

**AMENDED AND RESTATED BYLAWS
OF
BETHEL BIBLE CHURCH OF TYLER**

These Amended and Restated Bylaws govern the affairs of Bethel Bible Church of Tyler, a Texas nonprofit religious corporation (the “Church”). The Church is organized under the Texas Business Organization Code, as amended (the “Code”). These Bylaws amend and restate, in its entirety, the previous Bylaws of the Church, as amended.

**ARTICLE 1
NAME AND PRINCIPAL OFFICE**

The name of this religious nonprofit organization is Bethel Bible Church of Tyler. The principal office of the Church in the State of Texas shall be located in Tyler, Smith County, Texas. The Board of Directors (hereafter the “Board of Trustee Elders”) of the Church 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 be, but need not be, identical with the Church’s principal office in Texas. The Board of Trustee Elders may change the registered office and the registered agent as provided in the Code.

**ARTICLE 2
STATEMENT OF FAITH AND BELIEFS**

2.01 Core Beliefs

While our pastors, teachers and elders affirm their substantial agreement with the full doctrinal statement (below), members need only agree with these eight essentials:

1. The authority and inerrancy of Scripture;
2. The Trinity;
3. The full deity and humanity of Jesus Christ;
4. The spiritual lostness of all humanity and need for regeneration;
5. The substitutionary atoning death and bodily resurrection of Jesus Christ;
6. Salvation by grace alone, by faith alone in Christ alone;
7. The indwelling by the Holy Spirit of every Christian at new birth; and
8. The physical return of Jesus Christ in glory, followed by His reign on earth.

2.02 Statement of Faith

(a) The Scriptures. We believe that the entire Bible is inspired of God and that holy men of God “were moved by the Holy Spirit” to write the words preserved in the Scriptures. We believe that this divine inspiration extends equally and fully to all parts of the sacred writings – historical, poetical, doctrinal, and prophetic – as appeared in the original manuscripts. We believe that the whole Bible (66 books) in the original manuscripts is, therefore, without error. We believe both the Old and New Testament Scriptures reveal the glory of the Lord Jesus Christ as Creator, Redeemer and Coming King. We also believe that all the Scriptures were designed for our practical instruction. (Mark 12:26, 36; 13:11; Luke 24:27, 44; John 5:39; Acts 1:16; 17:2-3; 18:28; 26:22; 23; 28:23; Romans 15:4; 1 Corinthians 2:13; 10:11; 2 Timothy 3:16; 2 Peter 1:21)

(b) The Godhead. We believe God is eternal. He has existed forever and forever will continue to exist. He is outside of time, the creator of time, and also acts within time. He knows all things and is the origin of all things. God assumes an active role in His creation while, at the same time, remaining independent from His creation. He is holy, kind, and good, and His “loving-kindness is everlasting.” God is “compassionate, gracious, slow to anger and abounding in love.” God is unchangeable. He is sovereign and executes righteous justice over all the earth. God is Love. All events in nature are acts of God, ordinary and extraordinary.

We believe He is a God of one essence that eternally exists simultaneously in three persons: Father, Son, and Holy Spirit. The essence of God is all of these persons equally and all of these persons are equally the essence of God. The character of God is bound up in His essence. The distinct roles of God are bound up in His Persons. The persons are not separate from each other, only three distinctions. This is to say that God exists and functions as Trinity.

We believe God the Father is eternal. The Father is the functional head of the Trinity. He is the giver of life, the Father of all Creation. The Father is the sender of the Son, who is the incarnate God, for the purpose of redeeming His creation. He has decreed to the Son all of creation. The Father is the source of the Spirit, who is the outpouring of God. He is the elector and predestinator of His creation. He adopts those He chooses and bestows upon them an inheritance according to His glory and grace. He “causes all things to work together for good to those who love Him and are called according to His purpose,” despite the presence and acts of evil.

We believe God the Son is eternal. He is the image of the invisible God. He is the agent and the reason for Creation. In Jesus Christ, God incarnated His Essence through the Person of Jesus, God the Son, with the created substance of man, becoming one substance with man. Thus, the eternal God Son functions in one substance with two natures in the form of man, at the same time being both fully God and fully human; retaining without hindrance the complete character and nature of the Triune God, and the total character and nature of created man. Jesus Christ, thus, has two natures, each of which retains its integrity, remaining unconfused and unchanged, undivided and unseparated, but he is only one person. God the Son remains in His incarnated state without compromising the Triune existence of the one Essence, God.

We believe God the Holy Spirit is eternal. The Holy Spirit is the functional presence of God in the world. “He is of God, of the Father, of Christ, that is, He is identified in terms of the other persons.” He is the revealer and encouragement of God. The Holy Spirit is the “outpouring” of God. He indwells each and every believer. The Spirit proceeds from both God the Father and God the Son “eternally and without any dividing or change in God’s nature.” He is holy. He is the breath of God. (Genesis 1:2, 27; Deuteronomy 6:4; Psalm 19; 146; Matthew 28:18-19; Mark 12:29; John 1:1,14; Acts 5:3-4; 2 Corinthians 13:14; Ephesians 1:1-14; Colossians 1:15-18; Hebrews 1:1-3; 1 John 4:7-21; Revelation 1:4-6)

(c) Angels, Fallen and Unfallen. We believe that God created an innumerable company of sinless, spiritual beings, known as angels; that Satan, “Lucifer, son of the morning,” the highest in rank, sinned through pride; that a great company of the angels followed him in moral fall, some of whom became demons and are active as his agents and associates in carrying out his unholy purposes, while others who fell are "reserved in everlasting chains under darkness unto the judgment of the great day." (Ezekiel 28:11-19; 1 Timothy 3:6; 2 Peter 2:4; Jude 6)

We believe that Satan is the originator of sin, and that, under the permission of God, he, through subtlety, led our first parents into transgression, thereby accomplishing their moral fall and subjecting them and their posterity to his own power; that he is the enemy of God and the people of God, opposing and exalting himself above all that is called God or that is worshipped; and that he who in the beginning said, "I will be like the most High," in his warfare appears as an angel of light, even counterfeiting the works of God by fostering religious movements and systems of doctrine, which systems in every case are characterized by a denial of the efficacy of the blood of Christ and of salvation by grace through faith in Christ alone. (Genesis 3:1-19; Romans 5:12-14; 2 Corinthians 4:3-4; 11:13-15; Ephesians 6:10-12; 2 Thessalonians 2:4; 1 Timothy 4:1-3)

We believe that Satan was judged at the cross, though not then executed, and that he, a usurper, now influences, as God allows, as the “god of this world;” that, after the second coming of Christ, Satan will be “cast into the lake of fire and brimstone,” where he “shall be tormented day and night forever and ever.” (Colossians 2:15; Revelation 20:1-3,10)

