

SECOND AMENDED AND RESTATED BYLAWS
OF
HUISACHE AVENUE BAPTIST CHURCH OF SAN ANTONIO
(a Texas non-profit corporation)

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These Second Amended and Restated Bylaws (these “Bylaws”) constitute the code of rules adopted by the members (each referred to herein as a “Member,” and collectively referred to herein as the “Members”) of Huisache Avenue Baptist Church of San Antonio and amend and restate in their entirety the First Amended and Restated Bylaws of Huisache Avenue Baptist Church of San Antonio, a Texas non-profit corporation (the “Corporation” or “Church”), for the regulation and management of its affairs, in accordance with the provisions of Chapter 22 of the Texas Business Organizations Code, as amended from time to time (the “BOC”).

ARTICLE 1
NAME AND PURPOSE

1.1. NAME. This congregation of believers, as Members of the Corporation, shall be known as Huisache Avenue Baptist Church. The Corporation is incorporated as a non-profit corporation under the laws of the State of Texas. The State of Texas charter/certificate of authority number on file is 059256-1.

1.2. PURPOSE AND POWERS.

- (a) This Corporation is organized as a church exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the “Code”), as it now exists or may be amended, for such purposes including, but not limited to, the proclaiming of the Gospel of the Lord Jesus Christ; the establishing and maintaining of religious worship; the educating of believers in a manner consistent with the requirements of the Holy Scripture; and the maintaining of missionary activities in the United States and any foreign country. Subject to the foregoing, the Corporation is formed for any and all lawful purposes for which a non-profit corporation may be formed under the BOC.
- (b) The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.
- (c) Notwithstanding any other provision of these Bylaws, no director, officer, employee, Member, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of the Code and the associated Treasury Regulations (the “Regulations”) as such now exist or may be amended from time to time. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its Members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the

Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax 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.

- (d) As provided by Section 22.304 of the BOC, after all liabilities and obligations of the Corporation in the process of winding up are paid, satisfied and discharged in accordance with Section 11.053 of the BOC upon the dissolution of the Corporation, (1) property held by the Corporation on a condition requiring return, transfer or conveyance because of the winding up or termination shall be returned, transferred or conveyed in accordance with that requirement; and (2) the remaining property of the Corporation shall be distributed only for tax-exempt purposes to one or more organizations that are exempt under Section 501(c)(3) of the Code, or described by Section 170(c)(1) or (2) of the Code, under a plan of distribution adopted under the BOC. A district court of the county in which the Corporation's principal office is located shall distribute to one or more organizations exempt under Section 501(c)(3) of the Code, or described by Section 170(c)(1) or (2) of the Code, the property of the Corporation remaining after a distribution of property under a plan of distribution under the BOC. The court shall make such distribution in the manner the court determines will best accomplish the general purposes for which the Corporation was organized.

ARTICLE 2

STATEMENT OF FAITH AND CHURCH COVENANT

2.1. STATEMENT OF FAITH.

- (a) **THE SCRIPTURES.** We believe men inspired by God wrote the Holy Bible. We hold it to be the perfect truth, without any errors. It is the only complete and final authority in matters of faith and practice. Furthermore, it should be highly esteemed and revered, as it contains the very words of God. When we refer to "The Holy Bible," we speak of the collection of sixty-six books, from Genesis to Revelation. As originally written and providentially preserved, these books do not merely contain and convey the message of God's Word; they are the very Word of God itself. When we use the term "inspiration," we are referring to the belief that holy men of old wrote the books of the Bible. The Holy Spirit moved these individuals so precisely that their writings are undeniably God's words as if Himself had penned them. No other writings can claim a level of inspiration comparable to the Bible's. As God inspired His Word, we believe He preserved His Word in the form of the Authorized or the King James Version. We believe the King James Version to be God's infallible and inerrant Word. 2 Timothy 3:16, Psalm 19:7, Deuteronomy 8:3, Psalm 119:89, 160, 1 Peter 1:23, 1 Thessalonians 2:13, 2 Peter 1:19-21, Psalm 12:6-7.
- (b) **DISPENSATIONALISM.** We believe when the Scriptures are interpreted literally within their natural context, it becomes necessary to make divisions. These divisions are made based on the intended audience or the time period the passage was written. God has interacted with humanity in different ways at different times. These times or dispensations are defined by a unique set of expectations. These different periods, or 'dispensations,' provide a framework for understanding God's plan and the necessity of Salvation. In each

dispensation, man is given different tests of obedience. All these tests have ended in failure. For example, In the Age of Innocence, Adam and Eve disobeyed and took the Tree of Knowledge of good and evil. God stepped in and thus began a new dispensation. All the promises God made to man in every dispensation were made possible by the sacrifice of Jesus. His blood served as a payment for the promises made to man in the former dispensations. Understanding these divisions is necessary to understand your responsibilities. For instance, we are not responsible for sacrificing a lamb in the Church Age. Instead, we are to acknowledge that we are sinners before God, both by birth and by choice, and turn to God in faith, believing that the sacrifice of Jesus is sufficient for our salvation. Dispensations help us delineate the distinctions between the Old and New Testaments as well as distinctions between Jews, Gentiles, and the Church. 2 Tim. 2:15; Heb. 9:14-18; Gal. 3:13-25; 1 Cor. 9:17; Eph. 1:10, 3:1-10; Col 1:25.

