16.3 Other Committees.** The Board may from time to time create such other committees and delegate such duties and powers thereto as it may deem advisable, provided that no delegation of power to such other committees may include any of the powers excluded under Section 4.16.1(2) of this Article. Each committee must have three or more members who serve at the pleasure of the Board of Elders. The Board may from time to time also disband committees and retain such duties and powers therefrom as it may deem advisable.

**4.16.4 Committees Generally.** Each committee must elect its own chairman (unless a chairman has been designated by the Board of Elders) and may hold regular meetings without notice. Special committee meetings may be called by the chairperson of the committee or by the Board and notice of any special meeting must be given in the manner provided hereinabove for notice of special meetings of the Board of Elders. Quorum and voting requirements and the term, removal, and resignation Bylaws applicable to the Board of Elders will apply to Committees. Each committee must keep regular minutes of its proceedings and report the same to the Board of Elders. Any committee member may be removed with or without cause by a vote of at least a majority of the Elders.

**Section 4.17 Compensation.** Elders will not be compensated for their service as an Elder. Nothing herein contained shall be construed to preclude any Elder from serving the Church in any capacity as an officer, pastor, employee, agent, or otherwise, and receiving compensation therefore.

**Section 4.18 Attendance by Telephone.** Any member or members of the Board of Elders or an Executive Committee or other committee will be deemed present and voting at a meeting of such Board or Committee if said member or members participate in the meeting by means of a conference telephone or other communications equipment enabling all persons participating in the meeting to hear each other at the same time. Participation by such means will constitute presence in person at a meeting.

## ARTICLE 5

### Deacons

**Section 5.1 Roles of Deacons.** Deacons are servants of the Church who are appointed by the Membership for the ministry of administrating care for God's people. Deacons shall not have any additional voting rights, except as set forth in Section 3.8 hereto.

**Section 5.2 Nomination of Deacons.** Members may nominate individuals for appointment as Deacons by notifying the Elders. If the Elders determine that (i) the nominee is qualified to be a Deacon and (ii) deem it in



the best interests of the Church for the nominee to be made a Deacon at such time, the Elders shall submit the nominee for approval of the Membership.

**Section 5.3 Election and Assignment of Deacons.** Deacon nominees submitted to the Membership for election shall be elected by a majority vote of the Members of the Church in attendance at the meeting of the Membership duly called and noticed for the purpose of electing Deacons. The Elders will assign Deacons such duties and responsibilities as determined by the Elders, provided that the primary role of teaching and preaching shall reside with the Elders.

**Section 5.4 Removal of Deacons.** Any Deacon may be removed with or without cause by (a) vote of at least a majority of the Elders to recommend removal to the Membership and (b) the affirmative vote of a majority of the Members of the Church in attendance at the meeting of the Membership duly called and noticed for the purpose of removing such Deacon.

**Section 5.5 Deacon Requirements.** Deacons may be either a man or woman, must be members in good standing, and must meet the requirements for deacons set forth in 1 Timothy 3:8-13. Whether a deacon meets such requirements shall be determined in the sole discretion of the Elders.

## ARTICLE 6

### Officers

**Section 6.1 Officers.** The officers of this Corporation (the “*Officers*”) shall consist of a Lead Pastor, a Secretary and a Treasurer, and may consist of such other officers with such titles, powers and duties as may be prescribed from time to time by the Board of Elders. Officers shall be elected by the Board of Elders at its Annual Meeting or in a Special Meeting. The Lead Pastor shall also serve as the Lead Elder of the Board of Elders.

**Section 6.2 Term of Office; Vacancies.** The Lead Pastor shall hold office until his death, disability, resignation or removal. Each other Officer shall serve until the earliest of such Officer’s death, disability, resignation, removal or replacement by his duly elected and qualified successor. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Elders. In the event of a vacancy in the position of Lead Pastor, the Elders in consultation with ministry staff members shall designate individuals to serve on a Lead Pastor selection team. The Elders shall select a new Lead Pastor with an affirmative vote of two-thirds of the Elders and recommend his election to the Members for approval. During this interim period between Lead Pastors, action required by the Lead Pastor can be conducted by an Elder selected by the body of Elders. The Elders will be entrusted with the duty of the Preaching of the Word during this interim time as well— whether that be through delegation of credible Teachers or through the exercise of Elders.