We believe that an even greater number of angels have had their holy estate confirmed and are before the throne of God, from where they are sent forth as ministering spirits to minister for them who shall be heirs of salvation. (Luke 15:10; Hebrews 1:14; Revelation 7:11-12)

(d) Mankind, Created and Fallen. We believe that mankind was originally created in the image and after the likeness of God, and thereafter fell through sin, becoming dead in trespasses and sins and subject to the power of the devil. As a result, all human beings are alienated from God, corrupted in every aspect of their being (e.g., physically, mentally, spiritually) and condemned finally and irrevocably to death—apart from God’s own gracious intervention. The supreme need of all human beings is to be reconciled to the God under whose just and holy wrath we stand. The only hope of all human beings is the undeserved love of this same God, who alone can rescue us and restore us to himself. (Genesis 1:26; 2:17; 6:5; Psalms 14:1-3; 51:5; Jeremiah 17:9; John 3:6; 5:40; 6:53; Romans 3:10-19; 8:6-7; Ephesians 2:1-3; 1 Timothy 5:6; 1 John 3:8)

(e) Human Sexuality. We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman. We believe that any form of homosexuality, lesbianism, bisexuality, bestiality, incest, fornication, adultery and pornography are sinful perversions of God's gift of sex. (Genesis 2:24; 19:5, 13; 26:8-9; Leviticus 18:1-30; Romans 1:26-29; 1 Corinthians 5:1; 6:9; 1 Thessalonians 4:1-8; Hebrews 13:4)

We believe that the only legitimate marriage is the joining of one man and one woman. (Genesis 2:24; Romans 7:2; 1 Corinthians 7:10; Ephesians 5:22-23)

We believe that men and women are spiritually equal in position before God but that God has ordained distinct and separate spiritual functions for men and women in the home and the church.

We believe women are bestowed each and every gift given by the Holy Spirit, and we affirm, embrace and seek to empower women to exercise their gifts in roles of leadership and service to build up the body and spread God's fame to the world. At the same time, with regard to ultimate accountability of leadership, we believe the husband is to be the leader of the home and men are to hold leadership offices (pastors and elders) of the church (Galatians 3:28; Colossians 3:18; 1 Timothy 2:8-15; 3:4-5, 12)

(f) The First Advent. We believe that 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. (Luke 1:30-35; John 1:18; 3:16; Hebrews 4:15)

We believe that, on the human side, He became and remained a perfect man; however, sinless throughout His life; yet He retained His absolute deity, being at the same time very God and very man, and that His earth-life sometimes functioned within the sphere of that which was human and sometimes within the sphere of that which was divine. (Luke 2:40; John 1:1-2; Philippians 2:5-8)

We believe that in fulfillment of prophecy He came initially to Israel as her Messiah-King, and that, being rejected by that nation, He, according to the eternal counsels of God, gave His life as a ransom for all. (John 1:11; Acts 2:22-24; 1 Timothy 2:6)

We believe that, in infinite love for the lost, He voluntarily accepted His Father's will and became the divinely-provided sacrificial Lamb and "who takes away the sin of the world", bearing the holy judgments against sin that 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; Romans 3:25-26; 2 Corinthians 5:14; Hebrews 10:5-14; 1 Peter 3:18)

We believe that, according to the Scriptures, He miraculously 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; Philippians 3:20-21)

We believe that when He ascended from the earth, He was accepted by His Father and that His acceptance is a final assurance to us that His redeeming work was perfectly accomplished. (Hebrews 1:3)

We believe that He became Head over all things to the church, which is His body, and in His current ministry He never ceases to intercede and advocate for the saved. (Ephesians 1:22-23; Hebrews 7:25; 1 John 2:1)

(g) Salvation Only Through Christ. We believe that, owing to universal death through sin, no one can enter the kingdom of God unless born again; and that no degree of reformation however great, no attainments in morality however high, no culture however impressive, no baptism or other ordinance however administered, can help the sinner earn salvation. A new nature imparted from above, a new life implanted by the Holy Spirit through the Word, is absolutely essential to salvation, and only those thus saved are children of God. We believe, also, that our redemption has been accomplished solely by the blood of our Lord Jesus Christ, who was made to be sin and was made a curse for us, dying in our place; and that no feeling, no good resolutions, no sincere efforts, no submission to the rules and regulations of any church can result in salvation. (Deuteronomy 6:4, Matthew 28:19; Mark 1:9-11; John 4:24)

We believe that the new birth of the believer comes only through faith in Christ and that repentance is a vital part of believing, and is in no way, in itself, a separate and independent condition of salvation; nor are any other acts, such as confession, baptism, prayer, or faithful service, to be added to believing as a condition of salvation. (John 1:12; 3:16, 18, 36; 5:24; 6:29; Acts 13:39; 16:31; Rom. 1:16–17; 3:22, 26; 4:5; 10:4; 2 Cor. 5:17; Gal. 3:22, 1 John 3:2)

(h) The Extent of Salvation. We believe that when a person exercises saving faith in Christ, which is illustrated and described as such in the New Testament, he passes immediately out of spiritual death into spiritual life, and from the old creation into the new, being justified freely by grace, accepted before the Father as Christ, His Son, is accepted, loved as Christ is loved, having his place and portion linked to Him and one with Him forever. Though the saved one may have occasion to grow in the realization of his blessings and to know a fuller measure of divine power through the yielding of his life more fully to God, he is, as soon as he is saved, in possession of every spiritual blessing and absolutely complete in Christ. (John 5:24; 17:23; Acts 13:39; Romans 5:1; 1 Corinthians 3:21-23; Ephesians 1:3; Colossians 2:10; 1 John 4:17; 5:11-12)

(i) Sanctification. We believe that sanctification, which is a setting-apart unto God, is threefold. It is already complete for every saved person because his position toward God is the same as Christ's position. Since the believer is in Christ, he is set apart unto God in the measure in which Christ is set apart unto God. We believe, however, that he still struggles with habit patterns and vestiges from his former sin nature, which cannot be eradicated in this life. Therefore, while the standing of the Christian in Christ is perfect, his present state is no more perfect than his experience in daily life.