- (c) **THE ONE TRUE GOD.** We believe that there is only one true and living God, who is the Creator and Sustainer of the universe. His attributes include love, justice, holiness, and wisdom. He is omniscient, omnipotent, and omnipresent, existing outside of time while interfacing with His creation within time. We believe in the doctrine of the Trinity. Within the Godhead, there exist three coequal and coeternal persons: the Father, the Son, and the Holy Spirit. These persons are distinct yet act in perfect harmony, especially evidenced in the work of creation, redemption, and sanctification. These three are equal in every purpose, working distinctly but cooperatively. God is not a distant deity, He is a relational God who desires a relationship with mankind, which is made possible through the life, death, and resurrection of Jesus Christ. John 5:17; John 10:30; Deuteronomy 6:4; Isaiah 45:5-6; 1 Timothy 1:17; 2 Corinthians 13:14; Matthew 28:19; Ephesians 1:3-14.
- (d) **JESUS CHRIST.** We believe that Jesus Christ was God in the flesh. He is the second person of the Trinity, fully God, and fully man, existing eternally with the Father and the Holy Spirit. He was born of a virgin. He entered into time to redeem mankind. He lived a sinless life, He was the express image of God. Jesus willingly offered Himself as the perfect and final sacrifice for human sin through the cross of Calvary. His death on the cross satisfied the righteous demands of a holy God and provided the atonement for all men. He was physically resurrected on the third day, overcoming death. Jesus Christ secured eternal life for all who place their faith in Him. Jesus then ascended into heaven, where He sits at the right hand of God the Father, serving as our high priest and advocate. He will return again. His life, death, and resurrection are the foundation of our faith and His demonstration of love to mankind. John 1:1-3, 14, Matthew 1:18-25, Hebrews 4:15, 1 Peter 2:22, Romans 5:8, 1 Corinthians 15:3-4, Hebrews 9:24-28, Acts 1:9-11, Revelation 19:11-16.
- (e) **THE HOLY SPIRIT.** We believe the Holy Spirit is the third person of the Trinity, coequal and coeternal with God the Father and God the Son. The Holy Spirit is not an impersonal force but a distinct person with intellect, emotion, and will. He is in the world today, convicting the world of sin, righteousness, and judgment to come. The Holy Spirit indwells the believer, sealing them for the day of redemption, and is the earnest for our future inheritance. He equips believers with spiritual gifts for the edification of the Church and empowers them for godly living and effective ministry. The Holy Spirit works in the believer for his sanctification, He guides them into all truth and conforms them to the image of Christ. He intercedes on behalf of believers and bears witness to their standing before God. The Spirit illuminates the Scriptures, making the Word of God discernable to his understanding. The Holy Spirit enables believers to live in a manner that glorifies God and is consistent with His expectations. John 14:16-17, 26, John 16:7-15, Ephesians 1:13-14, 1

Corinthians 12:4-11, Galatians 5:16-25 Romans 8:14-27, 2 Timothy 3:16-17, 1 Corinthians 2:9-16.

- (f) **THE DEVIL OR SATAN.** We believe Satan, also known as Lucifer or the Devil, is a created being who was once holy and enjoyed heavenly honors as the Anointed Cherub. However, he rebelled against God out of pride and attempted to usurp God's authority, which failed, and he was cast out of heaven. He is a real and malevolent being, not a symbolic representation of evil. Satan is the adversary of God and the accuser of God's people, constantly seeking to deceive, tempt, and destroy. He is the author of all false religions and the root of all present apostasy His powers are significant but limited by God; he is not omnipotent, omnipresent, or omniscient. Satan is the instigator of sin and evil in the world, actively working to oppose God's program and lead people away from a relationship with God. His defeat was secured through the death and resurrection of Jesus Christ. Currently, he holds the position of the prince of the power of the air and is considered the unholy god of this world. At the end of the age, Satan will be cast into the Lake of Fire, where he will be eternally separated from God, and his evil will be forever destroyed. Satan is the lord of the antichrist and the cause and director of all the powers of darkness. Satan is destined to face final defeat at the hands of God's Son and will be subject to the judgment of eternal justice in hell, a place specifically prepared for him and his angels. Ezek. 28:14-17, Isa. 14:12-15, Revelation 12:19, Eph. 2:2, 2 Cor. 4:4, Matt. 4:3, 1 Pet. 5:8, 2 Cor. 11:14, Rev. 12:10, 2 Thess. 2:9, 1 John 2:22, Rev. 20:10, Matt. 25:41.
- (g) **CREATION.** We believe in the creation account as given in Genesis that the universe and all it contains were created out of nothing, by God. The biblical account of creation in the book of Genesis should be interpreted literally rather than allegorically or figuratively. We believe that man was created directly in God's own image and after His own likeness. We also believe that God directly created all plant and animal life. We uphold the principle that God's established law is for these life forms to reproduce "after their kind." All of the creation was completed in six 24-hour periods. We believe that creation was instantaneous and did not need to evolve or develop over time from lower to higher forms we must take a stand against non-Biblical science and philosophy. I strive to guard what has been entrusted to my care by opposing what is falsely called science. Genesis 1:1-2:25, John 1:1-3, Acts 17:28, Romans 1:20, Colossians 1:15-17, Hebrews 11:3, 1 Tim 6:20, Colossians 2:8, Genesis 1:1-31, Exodus 20:11, Psalm 19:1-4, Romans 1:19-20, Colossians 1:16-17, Hebrews 11:3, Isaiah 45:12, Revelation 4:11.
- (h) **MAN.** We believe that man was created in God's image in a perfect environment, innocent under the law of God. However, man fell from his sinless and happy state by voluntary transgression. As a result, all mankind are now sinners, not by constraint but by choice, and are therefore under just condemnation without defense or excuse. Because of this, man needs atonement for his sin. This atonement is available through the shed blood of Jesus Christ. Jesus freely took upon Himself man's nature, yet without sin, He kept the divine law by His personal obedience and by His death made a full atonement for our sins. His atonement consisted of voluntarily substituting Himself in the sinner's place, the just dying for the unjust. Christ, the Lord, bore our sins in His own body on the cross. To be saved, man must be born again; the new birth is a new creation in Christ Jesus. It is instantaneous and not a process; the one dead in trespasses and sins is made a partaker of the divine nature and receives eternal life, the free gift of God. Thus, man is restored to a relationship with God. It is man's responsibility to seek God and find him. God desires man to be restored to his happy state but will not override man's free will. Genesis 1:27, Romans 3:23, Romans

6:23, John 3:16, 2 Corinthians 5:21, 1 Peter 2:24; John 3:3, 2 Peter 1:4, Romans 6:23, 1 Timothy 2:5-6, 2 Peter 3:9, Matthew 23:37.