**Section 6.3 Removal of Lead Pastor.** Subject to the rights, if any, under any contract for employment with the Church, the Lead Pastor shall only be removed by the affirmative vote of two-thirds of the Elders. The vote to remove the Lead Pastor may only be taken after just cause is found to warrant removal. Just cause exists if the Lead Pastor (a) falls into sinful or worldly practices without repentance, as determined in the sole discretion of the disinterested Elders or (b) neglects his duties, as determined in the sole discretion of the disinterested Elders. Once the Elders have taken such action, the Members shall vote to affirm or dismiss such action. A two-thirds vote of Active Voting Membership is necessary to affirm the removal of the Lead Pastor.

**Section 6.4 Removal of Other Officers.** Officers (other than the Lead Pastor) may be removed at any time with or without cause by action of the Board of Elders by the affirmative vote of a majority of the Elders then in office. Election or appointment of an Officer will not of itself create contract rights. This provision will not prevent the making of a contract of employment for a definite term with any Officer and will have no effect upon any cause of action which any Officer may have as a result of removal in breach of a contract of

employment.

**Section 6.5 Resignations.** An Officer may resign at any time by delivering notice to the Lead Elder. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Church accepts the future effective date, the Board of Elders may fill the pending vacancy before the effective date if the Board of Elders provides that the successor does not take office until the effective date of the pending vacancy.

**Section 6.6 Refund of Payment.** In the event that the Internal Revenue Service disallows, in whole or in part, the deduction by the Church as an ordinary and necessary business expense of any payment made to an officer of the Church, for the reimbursement of expenses incurred by such Officer, such Officer must reimburse the Church to the full extent of such disallowance. The Board of Elders of the Church will have the duty to require each such officer to make such reimbursement, and it will be the legal duty of each such officer thus to reimburse the Church.

**Section 6.7 Powers and Duties.**

**6.7.1 In General.** The Officers of the Church will have such powers and duties as generally pertain to their respective offices, including the powers and duties provided by these Bylaws, as well as such powers and duties as from time to time may be conferred by the Board of Elders.

**6.7.2 Lead Elder/Lead Pastor.** The Lead Pastor shall serve as the Lead Elder of the Board (“*Lead Elder*”) and preside at all meetings of the Board of Elders.

The Lead Elder shall also:

- (1) Preside at the Annual Meeting of the Members of the Church;
- (2) Present at each Annual Meeting of the Elders a report of the condition of the business of the Church;
- (3) Cause to be called regular and special meetings of the Elders in accordance with these Bylaws;
- (4) Sign and make contacts and agreements in the name of the Church;
- (5) See that the books, reports, statements and certificates required by statute are properly kept and filed according to law;
- (6) Sign notes, drafts or bills of exchange, warrants or other orders for the payment of money duly drawn on behalf of the Church; and
- (7) Supervise all employees of the Church;

**6.7.3 Secretary.** The Secretary will:

- (1) Prepare the minutes of the meetings of the Board of Elders and keep the minutes in appropriate permanent books of record;
- (2) Give and serve all notices of the Church;
- (3) Be the custodian of the records and of the seal, and affix the latter when required, and authenticate records of the Church when required;

- (4) Maintain the corporate records in the manner prescribed by law; and
- (5) Attend to all correspondence and perform all the duties incident to the office of the Secretary.

**6.7.4 Treasurer.** The Treasurer will:

- (1) Keep accounts of and have the care and custody of and be responsible for all the funds and securities of the Church;
- (2) Be authorized to, and may delegate responsibility to deposit funds in the name of the Church in such bank or banks, trust company or trust companies, or safe deposit vaults as the Board of Elders may designate;
- (3) Exhibit, at times required by law or these Bylaws, the corporate financial books and accounts to any Elder upon request;
- (4) Render a statement of the condition of the finances of the Church (upon month end closing of the books, and at such other times as it will be required of the Treasurer) and a full financial report prior to the Annual Meeting of the Elders and the Annual Meeting of the Members of the Church;
- (5) Maintain current books of account of all of its business transactions and such other books of account that the Board of Elders may require; and
- (6) Do and perform all other duties pertaining to the office of the Treasurer.
- (7) Oversee the performance by Church staff of any of the foregoing.