There is, therefore, a progressive sanctification wherein the Christian is to “grow in grace”

and to “be changed” by the unhindered power of the Spirit. We believe also that the child of God will yet be fully sanctified in his state as he is now sanctified in his standing in Christ when he shall see his Lord and shall be "like Him." (John 17:17; 2 Corinthians 3:18; 7:1; Ephesians 4:24; 5:25-27; 1 Thessalonians 5:23; Hebrews 10:10, 14, 12:10)

We believe that he is called with a holy calling, to walk not after the flesh, to not “quench” the Spirit, and not “grieve” the Spirit, but to “walk in the Spirit”, and so to live in the power of the indwelling Spirit that he will not fulfill the lust of the flesh. But the flesh with its fallen, Adamic nature, which in this life is never eradicated, being with us to the end of our earthly pilgrimage, needs to be kept by the Spirit constantly in subjection to Christ. (Romans 6:11-13; 8:2, 4, 12-13; Galatians 5:16-23; Ephesians 4:22-24; Ephesians 4:32; Colossians 2:1-10; 1 Peter 1:14-16; 1 John 1:4-7; 3:5-9)

(j) Eternal Security. We believe that, because of the eternal purpose of God toward the objects of His love, because of His freedom to exercise grace toward the meritless on the ground of the propitiatory blood of Christ, because of the very nature of the divine gift of eternal life, because of the present and unending intercession and advocacy of Christ in heaven, because of the immutability of the covenants of God, because of the regenerating, abiding presence of the Holy Spirit in the hearts of all who are saved, those 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 willful disobedience 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; 14:16-17; 17:11; Romans 8:28-39; Ephesians 1:11-14; Hebrews 7:25; 1 John 2:1-2; 5:13; Jude 24)

(k) Assurance. We believe it is the privilege of all who are born again by the Spirit through faith in Christ as revealed in the Scriptures, to be assured of salvation from when they take Him to be their Savior; and that this assurance is not founded upon any fancied discovery of their own worthiness or fitness, but wholly upon the testimony of God in His written Word, exciting within His children love, gratitude, and obedience. (Luke 10:20; 2 Corinthians 5:1, 6-8; 2 Timothy 1:12; Hebrews 10:22-23; 1 John 5:13)

(l) 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 unique manner on the day of Pentecost according to the divine promise. We believe He 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. We believe that He never departs from the universal church, nor from the feeblest of the saints, but is ever present to testify of Christ; seeking to occupy believers with Him and not with themselves nor with their experiences. (John 14:16-17; 16:7-15; 1 Corinthians 6:19; Ephesians 2:22; 2 Thessalonians 2:7)

We believe that, in this age, certain well-defined ministries are committed to the Holy Spirit, and that it is the duty of every Christian to understand them and to be adjusted to them in his own life and experience. These ministries are the restraining of evil in the world to the measure of the divine will; the convicting of the world respecting sin, righteousness, and

judgment; the regenerating of all believers; the indwelling and anointing of all who are saved, thereby sealing them unto the day of redemption; the baptizing into the one body of Christ all who are saved; and the continued filling for power, teaching, and service of those among the saved who are yielded to Him and who are subject to His will. (John 3:6; 16:7-11; Romans 8:9; 1 Corinthians 12:13; Ephesians 4:30; 5:18; 2 Thessalonians 2:7; 1 John 2:20-27)

We believe the Holy Spirit sovereignly distributes gifts to every believer for the purpose of building up the body of Christ and for the work of the ministry. Every believer is called to steward the gifts given by the Spirit for the good of the body and the glory of God. With regard to speaking in tongues, we believe that this gift was never the common or necessary sign of the baptism or the filling of the Spirit. We believe that the manifestation of tongues do not represent a “higher level” or “more intense manifestation” of the Spirit’s presence in a believers life (Romans 12; 1 Corinthians 12-14; Ephesians 4:11-16; 1 Peter 4:10-11)

We believe that the ultimate deliverance of the body from sickness or death awaits the consummation of our salvation in the resurrection. Bethel Bible Church affirms it is beneficial for believers to call for prayer from the elders as prescribed in James 5:13-16. Miraculous healing is granted by the pleasure of God, in accordance with His perfect will, and not manipulated by the acts of men. (Acts 4:8, 31; Rom. 8:23; 1 Cor. 13:8; James 5:13-16)

(m) The Church, a Unity of Believers. We believe that all who are united to the risen and ascended Son of God are members of the church, which is the body and bride of Christ, which began at Pentecost. Its members are constituted as such regardless of membership or non-membership in the organized churches of earth. However, we affirm that participation in a local, visible church is vital to a believer’s growing life in Christ. We believe that by the same Spirit all believers in this age are baptized into, and thus become, one body that is Christ's, whether Jews or Gentiles, and having become members one of another, are under solemn duty to keep the unity of the Spirit in the bond of peace, rising above all racial prejudices, socio-economic or sectarian differences, and loving one another with a pure heart fervently (Matthew 16:16-18; Acts 2:42-47; Romans 12:5; 1 Corinthians 12:12-27; Ephesians 1:20-23; 4:3-10; Colossians 3:14-15)

(n) The Ordinances. We believe that water baptism and the Lord's Supper are the only ordinances of the church and that they are a testimony for the church in this age (Matthew 28:19; Luke 22:19-20; Acts 10:47-48; 16:32-33; 18:7-8; 1 Corinthians 11:26)

(o) 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 sovereignly determines. In the apostolic church there were certain designated offices – apostles, prophets, evangelists, pastors, and teachers – who were appointed by God for the perfecting of the saints unto their work of the ministry. We further maintain that each believer must fully exercise their gifts, talents and resources to enable the church to attain to the vitality and maturity that God intends (Romans 12:6-8; 1 Corinthians 12:4-11; Ephesians 4:11-13)

We believe that, wholly apart from salvation benefits which are bestowed equally upon all

who believe, 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 Corinthians 3:9-15; 9:18-27; 2 Corinthians 5:10)

(p) Giving. We believe that every Christian, as a steward of that portion of God's wealth entrusted to him, should give to support his local church financially. We believe that God has established the principle of giving whereby Christians should give regularly and cheerfully to the support of the Church, the relief of those in need, and the spread of the gospel. We further believe as a believer grows in his faith he will come to acknowledge that all of our blessings come from God and belong to Him, and we are but temporary stewards of His blessings (Genesis 14:20; Proverbs 3:9-10; Acts 4:34-37; 1 Corinthians 16:2; 2 Corinthians 9:6-7; Galatians 6:6; Ephesians 4:28; 1 Timothy 5:17-18; 1 John 3:17)

(q) The Great Commission and Missions. We believe that it is the explicit message of our Lord Jesus Christ to those whom He has saved that they are sent forth by Him into all the world even as He was sent forth of His Father into the world. We believe that, after they are saved, they are divinely reckoned to be related to this world as strangers and pilgrims, ambassadors and witnesses, and that one of the primary purpose in life should be to make Christ known to the whole world. We believe that God has given the church a great commission to proclaim the gospel to all nations so that there might be a great multitude from every nation, tribe, ethnic group, and language group who believe on the Lord Jesus Christ. As ambassadors of Christ we must use all available means to go to the foreign nations and preach the gospel of Jesus Christ. (Matthew 28:19-20; Mark 16:15; Luke 24:46-48; John 17:18; 20:21; Acts 1:8; 2 Corinthians 5:18-20)