- (i) **THE ATONEMENT FOR SIN.** We believe that the salvation of sinners is wholly of grace; through the shed blood of Jesus Christ, who by appointment of the Father, freely took upon Himself our nature, yet without sin, honored the divine law by His personal obedience, and by His death made a full atonement for our sins; that His atonement consisted not in setting us an example by His death as a martyr, but was the voluntary substitution of Himself in the sinner's place, the just dying for the unjust, Christ, the Lord, bearing our sins in His own body on the cross. (Ephesians 2:8, Acts 15:11, Romans 8:24, John 3:16, Matthew 18:11, Philippians 2:7, Hebrew 2:14, Isaiah 53:4-7, Romans 3:25, 1 John 4:10; 1 Corinthians 15:3, 2 Corinthians 5:21, John 10:18, Philippians 2:8, Galatians 1:4, 1 Peter 2:24, 1 Peter 3:18, Isaiah 53:11, Hebrews 12:2, 1 Corinthians 15:20, Isaiah 53:12, Hebrews 9:12-15, Hebrews 7:25, 1 John 2:2).
- (j) **SALVATION.** We believe that salvation is a gift from God, available to all who place their faith in Jesus Christ. Salvation cannot be earned through good works or moral purity. It is freely given by the grace of God. Jesus Christ is the only way to eternal life. Men are born into a fallen world and into a fallen flesh, and they are sinners by nature and by choice. Because of this, they are all in need of salvation. God's offer of salvation is extended to all, and it is up to every individual to either accept or reject this gift. Jesus died for every person and is not willing that any should perish. He wants to save you, but you must call upon him. Once a person is saved, they are secure in their salvation as it depends on Jesus's righteousness and not their personal righteousness. However, they must be careful to maintain good works. A believer works from salvation, not to salvation. John 3:16, Ephesians 2:8-9, Romans 8:38-39; Ephesians 1:13-14, Ephesians 2:10, Titus 3:8.
- (k) **JUSTIFICATION.** We believe that justification is the act of God that takes place the moment a person places their faith in Jesus Christ. He declares a sinner to be righteous on the basis of faith in Jesus Christ. Justification involves the imputation of our sins to Christ, who bore them on the cross, and the imputation of Christ's righteousness to us. This is more than forgiving sins; it is a legal declaration of righteousness. The act of justification is not based on any merit or work we have done but only on Christ's merit and his finished work on the cross. It is received by faith alone. Justification provides peace with God, grants access to the privileges of being children of God, and assures us of our future glorification in Christ. It is a one-time act, not a process, and once justified, a believer is eternally secure in Christ. While sanctification is the ongoing process of becoming more Christ-like, justification is the immediate change in our legal standing before God, providing the foundation for our sanctification and ultimate glorification. Romans 3:23-26, Romans 5:1-2, 2 Corinthians 5:21, Galatians 2:16, Ephesians 2:8-9; Titus 3:4-7, Romans 8:30-34, James 2:17-18.
- (l) **REPENTANCE.** We believe repentance has a different function in the initial experience of salvation and the ongoing walk of a believer with Christ. In salvation, it is not about overcoming specific sins as commonly reported. Instead, it is about turning away from idols or false securities toward God in faith. This involves a reorientation of the heart and mind. The person stops trusting in their own righteousness, worldly philosophies, or any other "idols" they rely on for salvation, and they put their faith in Jesus Christ alone. In a believer's life, repentance is not a one-time event but a daily reality, sometimes occurring many times daily. This ongoing repentance is not about maintaining salvation; justification

is a completed work based on faith in Christ. Repentance in a believer's life serves to maintain fellowship with God. It is about having a healthy relationship with God and is part of the sanctification process. We identify where our heart strays and return back to God. This constant act of repentance keeps our fellowship with God intact and allows us to grow in grace and holiness. Acts 20:21, 1 Thessalonians 1:9, John 14:6, Romans 5:1, 1 John 1:9, 2 Corinthians 7:10; James 4:8-10, Romans 8:1-4

- (m) **FAITH.** We believe Faith is the evidence that one believes in his substance or proof that he believes. Faith is predicated by belief what we believe produces faith. And that, in turn, is the evidence we believe. Faith is the confident assurance in the unseen realities of God and His promises, Faith is the entry point into a saving relationship with Jesus Christ and the sustaining force in the Christian walk. Without faith, one cannot know God. One cannot have faith in a God they do not believe exists. Faith is a gift from God, It is the means through which we are justified. While faith is accompanied by works as its evidence, these works are not the basis for our salvation but rather the natural outcome of genuine faith. When a person sees his sinful state, his hopeless situation, and dreadful future and Believes that Jesus died for him and his work alone is sufficient for salvation. He stakes all his hope on Christ alone this is saving faith. Faith is what enables him to maintain good works. Hebrews 11:1-6, Ephesians 2:8-9, Romans 5:1, James 2:17-18.
- (n) **THE CHURCH.** We believe that the Church is an organism made up of people who have been placed into the body of Christ by the Holy Spirit. It is also an organization known as the local church. We believe the local church is a group of baptized believers who have willingly submitted themselves to one another for the service of the Lord. The local church is necessary for the perfecting of the saints. It enables the believer to carry out many of the functions God has called individual Christians to do and is crucial for our perfecting and ministry to the saints. The local church is also essential for accountability and discipleship. Without the local church, there would be no practical way to carry out church discipline or provide accountability in a believer's life. The Pastor is the undershepherd, providing oversight. The pastor is responsible for ensuring the Lord's instructions are followed; he is assisted by the Deacons and Members in carrying out the Lord's ministry on Earth. The true mission of the church is found in the Great Commission: to preach the Gospel, to baptize the converts, and to teach them to observe His commands, also known as discipleship. 1 Corinthians 12:12-27, Ephesians 4:11-16, Matthew 18:15-17, Hebrews 13:17; Acts 6:1-7, Matthew 28:18-20.
- (o) **BAPTISM.** We believe baptism is an outward expression of an inward transformation, serving as a public declaration of one's faith in Jesus Christ and identification with Him. While it does not bring about salvation, baptism is an act of obedience that symbolizes the believer's death to sin, burial with Christ, and resurrection to new life. It is to be done in the name of the Father, Son, and Holy Spirit by immersion in water. Baptism serves as a point of entry into the local church, showing a person's commitment to the Body of Christ locally and universally. It is an obedient act of good conscience toward the Lord Jesus Christ. Baptism must follow, not precede salvation. Baptism is one of the two ordinances entrusted to the local church. Matthew 28:19-20, Acts 2:38, Romans 6:3-4, Ephesians 4:4-6, 1 Peter 3:21, 1 Corinthians 12:13, Matthew 3:13-17, Acts 8:37.
- (p) **THE LORD'S SUPPER.** We believe that the Lord's Supper is the second ordinance established by Jesus Christ for the church, meant to be a time of reflection and corporate worship. During this memorial, Members consume unleavened bread and the fruit of the vine as symbols representing Christ's body and blood. The Lord's Supper is a memorial by