**Section 6.8 Delegation of Duties.** In the case of the absence or disability of any officer of the Church or for any other reason deemed sufficient by a majority of the Board, the Board of Elders may delegate such Officer's respective powers or duties to any other officer or to any Elder or agent of the Church for a specified period or until said delegation is revoked by the Board of Elders, provided that such delegation is otherwise permitted by law and by the Certificate of Formation and these Bylaws.

## **ARTICLE 7**

### **Statements of Faith and Belief and Related Policies**

**Section 7.1 Foundational Statements of Faith and Belief.** The Church is founded first and foremost upon the faith and beliefs as outlined in the Bible, which we believe to be the inspired, sufficient, inerrant, and authoritative Word of God. Our doctrine, actions and activities should be governed by the authority of Scripture. Elders are given authority for leadership of the Church and, as means to guard the doctrine of the Church, for final interpretation of the Scriptures as defined in Section 7.4. The Church believes that our faith is built upon the lasting legacy of the generations before us. Therefore, we hold to several historical Christian creeds and confessions which we believe accurately reflect the teaching of God and what He has done according to the Word of God in Scripture. The Church upholds the following Creeds, Confessions, and Statements of Faith and Belief: The Apostles Creed (2<sup>nd</sup> Century), The Nicene Creed (A.D. 325 and 381), The London Baptist Confession (1689), The New Hampshire Confession (1833), and The Baptist Faith and Message (2000). The Baptist Faith and Message (2000) being the most recent Statement of Faith and Belief, most clearly addresses most modern topics related to faith and belief of the Church and should be considered a primary reference.

**Section 7.2 Statement on Marriage, Gender, and Sexuality.** We believe that God wonderfully and

immutably creates each person as male or female, and that these two distinct, complementary genders together reflect the image and nature of God. We believe that God created marriage to be exclusively the union of one man and one woman for a lifetime, and that intimate sexual activity is to occur exclusively within that union.

**7.2.1 Marriage Policy.** Because God has ordained marriage and defined it as the covenant relationship between a man, a woman, and Himself, the Church will only recognize marriages between a biological man and a biological woman as defined by birth gender. Further, the Pastors, Elders, and staff of the Church shall only participate in weddings and solemnize marriages between one man and one woman. Further, the Pastors, Elders, and staff of the Church reserve the right to not participate in weddings and solemnize marriages of individuals who are not Members of the Church or who are living in a manner which is contrary to the Word of God. Further, the facilities and property of the Church shall only host weddings between one man and one woman. Upon submission of a request to participate in, perform, or solemnize a wedding, in accordance with Section 7.4, the Elders, at their sole discretion, will make determination as to whether the union would conform to the Biblical definition and requirements for marriage and not be in conflict with Section 7.2.

**Section 7.3 Statement on the Sanctity of Human Life.** We believe that all human life is sacred and created by God in His image. Human life is of inestimable worth in all its dimensions, including pre-born babies, the aged, the physically or mentally challenged, and every other stage or condition from conception through natural death. We are therefore called to defend, protect, and value all human life. (Psalm 139.)

**Section 7.4 Final Authority for Matters of Belief and Conduct.** The statements of faith do not exhaust the extent of the beliefs of the Church. The Bible itself, as the inspired and infallible Word of God that speaks with final authority concerning truth, morality, and the proper conduct of mankind, is the sole and final source of all that we believe. For purposes of The Fields Church's faith, doctrine, practice, policy, and discipline, our Elder Board is the Church's final interpretive authority on the Bible's meaning and application.