(r) The Second Coming of Christ. We believe that the period of great tribulation is predicted to occur on earth, and this will be climaxed by the return of the Lord Jesus Christ to the earth as He went, in person on the clouds of heaven, with power and great glory to consummate His reign as king, to lift the curse which now rests upon the whole creation, and to give her the fulfillment of God's covenant promises to Israel, the church and the nations. At that time of Christ's millennial reign, the whole world will be exposed to the knowledge of God. (Deuteronomy. 30:1-10; Isaiah 11:9; Ezekiel 37:21-28; Matthew 24:15-25, 46; Acts 15:16-17; Romans 8:19-23; 11:25-27; Revelation 20:1-3)

(s) The Eternal State. We believe that at death the spirits and souls of those who have trusted in the Lord Jesus Christ for salvation pass immediately into His presence and remain there in conscious bliss until the resurrection of the glorified body when Christ comes for His own. At that time those souls and bodies will be reunited and associated with Him forever in glory. The spirits and souls of the unbelieving remain after death conscious of condemnation and in misery until the final judgment of the great white throne at the close of the millennium, when soul and body alike shall be reunited and ultimately cast into the lake of fire, not to be annihilated, but to be punished with everlasting destruction from the presence of the Lord, and from the glory of His power. (Luke 16:19-26; 23:42; 2 Corinthians 5:8; Philippians 1:23; 2 Thessalonians 1:7-9; Jude 6-7; Revelation 20:11-15)

ARTICLE 3 AUTONOMY

The 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 otherwise, this Church may voluntarily affiliate with any churches (Christian churches and ministries) of like precious faith.

ARTICLE 4 PRINCIPLES & PURPOSES

4.01 Principles. The Church shall be conducted according to the following principles:

- (a) **A commitment to excellence.** God deserves our very best effort in every area, both personally and publicly. This principle shall apply to every facet of the ministry.
- (b) **A commitment to mutuality of ministry.** This ministry will not be confined to a group of professionally trained men. It is the work of all believers. Jesus Christ is the head of His church and the members of the body are all priests before God and servants to one another.
- (c) **A commitment to the Scriptures.** This ministry is committed to the authority of the Scriptures and will operate under principles set forth for the church in the New Testament.
- (d) **A commitment to fellowship.** While this ministry is non-denominational, it is not anti-denominational. There is no claim to exclusiveness. While maintaining the principles of the New Testament church as we understand them, our desire at the same time is to enjoy fellowship with other believers and churches who love and honor the Lord.
- (e) **A commitment to faith-giving.** While believing that God will provide for this ministry if it pleases Him, we also affirm that the people of God should give as an act of worship, regularly and cheerfully, to the support of the Church and the spread of the gospel.

4.02 Purposes. 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 Corporation's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.
- (b) To develop a family of believers which is first and foremost coming to know, enjoy, and love God through the Lord Jesus Christ.

(c) To labor and strive according to the power of Jesus Christ to bring every believer to maturity in Christ.

(d) To regularly meet together for worship of God and for the building up of the body of Christ through the faithful teaching of the scriptures, through the singing of praises to God, through caring fellowship, and through the observance of the Lord's Supper and baptism.

(e) In committing to work together and to be accountable to one another, providing an atmosphere for God to develop the spiritual gifts of this body for serving one another and others, leading to love and unity within the body of Christ.

(f) In reaching out individually and as a group to their neighborhood, community, nation and world, resulting in a positive impact for the Lord and the winning of souls for Christ;

(g) In supporting and working with other Christian ministries that are in harmony with God's Word through the giving of our resources, resulting in the meeting of human needs and the furtherance of the Gospel of Christ locally and worldwide;

(h) 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 Corporation, and elsewhere.

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

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

(k) This Corporation 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 Corporation; 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 Corporation. 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 Amended and Restated Constitution and Certificate of Formation (hereafter "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. Candidates for membership shall be presented to the Board of Trustee Elders for consideration. After approval by two-thirds (2/3) of the Board of Trustee Elders, the new members shall have all the rights, privileges and responsibilities of a member of the Church. The Board of Trustee Elders may adopt and amend application procedures for membership in the

Church. Power to manage and govern the Church shall be vested in the Board of Trustee Elders as set forth in Article 7 of these Bylaws. Members are only entitled to vote as set forth in Article 6, Section 6.05(e) of these Bylaws. Members are not entitled to vote by proxy.

6.02 Qualifications for Membership. The minimum qualifications for membership are as follows:

- (a) A personal commitment of faith in Jesus Christ for salvation;
- (b) Agreement with the Church's eight doctrinal essentials:
 - (1) The authority and inerrancy of Scripture
 - (2) The Trinity
 - (3) The full deity and humanity of Christ
 - (4) The spiritual lostness of all humanity and need for regeneration
 - (5) The substitutionary atoning death and bodily resurrection of Christ
 - (6) Salvation by grace alone, by faith alone in Christ alone
 - (7) The indwelling of the Holy Spirit by every Christian at new birth
 - (8) The physical return of Christ in glory, followed by His reign on earth.
- (c) A commitment to abide by the Church's Bylaws;
- (d) A commitment to submit to the leadership of the Board of Trustee Elders.

6.03 Discipline of Members and Termination of Membership.

Members shall be removed from the Church roll for the following reasons: (a) by personal request of the member; (b) the transfer of membership to another church; (c) death; or (d) termination of membership by the Board of Trustee Elders as it deems necessary.

Church discipline shall be administered by the Elder Board, subject to the approval of the Board of Trustee Elders. Church discipline shall be administered only when clear scriptural grounds are present and shall be administered in accordance with Matthew 18:15-17. The Elders may discipline and ultimately terminate a person's Church membership when, pursuant to the Elder Board policy, in the opinion of the Elder Board and subject to the final approval of the Board of Trustee Elders, the member's life and conduct is not in accordance with the membership policy. Termination of Church membership shall require the two-thirds (2/3) vote of the Board of Trustee Elders.

6.04 Restoration of Membership. Dismissed members may be restored by the Board of Trustee Elders according to the spirit of II Corinthians 2:7-8 and Galatians 6:1, when they are judged to be in accordance with the membership policy. Restoration of Church membership shall require the vote of two-thirds (2/3) of the Board of Trustee Elders.