which believers remember the sacrificial of Christ on the cross. It is a testimony; the church publicly testifies to the saving work of Christ, showing forth His death until He returns. The believer is encouraged to self-inspection and repentance before partaking. It draws the Body of Christ closer as they participate in this observance. The elements themselves do not become the actual body and blood of Christ, they are symbols that help us to remember and think about Christ's sacrifice. The Lord's Supper should be observed reverently and regularly by all who have placed their faith in Jesus Christ. Matthew 26:26-29, 1 Corinthians 11:23-29, Luke 22:19-20, 1 Corinthians 10:16-17.

- (q) **ETERNAL SECURITY.** We believe that all believers, are kept by God's power and are thus secure in Christ forever. Salvation is dependent on the work of Christ alone, and the believer is sustained by the power of God, not by works. While a believer is made perfect in Christ, this assurance should not be used as a cloak for maliciousness or as a license to continue in sin. Christian liberty is not meant to enable a licentious life. Confident in their salvation, believers can focus on defeating sin and growing in sanctification. While sanctification may involve struggle and effort, the assurance of salvation should not be a source of continual anxiety or strife. It is abundantly clear in the New Testament that when erring, believers do not lose their salvation even if they commit as egregious a sin as fornication. Church discipline is a tool that, if utilized, helps keep the church pure and brings the erring believer to repentance. John 10:28-29, Romans 8:38-39, Ephesians 1:13-14, Ephesians 2:8-9, 1 Peter 2:16; Galatians 5:13-14, Romans 6:1-2, Philippians 2:12-13, 1 Cor5:5.
- (r) **SEXUALITY AND MARRIAGE.** We believe that God made two distinct genders, man and woman, male and female. We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a naturally-born man and a naturally-born woman. We believe that any form of homosexuality, lesbianism, bisexuality, pedophilia, bestiality, incest, fornication, and adultery are sinful perversions of God's gift of sex. We believe that God disapproves of and forbids any attempt to alter or renounce one's God-given male or female gender, by surgery, by appearance, or by assumption of no gender, a transient gender or neutral gender. We believe that the only legitimate marriage is the joining of one naturally-born man and one naturally-born woman. (Gen 2:24, Gen 19:5,13, Gen 26:8-9, Lev 18:1-30, Rom 1:26-29, 1 Cor 5:1, 6:9, 1 Thess 4:1-8, Heb 13:4, Rom 7:2, 1 Cor 7:10, Eph 5:22-23).
- (s) **CHURCH LEADERSHIP.** 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. The husband is to be the leader of the home, and men are to be the leaders (pastors and deacons) of the church. Accordingly, only men are eligible for licensure and ordination by the church. (Gal. 3 :28; Col. 3: 18; 1 Tim. 2:8-15; 3:4-5 12).
- (t) **FAMILY RELATIONSHIPS.** We believe that God has ordained the family as the foundational institution of human society. The husband is to love his wife as Christ loves the church. The wife is to submit herself to the Scriptural leadership of her husband as the church submits to the headship of Christ. Children are a heritage from the Lord. Parents are responsible for teaching their children spiritual and moral values through Bible study, prayer, consistent lifestyle exampleS, and appropriate discipline, including Scriptural corporal correction. (Gen. 1:26-28; Ex. 20:12; Deut. 6:4-9; Ps. 127:3 - 5; Prov. 19:18;

22:15; 23:13-14; Mk. 10:6-12; 1 Cor. 7:1-16; Eph. 5:21-33; 6:1-4, Col. 3:18-21; Heb. 13:4; 1 Pet. 3:1-7).

- (u) **ABORTIONS.** We believe that human life begins at conception and that the unborn child is a living human being. Abortion constitutes the unjustified, unexcused taking of unborn human life. Abortion is murder. We reject any teaching that abortions due to rape, incest, birth defects, gender selection, birth or population control, or the physical or mental well-being of the mother are acceptable. (Job 3:16; Ps. 51:5; 139:14-16; Isa. 44:24; 49:1, 5; Jer. 1:5; 20: 15-18; Luke 1 :44).
- (v) **LAWSUITS BETWEEN BELIEVERS.** We believe that Christians are prohibited from bringing civil lawsuits against other Christians or the church to resolve personal disputes. We believe the church possesses all the resources necessary to resolve personal disputes between Members. We do believe, however, that a Christian may seek compensation for injuries from another Christian's insurance company as long as the claim is pursued without malice or slander. (1 Cor. 6:1-8; Eph. 4:31-32; Matt. 18:15-17).

2.2 **AUTHORITY OF STATEMENT OF FAITH.** The Statement of Faith does not exhaust the extent of our faith. The Bible itself is the sole and final source of all that we believe. We do believe the Statement of Faith accurately represents the teachings of the Bible and, therefore, is binding upon all Members.