**Section 7.5 Affiliations of the Church.** The Fields Church functions as an autonomous gathering of believers in Jesus Christ submitted first to the Word of God as final authority. The Church, its Elder Board, and its Membership function autonomously, however, also voluntarily have chosen to align with certain associations and conventions on the basis of shared faith, doctrine, and practice for the purpose of partnering with other like-minded churches to carry out the aim of the Gospel of Jesus Christ and in support of the ministry of the Church. These voluntary affiliations include the Southern Baptist Convention, the International Mission Board, the North American Mission Board, the Southern Baptists of Texas Convention, and the Tarrant Baptist Association. In order to carry out the vision of the Church to be 'a Church in the World', the Church, is also voluntarily partnered with the Arlington-Mansfield YMCA to meet the physical and spiritual needs of our community and to support the YMCA in their mission which is "...to put Christian principles into practice through programs that build healthy spirit, mind and body for all."

## ARTICLE 8

### Notices

**Section 8.1 Recording.** Whenever these Bylaws require notice to be given to Elders, or committee members, proof of such notice whether given by mail, by telephone, by email, by telegraph, by text message, or by personal contact will be recorded and filed by the Secretary in the minute book and incorporated into the minutes for the meeting to which such notice pertains.

**Section 8.2 Waiver.** Whenever any notice of a meeting is required to be given under the provisions of the laws of the State of Texas, of the Certificate of Formation, or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, either before, at or after the meeting, will be deemed equivalent to such required notice. Attendance of a person entitled to notice at a meeting will also constitute a waiver of notice of such meeting; provided, however, that such attendance will not constitute such a waiver if

said person attends said meeting solely for the purpose of; and limits his participation at the meeting to, objecting to the transaction of any business because the meeting is not lawfully called or convened and states such objection at the beginning of the meeting.

## ARTICLE 9

### Designated Financial Agents, Signatures and Seal

**Section 9.1 Designated Financial Agents.** All funds of the Church will be deposited in the name of the Church in such bank, banks or other financial institutions as the Board of Elders may from time to time designate and will be drawn out on checks, drafts or other order signed on behalf of the Church by such person or persons as the Board of Elders may from time to time designate.

**Section 9.2 Other Agreements.** Except as otherwise specifically provided by these Bylaws, all contracts, agreements, deeds, bonds, mortgages and other obligations and instruments not included in the approved yearly budget must be signed on behalf of the Church by the Lead Pastor and by such other officer, officers, agent or agents as the Board of Elders may from time to time by resolution provide.

## ARTICLE 10

### Conflicts of Interest

**Section 10.1 Ratification of Transaction.** Any contract or other transaction between the Church and or more of its Elders or any corporation, firm, association, entity in which one or more of its Elders are Elders officers or are financially involved will be either void or voidable because of such relationship or interest unless:

**10.1.1** The fact of such relationship or interest is disclosed in writing and known to the Board of Elders or committee of the Board which authorizes, approves or ratifies the contract or transaction and is approved and/or ratified by a vote or written consent of a majority of the disinterested Elders; and

**10.1.2** The contract or transaction is fair and reasonable to the Church at the time it is authorized by the Board or a committee of the Board.

Notwithstanding anything the contrary in these Bylaws, no self-dealing, as such term is defined in Section 494 1(d) of the Code, shall be permitted.

**Section 10.2 Requirements for Approval by Elders.** For purposes of Section 9.1.1, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Elders on the Board of Elders, or on the committee, who have no relationship or interest in the transaction described in Section 9.1.1, but a transaction may not be authorized, approved, or ratified under this Article by a single Elder. If a majority of the Elders who have no such relationship or interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this Article. The presence of, or a vote cast by, an Elder with such relationship or interest in the transaction does not affect the validity of any action taken under Section 9.1.1 if the transaction is otherwise authorized, approved, or ratified as provided in Section 9.1.1, but such presence or vote of those Elders may be counted for purposes of determining whether the transaction is approved under the TBOC.

## ARTICLE 11

### General Provisions

**Section 11.1 Fiscal Year.** The fiscal year of the Church will begin on January 1 and end on December 31 of each year.

**Section 11.2 Articles and Other Headings.** The Articles and other headings contained in these Bylaws are for reference purposes only and will not affect the meaning or interpretation of these Bylaws.

**Section 11.3 Minutes, Books and Records of Account.** The Church will keep correct and complete books and records of account and will keep minutes of the proceedings of its Board of Elders, and committees of Elders.