6.05 Church Membership Meetings. Unless otherwise stated herein, meeting of the Church members shall be held in the main sanctuary of the Church or such other place or places as may be designated from time to time by the Board of Trustee Elders.

(a) **Regular Meetings.** Regular Church membership meetings shall be held at least annually. The time and place of the Church membership meetings shall be announced by written notification and from the pulpit at least two Sundays prior to the meeting.

(b) **Special Meetings.** Special Church membership meetings shall be called by the Board of Trustee Elders, the Senior Pastor, or when presented with a written request from one-half of the members. Special meetings may be called at any time provided notice is given in a regular service at least one week prior to the special meeting.

(c) **Moderator.** The moderator shall establish the agenda, protocol, and rules of order for each meeting, and he shall conduct the meeting accordingly. The Chairman of the Elder Board shall serve as the moderator at all Church membership meetings. In his absence a moderator *pro tempore* may be appointed by the Chairman of the Elder Board.

(d) **Quorum.** In all Church membership meetings, the quorum shall consist of those members who attend the membership meeting, provided it is a stated meeting or one that has been properly called.

(e) **Voting.** All members in good standing, present in person at a duly constituted meeting of the members, called and held in accordance with the provisions in the Bylaws of the Church, may vote on the following matters:

(1) The right to approve each Elder;

(2) The right to approve the Senior Pastor;

(3) The right to approve the acquisition of property or services that will require the Church to incur indebtedness in excess of \$250,000.00 and which requires the payment of interest;

(4) The right to require the Board of Trustee Elders to call a regular, annual or special meeting of the Members as provided for in the Bylaws, by written request of not less than one-half (1/2) of the voting Members in good standing of the Church;

(5) The right to approve any amendment(s) to the Certificate of Formation of the Church by vote of not less than two-thirds (2/3rds) of the Members; and

(6) The right to approve the dissolution or substantial transfer of the assets of the Church.

In all other matters, the management of the Church's affairs shall be vested in the Board of Trustee Elders. A vote of the membership duly taken and recorded shall, by a two-thirds (2/3) vote, constitute the binding position of the membership on any motion, resolution, or any transaction of business. A vote may be taken in any manner deemed expeditious by the moderator. Voting by proxy is prohibited.

6.06 Notice of Religious Gathering. The annual meeting and special called business meetings of Bethel Bible Church of Tyler are private religious gatherings. Bethel Bible Church of Tyler reserves the right to limit attendance to Bethel Bible Church of Tyler members and guests, and may take any and all necessary and available actions against disruptive persons.

ARTICLE 7 MANAGEMENT OF THE CHURCH BOARD OF TRUSTEE ELDERS

7.01 Management. Power to manage and govern the affairs of the Church, under the leadership of Jesus Christ, is vested in the Board of Trustee Elders of the Church, except for powers granted to members by the Certificate of Formation and these Bylaws. The term "Board of Trustee Elders" shall mean Board of Directors as required by the Code.

7.02 Number of Trustee Elders. The Board of Trustee Elders shall consist of the Senior Pastor, and until changed by amendment of the Certificate of Formation or these Bylaws, such number of additional Trustee Elders as may from time to time be nominated and elected in accordance with these Bylaws, provided that the total number of Trustee Elders shall not be less than three (3). The Senior Pastor shall be the only staff member to serve on the Board of Trustee Elders.

7.03 Term of Trustee Elders. Each Trustee Elder, other than the Senior Pastor, shall hold office until his successor is elected, appointed, or designated herein, and may serve successive terms. The Senior Pastor shall be a full voting member of the Board of Trustee Elders.

7.04 Chairman of the Board. A Trustee Elder, who is not an employee of the Church, shall serve as the Chairman of the Board of Trustee Elders and shall preside at all the meetings of the Board of Trustee Elders. He shall have the power in his sole discretion to select an Appointee, who shall be endowed with all powers of the Chairman, in his absence, at any meetings of the Board of Trustee Elders or Committees. Any reference to the Chairman of the Board in these Bylaws shall, by default, make reference to his Appointee.

7.05 Powers. The Board of Trustee 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 Code, the Certificate of Formation of the Church, and these Bylaws. All corporate powers shall be exercised by or under the authority of the Board of Trustee Elders. The Board of Trustee Elders shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Board of Trustee Elders shall be responsible for the acquisition and disposition of Church property, which includes the management of its

financial resources. The Board of Trustee Elders shall have the power to buy, sell, mortgage, pledge or encumber any church property and incur related indebtedness, subject to the reservations by members as set forth in Section 6.05 of these Bylaws.

7.06 Nomination and Election. The Elders, as defined in Article 9 herein, shall nominate persons they deem qualified to serve on the Board of Trustee Elders. All persons nominated to serve as a Trustee Elder shall be a current member of the Church and on the Elder Board. The persons nominated by the Elders to serve as Trustee Elders shall be presented to the entire Elder Board for election. Trustee Elders shall be elected by a majority vote of the Elders.

7.07 Vacancies. The Elder Board shall nominate persons they deem qualified to serve on the Board of Trustee Elders to fill any vacancy occurring on the Board of Trustee Elders, and any position to be filled due to an increase in the number of Trustee Elders serving. A vacancy is filled by the majority vote of the Elder Board. A person so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

7.08 Meetings. Regular or Special meetings of the Board of Trustee Elders may be held either within or outside the State of Texas, but shall be held at the Church's principal office in Tyler, Texas if 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 Trustee Elders, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Trustee Elders participating in the meeting can hear one another. All Trustee 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 Trustee Elders shall occur at least annually.

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

(b) Special Meetings. A special meeting of the Board of Trustee Elders may be called by the Chairman, Senior Pastor or any three (3) Trustee Elders.

(c) Notice of Special Meetings.

1) Manner of Giving. Notice of the date, time and place of special meetings shall be given to each Trustee 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 Trustee Elder or to a person at the Trustee Elder's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Trustee Elder; (d) by telecopier to the Trustee 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, telecopier, or e-mail shall be delivered, telephoned, faxed or

e-mailed to the Trustee Elder or given at least twenty-four (24) hours before the time set for the meeting.

3) Notice Contents. The notice shall state the 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

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

7.09 Action Without Meeting. Any action required or permitted to be taken by the Board of Trustee Elders may be taken without a meeting if all of the Trustee 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.

7.10 Quorum. A majority of the number of Trustee Elders then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustee Elders. The Trustee Elders present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Trustee Elders leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a two-thirds (2/3) of the number of Trustee Elders in attendance required to constitute a quorum. If a quorum is present at no time during a meeting, a two-thirds (2/3) of the Trustee Elders present may adjourn and reconvene the meeting one time without further notice.