2.3 **CHURCH COVENANT.** The mission of Huisache Avenue Baptist Church is to glorify the Lord. We do that by seeking the lost, teaching the found and inspiring Christians to serve the Lord. Having been led as we believe by the Spirit of God, to receive the Lord Jesus Christ as our Savior, and on the profession of our faith, having been baptized in the name of the Father and of the Son and of the Holy Ghost, each and all of our Members do now in the presence of God, enter into the covenant with one another as one body in Christ, to fulfill the New Testament work of the local church by doing the following:

- (a) Participate in the weekly worship services and respond to the preaching of God's Word as His Spirit leads. (Heb 10:25; Matthew 18:20; Col 3:16);
- (b) Honor the Lord with systematic support of His work through regular tithes and offerings. (Mal 3:10; 1 Cor 16:1-2; 2 Cor 9:7-8.);
- (c) Walk faithfully with Christ through Bible study and prayer and seek to live in a manner consistent with His Word. (2 Tim 2:15, 20-22);
- (d) Relate to my fellow Members in love, avoiding gossip, anger and resentment and exercising the grace, kindness and forgiveness of Jesus Christ. (Col 3:12-16);
- (e) Participate in opportunities for spiritual growth as the Lord leads and as my schedule allows, such as adult Bible fellowships, revival services and conferences. (Eph 4:11-16);
- (f) Love and nurture the Members of my immediate family according to the teachings of God's Word and teach my family the Word, applying its truths to our lives. (Eph 6:4; Deut 6:6-9);

- (g) Find a place to serve in the body where I may exercise my spiritual gifts to advance Christ's work. (Rom 12:4–8; 1 Peter 4:10);
- (h) Cultivate a servant's heart toward my fellow Members, praying for and supporting those who suffer. (1 Cor 12:25–27; Gal 6:2);
- (i) Share the Gospel with those in my family and community, reach out with the love of Christ to my friends and neighbors, support and pray for the missionaries our church is helping to send around the world. (Matt 28:18–20; Acts 1:8); and
- (j) Abstain from fleshly desires that would bring a reproach against my testimony as a Christian or my Church. (1 Peter 2:11).

ARTICLE 3 MEMBERSHIP

3.1. QUALIFICATIONS FOR MEMBERSHIP. Those seeking membership must make the following commitments to be eligible for membership:

- (a) Affirm his or her faith in Jesus Christ as his or her personal Savior and have identified with Him through Believer's baptism;
- (b) Agree with the Statement of Faith contained herein;
- (c) Enter into the Church Covenant contained herein;
- (d) Meet with the Senior Pastor or his designee to review the Statement of Faith, Church Covenant, and expectations of Members. The Senior Pastor or his designee may recommend the persons for membership; and
- (e) After such recommendation, membership will be granted upon a majority vote of the members present at any Church service or meeting.

3.2. PRIVILEGES OF MEMBERSHIP.

- (a) This congregation functions not as a pure democracy, but as a local body under the headship of the Lord Jesus Christ and the direction of the Senior Pastor, as the under-shepherd. Internal affairs of the Church and ecclesiastical matters shall be determined exclusively by the Bible and the Church's own rules and procedures.
- (b) Membership in this Church does not afford the Members with any property, contractual, or civil rights. Although the general public is invited to all of the Church's worship services, the Church property remains private property. The Senior Pastor (or in his absence, an individual so designated by the Senior Pastor), after consultation with Church leadership, has the authority to suspend or revoke the right of any person, including a Member, to enter or remain on Church property. If, after being notified of such suspension or revocation, the person enters or remains on Church property, the person may, in the discretion of the Senior Pastor (or the designee), be treated as a trespasser.

- (c) A Member may inspect or copy the prepared financial statements of the Church and the minutes of the proceedings of Church and committee meetings, provided he or she shall have made a written request upon the Church stating the purpose for the inspection, and the Church has received the written request at least seven days before the requested inspection date. Minutes from discipline committee meetings are exempt from this provision and are not subject to inspection or copy; provided that the Senior Pastor has discretion in releasing such records. A Member may not, under any circumstances, inspect or copy any record relating to individual contributions to the Church. A Member may only examine a list of names and addresses of the Church Members in accordance with Section 4.6 herein. The Church may impose a reasonable charge, covering the costs of labor and materials, for copies of any documents provided to the Member before releasing the copies to the Member.
- (d) Where appropriate, the Senior Pastor, in his sole discretion, shall designate specific assignments and qualifications for various special classes, group activities, programs, or ministries. Such assignments and qualifications shall be enforced for all individuals who wish to participate. Individuals who do not meet the qualifications shall not be allowed to participate.
- (e) In all services and programs of the Church, reasonable standards of decorum and order shall be maintained at all times. As such, no one shall, by appearance or behavior, be permitted to draw attention to themselves in contravention to the ministry's purposes. Any individual who, in the sole discretion of the Senior Pastor or ministry leadership, is found to be in violation of this policy shall be removed from the premises immediately.

3.3. DISCIPLINE OF A MEMBER. All Members recognize the authority of the Church membership in connection with a Member's actions and that each Member is accountable to the Church membership.

- (a) Each Member shall first bring all matters concerning discipline of the Church membership to the attention of the Senior Pastor for counsel and guidance. If the Senior Pastor determines, after thoughtful prayer for wisdom and guidance and in consultation with the Board of Directors, that discipline is appropriate, then such discipline as determined by the Senior Pastor, in his sole discretion, shall be enacted. If the Senior Pastor is unsuccessful in resolving the matter, then the matter shall be referred to the discipline committee.
- (b) In the case of the need for a discipline committee, the Senior Pastor, two (2) members of the Board (as defined herein) and three (3) Members appointed by the Senior Pastor will act as the discipline committee. During such meeting, legal counsel for the Corporation shall be present for the purpose of providing legal guidance on these Bylaws and procedure.
- (c) The discipline committee shall, upon a seventy-five percent (75%) affirmative vote, determine the disciplinary action to be taken and enact such disciplinary action. If the matter is not resolved during the hearing before the discipline committee, the committee shall recommend a disciplinary action to the Members at a Regular Meeting or a Special Meeting called for such purpose.
- (d) A seventy-five percent (75%) affirmative vote of the Members present and voting in a Regular or Special Meeting called for such purpose is required to confirm a matter of

disciplinary action against a Member recommended by the discipline committee or recommend and vote on disciplinary actions proposed at such meeting, or vote to take no action. The vote of the Members at such meeting shall be final and unappealable unless such action by the Member in question continues and is found by the Senior Pastor to be of a nature against the Statement of Faith, the Church, or the Word of God.

- (e) Notwithstanding anything contained in these Bylaws to the contrary, the Senior Pastor may, in his sole discretion, rescind membership upon finding of the following:
 - (i) The member in question openly denounces the Church and incites any form of rebellion and/or insurrection against the Church leadership or the Senior Pastor, such denouncement and incitement being testified to by two (2) witnesses; or
 - (ii) The Member in question causes or partakes in any form of illegal activities involving the use of drugs, embezzlement, arson, destruction of the Corporation property, fraud, physical harm to other Members of the Church, or the like; or
 - (iii) The Member in question is found to have practiced in pagan rituals or affirmed any belief in paganistic ideology.
- (f) A Member removed under this Section 3.3 herein who is restored may reapply for membership under the provision of Section 3.01 herein.

3.4. TRANSFER OF MEMBERSHIP. Members who wish to resign their membership at the Church and who are not under the disciplinary process of Section 3.3 herein may request letters of transfer be sent to another church. The Senior Pastor may issue to such Member letters of transfer or a written statement of good standing in the Senior Pastor's sole discretion.

3.5. AUTOMATIC TERMINATION OF MEMBERSHIP PRIVILEGES.

- (a) No Member of the Church may hold membership in another church. The membership of any individual Member shall automatically terminate without notice if the Member unites in membership with another church.
- (b) The membership of a Member automatically terminates upon his or her death.
- (c) No provision contained in this Section 3.5 shall be subject to or governed by the procedures regarding discipline of Members set forth in Section 3.3 herein.

ARTICLE 4
ANNUAL BUSINESS MEETING

4.1. MEETINGS FOR PUBLIC WORSHIP. Unless otherwise determined by the Senior Pastor, the Church shall meet each Sunday for public worship, both morning and evening, and on Wednesday evening for Bible study and prayer.

4.2. ANNUAL BUSINESS MEETING.

- (a) The Church's annual business meeting (the "Annual Business Meeting"), for the election of deacons, directors, and the transaction of other business, shall be held during December

each year. A quorum shall consist of the Members present. Public notice of the meeting shall be given from the pulpit for two Sundays immediately preceding the meeting. At least two weeks before the Annual Business Meeting, the Secretary shall create an approved list of the Voting Members eligible to vote at the Annual Business Meeting. The Senior Pastor shall act as the moderator of all Church meetings.

- (b) The Senior Pastor shall determine the rules of procedure according to his sense of fairness and common sense, giving all Members a reasonable opportunity to be heard on a matter. The Senior Pastor is the final authority on questions of procedure, and his decision is final and controlling. The following order shall generally be observed at the regular Church business meetings.
 - (i) Prayer
 - (ii) Reading of minutes
 - (iii) Report on new members and dismissed Members
 - (iv) Reports of officers
 - (v) Reports of standing committees
 - (vi) Reports of special committees
 - (vii) Election of deacons
 - (viii) Election of directors
 - (ix) Unfinished matters
 - (x) New matters
 - (xi) Adjournment
 - (xii) Prayer
- (c) For any meeting under this article, the Senior Pastor, in his sole discretion, shall have full and unilateral authority to require non-Members to leave the meeting room and to order the immediate removal of any Member or other person present who is deemed by the Senior Pastor to be disruptive to the proceedings. The Senior Pastor shall have full authority to order the removal of all children (ages to be determined by the moderator) if, in his sole discretion, circumstances so warrant. If the Senior Pastor determines compliance with his order of removal is unsatisfactory, the Senior Pastor may, in his sole discretion, revoke the disruptive person's right to remain on the premises in accordance with Section 3.2(b) herein and treat the person as a trespasser.

4.3. SPECIAL MEETINGS.

- (a) The Senior Pastor may call a special meeting (a "Special Meeting") by giving notice of such a meeting and the purpose for which it is called to the Members from the pulpit at

least one Sunday and not less than one week prior to said meeting. At such meeting, only those matters for which the meeting is called shall be considered. If the office of Senior Pastor is vacant or the Senior Pastor is the subject of possible disciplinary action, an assistant pastor may call a special meeting. Deacons may only call a special meeting if all pastoral positions are vacant.

- (b) A meeting for the calling or removal of the Senior Pastor shall be called in accordance with the provision of Section 5.2 herein.
- (c) Bible conferences, missionary conferences, and revivals may be held as the Senior Pastor deems beneficial.

4.4. MOTIONS. Members who desire that a certain motion be made or subject matter be discussed during an Annual Business Meeting or Special Meeting must file a written recommendation with the Senior Pastor at least five (5) days prior to the meeting. The Senior Pastor will then prayerfully consider the proposal and proceed according to his conscience and what he understands to be in the best interests of the Church. All other motions will be presented by the Senior Pastor unless the Senior Pastor delegates authority to another Member and/or Officer to raise certain motions.

4.5. VOTING AT MEETINGS. Only members at least eighteen (18) years of age who are Members at the time of the notice is given for any meeting (“Voting Members”) and who are physically present at a duly called meeting of the Church shall be entitled to vote at such meeting. There shall be no proxy or absentee voting. The eligible membership of the Church may exercise voting privileges only in those areas that are permitted by Texas law and these Bylaws.

4.6. LIST OF VOTING MEMBERS. After the notice is given for a meeting, the Secretary shall cause to be prepared an alphabetical list of the Members entitled to vote at the meeting. The list should include the addresses of each Member entitled to vote at the meeting and the number of votes each Member is entitled to cast at the meeting. The list will be available for inspection at the Church offices by Members entitled to vote at the meeting.