7.11 Proxies. Voting by proxy is prohibited.

7.12 Duties of Trustee Elders. Trustee Elders shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. Trustee 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. A Trustee Elder is not relying in good faith if the Trustee Elder has knowledge concerning a matter in question that renders reliance unwarranted.

Trustee 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.

7.13 Delegation of Duties. The Board of Trustee 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. Trustee Elders have no personal liability for actions taken or omitted by the advisor if the Board of Trustee Elders acts in good faith and with

ordinary care in selecting the advisor. The Board of Trustee Elders may remove or replace the advisor, with or without cause.

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

7.15 Actions of Board of Trustee Elders. The Board of Trustee Elders shall try to act by consensus. However, the vote of a two-thirds (2/3) of the Trustee Elders present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Trustee Elders unless the act of a greater number is required by law or the bylaws. A Trustee 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 Trustee Elders.

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

7.17 Removal of Trustee Elders other than the Senior Pastor. The Board of Trustee Elders may vote to remove a Trustee Elder, other than the Senior Pastor, at any time, with or without cause. A meeting to consider the removal of a Trustee Elder may be called and noticed following the procedures provided in these Bylaws. A Trustee Elder may be removed by the affirmative vote of two-thirds (2/3) of the Trustee Elders. For provisions regarding removal of the Senior Pastor, see Section 8.07.

7.18 Resignation of Trustee Elders. Any Trustee Elder may resign at any time by giving written notice to the Church. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.19 Ecclesiastical Tribunal. The highest ecclesiastical tribunal of the Church shall be the Board of Trustee Elders. The Board of Trustee Elders shall be the express and final arbiter of ecclesiastical polity, religious doctrine, questions of Church property, and shall make the final decision with respect to any other matter that shall arise concerning the Church, its internal workings, and its governance in every respect. In deciding such matters, the Board shall use the standards of: (a) the best spiritual, financial, and operating interests of the Church in light of the Holy Bible and the tenets of faith of the Church; and (b) the furtherance of the religious purposes of the Church as discerned by the Trustee Elders according to the teachings of the Holy Bible.

7.20 Church Questions. In any case where a question arises regarding ecclesiastical polity, Christian doctrine, membership discipline, questions of Church property, or with respect to any other matter that shall arise concerning the Church, its internal workings, and its governance by any member, congregant, visitor or other person who is ministered to during religious services held

by the Church, or at other times, the Board of Trustee Elders shall decide such question by majority vote.

7.21 Church Disruptions. Any person deemed by the Board of Trustee Elders to: (a) be in substantial disagreement with the doctrine and interpretation of the Holy Bible espoused by the Church; or (b) pose a physical or psychological threat to any person or to the Church; or (c) be causing, about to cause, or capable of causing disruption to the religious services and activities of the Church shall be considered a trespasser on Church property and may be ejected summarily. No Trustee Elder shall incur any liability for acting in good faith in the interests of the Church pursuant to this section.

7.22 Deadlock. In the case where the Board of Trustee Elders shall, by reason of deadlock (whether because an even number of Trustee Elders is seated on the Board of Trustee Elders, or because certain Trustee 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 of Trustee Elders, then, in such instance, the Chairman of the Trustee Elders or his Appointee, shall cast an additional ballot which shall be known as a “majority ballot,” so that an official act or decision may be taken by the Board of Trustee Elders. The majority ballot shall be cast in addition to the regular Trustee Elder’s vote cast by the Chairman of the Trustee Elders.

ARTICLE 8 OFFICERS

8.01 Officer Positions. The powers of the church officers are granted by and subject to the authority of the Board of Trustee Elders. The officers of the Church shall be the President, Secretary and any other officers chosen at the discretion of the Senior Pastor. The Senior Pastor shall serve as the President and chief executive officer of the Church. The Senior Pastor may create additional officer positions, define the authority and duties of each such position, and appoint persons to fill the positions.

8.02 Election and Term of Office. The Senior Pastor of the Church is Ross Strader, and he shall hold office until he resigns, is removed pursuant to Section 8.07, or dies. In the event of a vacancy, for any reason, in the office of Senior Pastor, the Board of Trustee Elders shall adopt a resolution establishing a Senior Pastor Selection Committee. The recommendation of the Senior Pastor Selection Committee shall constitute a nomination for the office of Senior Pastor. The Board of Trustee Elders shall then submit the nomination for Senior Pastor to the membership for approval, in accordance with Section 6.05.

All other officers of the Church shall be appointed by the Senior Pastor. The term of office of all offices other than that of Senior Pastor-President shall be one (1) year; however, such officers may serve consecutive terms without limitation.

8.03 Senior Pastor-President. The Senior Pastor shall be the President of the Church and shall be in charge of all the ministries of the Church. The Senior Pastor shall supervise and control all of the business and day-to-day affairs of the Church. The Senior Pastor shall be responsible for hiring pastoral staff of his choice subject to the approval of two-thirds (2/3) of the

Board of Trustee Elders. The Senior Pastor shall supervise directly or by delegation all staff members. The Senior Pastor shall be vested with the authority, subject to any rights under any contract of employment, to terminate any staff member's employment with or without cause.

The Senior Pastor of the Church is responsible for leading the Church in accordance with Biblical principles. As such, the Senior Pastor shall be the leader of the Church congregation, the Church staff, all Church organizations, all Church ministries, and all Church Advisory Committees, to accomplish the New Testament purposes of the Church. The Senior Pastor is expressly authorized to do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incident to the office of President.

8.04 Vice President. The Senior Pastor may appoint a Vice President of the Church. When the Senior Pastor is absent, is unable to act, or refuses to act in his role as President of the Church, the Vice President shall perform the duties of the Senior Pastor. When the Vice President acts in place of the Senior Pastor, the Vice President shall have all the powers of and be subject to all the restrictions upon the Senior Pastor. The Vice President shall perform other duties as assigned by the Senior Pastor or Board of Trustee Elders. Except as expressly authorized by the Board of Trustee Elders, the Vice President shall have no authority to sign for or otherwise bind the Church.

8.05 Secretary. The Senior Pastor shall appoint the Secretary of the Church. The Secretary of the Church shall: (a) give all notices as provided in the Bylaws or as required by law; (b) maintain minutes of the meetings of the members and of the Board of Trustee 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, Trustee Elder, officer, and employee of the Church; (f) perform duties as assigned by the Senior Pastor or by the Board of Trustee Elders; and (g) perform all duties incident to the office of secretary.

8.06 Removal of Senior Pastor-President. Subject to the rights, if any, under any contract of employment with the Church, the Senior Pastor shall only be removed, by the affirmative vote of two-thirds (2/3) of the Trustee Elders present in person at any general or special meeting duly noticed pursuant to Section 7.08 of these Bylaws. The Senior Pastor shall only be removed from office, subject to the terms of any employment agreement, for any reason, with or without cause.