ARTICLE 5 THE SENIOR PASTOR

5.1. DUTIES AND POWERS OF THE SENIOR PASTOR.

- (a) The senior pastor of the Church (the “Senior Pastor”) shall preach the Gospel regularly and shall be at liberty to preach the whole counsel of the Word of God as the Lord leads him. The Senior Pastor shall administer the ordinances of the Church, act as moderator at all Church meetings or designate another person to serve as moderator, supervise the teaching ministries of the Church, and tenderly watch over the spiritual interests of the Members.
- (b) The Senior Pastor shall appoint the members of any committees at the Annual Business Meeting or, in the case of a vacancy or newly created committee, at other duly called Special Meetings. The Senior Pastor shall serve as the President and chief executive officer of the Corporation and inform all newly appointed officers of the function and responsibilities of their respective offices. He shall extend the right hand of fellowship to all new Members on behalf of the Church and shall perform such other duties as generally pertain to such a position. The Senior Pastor shall be free to choose the means and methods by which he exercises the ministry God has given him.

- (c) The time, place, and arrangements of meetings for public worship and Bible study, and the use of the property belonging to the Church for purposes other than for public worship and Bible study, shall be under the control of the Senior Pastor, who will determine the appropriate uses and persons permitted to use the Church property.
- (d) The Senior Pastor shall be responsible to fill the pulpit himself or by an assistant pastor or visiting speaker for each regularly scheduled Church service as well as any special services. In the event of his absence, the Senior Pastor shall be responsible for inviting speakers from within the Church membership or outside the Church to preach in a manner consistent with the beliefs articulated in the Statement of Faith.
- (e) The salary and benefits for the Senior Pastor shall be reviewed and determined by the Finance Committee at their annual meeting and will be presented for inclusion in the Annual Budget. The Senior Pastor and assistant pastor may propose and recommend his/their salary for review and consideration by the Finance Committee. The Senior Pastor, during any such meeting, shall not be denied discussion on or a vote on the matter of the salary and benefits of the pastoral staff.

5.2. DISMISSING A SENIOR PASTOR. The Senior Pastor may be dismissed for living, preaching or teaching in a manner that is contrary to the Statement of Faith, the Church Covenant or the qualifications of a pastor as described in 1 Timothy 3:1-7 and Titus 1:6-9. The Senior Pastor shall serve indefinitely until resignation or removal in accordance with the procedures set forth as follows in this Section 5.2:

- (a) The members of the discipline committee shall follow the procedures set forth in Section 3.3 herein.
- (b) If the matter is not resolved after these steps have been taken, the Senior Pastor may be dismissed as the senior pastor of the Church and removed from the membership of the Church upon a seventy-five percent (75%) majority vote in the affirmative of the Members present at a meeting called by the discipline committee for the purpose of dismissal of the senior pastor of the Church. The Senior Pastor is not entitled to vote on his own dismissal.
- (c) The Church Members shall have sole and final authority to dismiss the Senior Pastor and upon such vote that results in the dismissal of the Senior Pastor, the Senior Pastor's employment shall terminate and the associate pastor shall serve as interim senior pastor of the Church until such time a Senior Pastor is hired.

5.3. CALLING A SENIOR PASTOR. Upon the resignation, death, or dismissal of the Senior Pastor, the Church shall seek a candidate who subscribes to the Statement of Faith, the Covenant and Bylaws of this Church, and whose life aligns with the qualifications of a pastor as described in 1 Timothy 3:1-7 and Titus 1:6-9. The Church shall abide by the following guidelines for calling a Senior Pastor:

- (a) The assistant pastor (or deacons in absence of any pastor) shall nominate male Members of the Church to serve on a pulpit committee to consist of five (5) to seven (7) male Members. The Members of the Church shall nominate and elect a pulpit committee at an Annual Business Meeting or a Special Meeting of the Church. The members of the pulpit committee shall be elected, each according to his or her own merits, by a simple majority vote of the Members present at the meeting.

- (b) The pulpit committee shall interview potential candidates and will only consider men who completely subscribe to the Statement of Faith and Covenant contained herein.
- (c) Upon a majority vote of the pulpit committee, a pulpit committee shall formally announce the candidate to the church, after which the candidate must preach at least two (2) regularly scheduled services and be available for a Church-wide question/answer time prior to being voted upon by the Members.
- (d) Notice from the pulpit must be given two (2) consecutive Sundays prior to a formal candidate's preaching services, and two (2) consecutive Sundays prior to the Church Members' vote.
- (e) The candidate must be elected as Senior Pastor by a two-thirds (2/3) majority vote of the qualified, Voting Members at the meeting to elect a Senior Pastor. The pulpit committee will only present for consideration to the Members one candidate at a time, and an up or down vote must be cast prior to consideration of other potential candidates.

ARTICLE 6

DEACONS

6.1. DEACONS. Deacons ("Deacons") are to care for the physical needs of the Church, to create unity in the body, and to support the work of the Senior Pastor. Deacons have no authority in the Church; they serve to free the Senior Pastor for his God-given duties. Deacons are responsible for making preparations to observe Church ordinances. Deacons shall disburse the benevolence fund in cooperation with the Senior Pastor and shall assist him in visitation and all other evangelistic efforts of the Church. Deacons shall choose a moderator for Church meetings if all pastoral positions are vacant.

6.2. QUALIFICATIONS OF DEACONS. To be considered for and to serve as a Deacon, a man must be a Member of the Church in good standing who subscribes to the Statement of Faith, the Covenant and these Bylaws, and whose life aligns with the qualifications of a deacon as described in 1 Timothy 3:1-7 and Acts 6:1-6.

6.3. SELECTION OF DEACONS. The Members of the Church shall nominate men of the Church to serve as Deacons, the number of Deacons to be determined by the Senior Pastor. The Senior Pastor will screen nominees, as determined by Biblical requirements, for inclusion to be considered for voting. The Members of the Church shall elect Deacons at the Annual Business Meeting. Each Deacon shall be elected according to his own merits, by a simple majority vote of the Voting Members present at the meeting. Deacons shall serve a term of two (2) years. Deacons are not to serve as Board members during their term as a deacon.