8.07 Removal of Other Officers. All other Church officers may be removed, with or without cause, by the Senior Pastor.

8.08 Resignation of Officers. Any Officer may resign at any time by giving written notice to the Church. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.09 Vacancies. A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

ARTICLE 9 ELDER BOARD

9.01 Duties. It shall be the duty of the Elders to shepherd the Church and care for the Church's spiritual condition and to guard the purity of doctrine and to discipline the Church in accordance with the Word of God. Church discipline shall be administered by the Elder Board, subject to the approval and discretion of the Board of Trustee Elders. Church discipline shall be administered only when clear scriptural grounds are present and shall be administered in accordance with Matthew 18:15-17. The Church recognizes that although it is the responsibility of all believers to counsel the needy, comfort the afflicted, visit the sick and supply the Church when necessary, such duties will belong to the Elders.

9.02 Qualifications. The qualifications to serve as an Elder are specifically set forth in I Timothy 3:1-7 and Titus 1:5-9. Additionally, each person nominated for Elder must have been a Member of the Church, as provided for in Article 6 of these Bylaw, for a continuous period of not less than two (2) years prior to their nomination; must agree with the Church's Statement of Faith set forth in Article 2 of these Bylaws; and must submit to the Bylaws of the Church. The Board of Trustee Elders, in their discretion, may waive the minimum membership period required for an individual to be eligible to serve as an Elder.

9.03 Number of Elders. The Elder Board shall consist of the Senior Pastor and such number of additional Elders as may from time to time be nominated and elected in accordance with these Bylaws provided that the total number of Elders shall not be less than three (3). The Senior Pastor shall be the only staff member to serve on the Elder Board.

9.04 Term. Elders shall serve for a term of three (3) years. Subject to the limitations provided in Section 7.06 of these Bylaws, an Elder whose term is expiring may be elected to and serve an unlimited number of additional three (3) year terms following the nomination and approval process set forth in Section 9.05. The Senior Pastor shall have a permanent position on the Elder Board.

9.05 Nomination and Approval of Elders.

(a) Nomination. Any Elder or member of the congregation may submit to the Elder Board names of those men aspiring to become Elders. Two or more Elders shall personally meet with the candidate and his wife to discuss Biblical qualifications and discuss the shepherding role of an Elder. Qualifications and desires of the candidate are then investigated and reviewed by the then existing Elder Board. During the review, the Elder Board shall set aside specific times to receive comments from the congregation regarding the qualifications of those men being considered. In order to do so the Elder Board shall notify the congregation of the names of the men being considered in order that the comments of the members may be received

(b) Affirmation. After the qualifications of the prospective Elders have been thoroughly examined by the Elder Board and the candidate meets all the qualifications for an Elder as set forth above, then the Elder Board shall recommend to the congregation for affirmation those Elders whom the Elder Board deems to be so qualified for the office of Elder

and in accordance with the principles set forth in Acts 14:23, I Timothy 4:14, and Acts 15:22.

Prospective Elders shall be approved by the membership of the Church at a meeting of the membership, held pursuant to Section 6.05. Approval of a candidate requires at least a two-thirds (2/3) vote of the members present. It is further provided that the election shall be by secret ballot and each nomination for a place on the Elder Board shall be voted upon separately by the congregation. A failure to receive the two-thirds (2/3) majority shall result in an unfilled vacancy on the Elder Board.

9.06 Removal of Elders. The termination of an Elder can be accomplished by majority vote of the Elder Board if an Elder proves himself by person or attitude to be disturbing the purity, peace or unity of the Church; has changed his views regarding the Statement of Faith of the Church, as set forth in Section 2 of these Bylaws; cannot submit to the Bylaws; or whose life and activities are consistently unbecoming a leader of this Church. Such vote on termination shall occur at a special or regularly called meeting of the Elder Board, according to the meeting provisions set forth in Article 7.08.

9.07 Resignation of Elders. If at any time an Elder shall tender his resignation to the Elder Board, it shall be accepted.

9.08 Vacancies. The position of Elder shall also be vacated by expiration of term, death, relocation, or placing membership in another congregation. A vacancy in any Elder position shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office. The new Elder shall serve the balance of the unexpired term. Such election shall be conducted as soon as practical.

9.09 Quorum. A quorum for the transaction of business in all Elder meetings shall consist of a majority of the total number of Elders. The sole voting responsibility of the Elders shall consist of nominating and electing individuals to serve of the Board of Trustee Elders pursuant to Article 7.08 herein,

ARTICLE 10 DEACONS

10.01 Duties of Deacons. The Board of Trustee Elders may, at its discretion, establish Deacons in accordance with the meaning of the work and the practice of the New Testament, to be servants of the Church. The task of the Deacon is to serve the Church in performing ministry duties as determined by the Pastors and Trustee Elders.

Every Deacon should serve under the sure calling of the Lord Jesus Christ, and he should conduct himself in all areas of life so as to glorify Christ and bring a good reputation upon this Church.

10.02 Selection of Deacons.

- a. The Board of Elders shall nominate individuals to serve as a Deacon of the

Church. Nominees must have been a Member of the Church as provided for under Article 6 of these Bylaws for not less than one (1) year prior to their nomination and satisfy New Testament qualifications for the role of Deacons. (Acts 6:2-4; I Timothy 3:8-13). The Board of Trustee Elders, in their discretion, may waive the minimum membership period required for an individual to be eligible to serve as a Deacon.

b. Nominees shall then be presented to the congregation for affirmation.
c. No person shall be considered to serve as a Deacon unless they are an active member of the Church in good standing.

d. Each person shall serve as a Deacon for a period of two (2) years and may serve successive terms if so nominated by the Board of Elders and affirmed by the congregation.

10.03 Removal of Deacons. The termination of a Deacon can be accomplished by vote of the Board of Trustee Elders if a Deacon proves himself by person or attitude to be disturbing the purity, peace or unity of the Church; has changed his views regarding the Statement of Faith of the Church as set forth in Section 2 of these Bylaws; cannot submit to the Bylaws; or whose life and activities are consistently unbecoming a leader of this Church. Such vote on termination shall occur at a special or regularly called meeting of the Board of Trustee Elders, according to the provisions set forth in Article 7.08.

10.04 Resignation of Deacons. If at any time a Deacon shall tender his resignation to the Board of Trustee Elders, it shall be accepted.

10.05 Vacancies. The position of Deacon shall also be vacated by expiration of term, death, relocation, or placing membership in another congregation. A vacancy in any Deacon position shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that position. The new Deacon shall serve the balance of the unexpired term. Such election shall be conducted as soon as practical.

ARTICLE 11 COMMITTEES AND ADVISORY TEAMS

11.01 Establishment. The Board of Trustee Elders may, at its discretion, adopt a resolution establishing one or more Committees or Advisory Teams. Any and all Committees and Advisory Teams shall conform to rules established by the Board of Trustee Elders. The Board of Trustee Elders may add or remove persons to the Committees or Advisory Teams at the discretion of the Board of Trustee Elders.

11.02 Independent Compensation Committee. Annually, the Board of Trustee Elders shall adopt a resolution establishing an Independent Compensation Committee. The Senior Pastor shall not be the chairman or a voting member of the Committee. At least two of the persons serving on the Committee shall be Trustee Elders. The Committee shall be elected by a two-thirds (2/3) vote of the Board of Trustee Elders. The Independent Compensation Committee shall be responsible for providing the Board of Trustee Elders with a recommendation of compensation for the Senior Pastor as well as that of any of his family members. In so doing, the Independent

Compensation Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information. The Senior Pastor shall not participate in the Independent Compensation Committee's discussion and formulation of the recommendation of his salary and benefits, or any family member's salary or benefits. Nor shall the Senior Pastor participate in any vote of the Board of Trustee Elders regarding the setting of compensation for himself or any family member. The Senior Pastor shall determine the executive staff's salary and benefits, other than any family member of his, within the limits of the Church's budget approved by the Board of Trustee Elders. All determinations of executive staff's salary and benefits are subject to the two-thirds (2/3) approval of the Board of Trustee Elders which shall not be reasonably withheld.

11.03 Delegation of Authority. Each Committee shall consist of two or more persons. If, in addition to the Independent Compensation Committee, the Board of Trustee Elders establishes or delegates any of its authority to a Committee, it shall not relieve the Board of Trustee Elders, or Trustee Elder, of any responsibility imposed by these Bylaws or otherwise imposed by law. The Board of Trustee 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 Certificate of Formation; (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 a Trustee 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 11 below; or (j) take any action outside the scope of authority delegated to it by the Board of Trustee Elders or in contravention of the Code.

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

11.04 Term of Office. Each member of a Committee or Advisory Team shall serve until the next annual meeting of the church membership, 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 by the Board of Trustee Elders, or if the member becomes incapacitated or 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.

11.05 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 Senior Pastor with consultation from the outgoing chairman. The chair shall call and preside 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.

11.06 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 two-thirds (2/3) 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 at a later time without further notice.

11.07 Actions. Committees and Advisory Teams shall try to take action by consensus. However, the vote of two-thirds (2/3) 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 law 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 12 TRANSACTIONS OF THE CHURCH

12.01 Contracts and Legal Instruments. Subject to Article 13 below, the Board of Trustee 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.

12.02 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 Trustee Elders selects.

12.03 Gifts. The Board of Trustee Elders may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Church including, but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property, real property, and interest therein. The Board of Trustee Elders may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Certificate of Formation, state law, or any requirements for maintaining the Church's federal and state tax status.

12.04 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 corresponding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the Church; this distribution shall be done pursuant to a plan adopted by the Board of Trustee 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 Church 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 Statement of Faith and basic form of Government.

12.05 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 Trustee Elders.

ARTICLE 13 CONFLICT OF INTEREST POLICY

13.01 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 Trustee Elder 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.

13.02 Definitions.

(a) Interested Person. Any Trustee Elder, principal officer, or member of a committee with powers delegated by the Board of Trustee 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.

13.03 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 Trustee 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 Trustee 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 Trustee 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 Trustee Elders shall determine by a majority vote of the disinterested Trustee Elders 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 Trustee 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 Trustee Elders determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

13.04 Records of Proceedings. The minutes of the Board of Trustee 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 Trustee 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.

13.05 Compensation.

(a) A voting member of the Board of Trustee 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 Trustee 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 14 BOOKS AND RECORDS

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

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

14.03 External Review of Financial Statements. The Church shall consult with a certified public accounting firm selected by the Board of Trustee Elders to determine and implement an appropriate level of external review of financial statements and controls.

ARTICLE 15 INDEMNIFICATION

15.01 Indemnification. To the full extent permitted by the Code, as amended from time to time, the Church shall indemnify any Trustee Elder, Pastor, 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.

15.02 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 Trustee Elders.

ARTICLE 16
MISCELLANEOUS PROVISIONS

16.01 English Standard Version. The Holy Bible referred to in these Bylaws is the English Standard Version of the Old and New Testament, or any later translation which may be adopted or used by the Board from time to time.

16.02 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) vote of the Board of Trustee Elders.

16.03 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, female or neuter genders shall be deemed to include the other genders, all singular words shall include the plural, and all plural words shall include the singular.

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

16.05 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.

16.06 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Church members, Trustee Elders, officers, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

16.07 Christian Alternative Dispute Resolution. In keeping with 1 Corinthians 6:1-8, all disputes which may arise between any member of the Church and the Church itself, or between any member of the Church and any Pastor, Trustee Elder, officer, employee, volunteer, agent, or other member of this Church, shall be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and supervision of the *Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation*, or similar faith-based mediation and arbitration group. In the event that the Institute for Christian Conciliation ceases to exist during the course of this Agreement, arbitration under this section shall be conducted according to the rules of the American Arbitration Association. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding including payment of their own attorneys' fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

If a dispute may result in an award of monetary damages that could be paid under a Church insurance policy, 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, to conduct hearings, or to administer discipline of members.

ARTICLE 17 EMERGENCY POWERS AND BYLAWS

An "emergency" exists for the purposes of this section if a quorum of the Board of Trustee Elders cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Trustee Elders may: (i) modify lines of succession to accommodate the incapacity of any Board of Trustee Elders member, 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 Trustee Elders only needs to be given to those Board of Trustee Elders members 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 Trustee Elders may be deemed Board of Trustee Elders members 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 Board of Trustee Elders, Member, officer, employee or agent of the Church on the ground that the action was not authorized. The Board of Trustee Elders may also adopt emergency bylaws, subject to amendments or repeal by the full Board of Trustee Elders, which may include provisions necessary for managing the Church during an emergency including; (i) procedures for calling a meeting of the Board of Trustee Elders; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Board of Trustee Elders members. 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 Bethel Bible Church of Tyler and that the foregoing Bylaws constitute the Bylaws of the Church. These Amended and Restated Bylaws were adopted by the Board of Trustee Elders of the Church at a duly held meeting dated

_____.

DATED: _____

By: _____

Name: _____

Title: Secretary