6.4. ORDINATION OF DEACONS. The ordination of newly elected Deacons shall be held at a public Church service following their election at the Annual Business Meeting.

6.5. DISMISSAL OF DEACONS. Deacons may be removed from office by the Senior Pastor at any time in the Senior Pastor's sole discretion.

6.6. VACANCIES OF DEACONS. Upon the resignation, death, incapacity, or dismissal of a Deacon, the Senior Pastor may appoint a qualified male Church Member to fill the vacancy until the next Annual Business Meeting of the Church.

ARTICLE 7
BOARD OF DIRECTORS

7.1. BOARD OF DIRECTORS. The board of directors (the “Board”) consists of the Senior Pastor, the Officers of the Corporation as defined in Article 9 herein, and a minimum of two (2) other Members.

7.2. DUTIES OF BOARD OF DIRECTORS. The Board is vested with the management of the business and affairs of the Corporation, subject to Texas law, the Corporation’s Certificate of Formation, as it may be amended or restated from time to time, and these Bylaws. All the powers of the Board shall be compatible with the laws of the State of Texas.

7.3. ACTIONS REQUIRING APPROVAL OF THE CHURCH. Notwithstanding the provisions of Section 7.2 herein, the Board shall exercise the following specific powers only upon authorization by a majority vote of the Voting Members present at a duly called Annual Business Meeting or Special Meeting:

- (a) To purchase, lease, or otherwise acquire real and personal property on behalf of the Church, and to take real and personal property by will, gift, or bequest on behalf of the Church; and
- (b) To sell, convey, alienate, transfer, lease, assign, exchange, or otherwise dispose of, and to mortgage, pledge, or otherwise encumber the real and personal property of the Church, to borrow money and incur indebtedness for the purpose and use of the Church; to cause to be executed, issued, and delivered for the indebtedness, in the name of the Church, promissory notes, bonds, debentures, or other evidence of indebtedness; and to secure repayment by deeds of trust, mortgages, or pledges.

7.4. ACTIONS REQUIRING SPECIAL MAJORITY APPROVAL OF THE CHURCH. Notwithstanding the provisions of Sections 7.2 and 7.3 herein, the Board shall exercise the following specific powers only upon authorization by a seventy-five (75%) majority vote of the Voting Members present at a duly called Church Annual Business Meeting or Special Meeting:

- (a) Amendment of the Certificate of Formation of the Church, including an amendment required for the cancellation of an event requiring winding up in accordance with the BOC;
- (b) A voluntary winding up under Chapter 11 of the BOC or a revocation of a voluntary decision to wind up;
- (c) A cancellation of an event requiring winding up under the BOC;
- (d) A reinstatement, distribution plan, plan of merger, or plan of exchange; or
- (e) A sale of all or substantially all the assets of the Church.

Prior to any vote by the Members on any action(s) described in this Section 7.4, the Board must adopt a resolution that approves a plan for the action(s) and directs that the resolution be submitted to a vote at an Annual Business Meeting or Special Meeting of the Church. The Members of the Church must be given sixty (60) days written notice of meeting and the notice must contain the plan or action or a summary of the plan or action.

ARTICLE 8
BOARD MEETINGS

8.1. TIME AND PLACE. Meetings of the Board may be held at any place at a reasonable time as may be determined from time to time by the Senior Pastor.

8.2. ANNUAL MEETING. An annual meeting of the Board shall be held each year prior to the Annual Business Meeting of the Church on such date as is determined by the Board. Notice of an annual meeting of the Board shall be given to each Board member not less than five (5) days before the date of the such annual meeting.

8.3. REGULAR MEETINGS. In addition to the annual meeting of the Board, the Board may hold regular meetings at such time and place as may be determined by the Senior Pastor. Notice of a regular meeting shall be given to each member of the Board not less than three (3) days before the date of the meeting. Any business may be transacted at a regular meeting.

8.4. SPECIAL MEETINGS. A special meeting of the Board may be called by the Senior Pastor to be held at any time and for any purpose. Notice of a special meeting of the Board stating the place, time, and purposes of the meeting, shall be given to each Board member not less than five (5) days before the date of such special meeting.

8.5. NOTICE OF MEETINGS. Any required notice to be given to a Board member shall be provided by the Senior Pastor and shall be emailed, mailed or personally delivered to each Board member. The notice is effective on the day it is transmitted, deposited with the United States Post Office, or upon actual receipt by the Board member.

8.6. WAIVER OF NOTICE. A Board member may at any time waive notice required by these Bylaws. Attendance at or participation in a meeting waives any required notice of the meeting.

8.7. VOTING. Each Board member present at any meeting shall be entitled to cast one vote on each matter coming before such meeting.

8.8. MEETINGS BY ELECTRONIC MEANS. Members may participate in a meeting of the Board by conference call or other electronic means by which all persons participating in the meeting can hear each other, and participation in a meeting of the Board in such manner shall constitute presence in person at the meeting.

8.9. ACTION WITHOUT A MEETING. Any action which is required to be or may be taken at a meeting of the Board may be taken without a meeting of the Board if one or more written consents describing the action so taken are signed by all members of the Board. The consents shall have the same force and effect as a vote at a meeting duly held and may be described as such in any documents. The Secretary shall file such consents with the minutes of the meetings of the Board. The consents may be delivered by email, facsimile, .pdf, or other electronic means to the Church Members and delivery shall be deemed effective at the time transmitted.

8.10. CLOSED MEETINGS. Physical attendance at the meetings of the Board shall be restricted to the members of the Board except where other Members of the Church have specific matters to present and request admittance to the meeting of the Board. The Board members each shall have the authority to submit a motion for prayer, discussion, and a vote pursuant to rules set forth at such duly called meetings by the Senior Pastor.

ARTICLE 9
OFFICERS

9.1. CORPORATE OFFICERS. The officers of the Corporation (the “Officers”) are President, Secretary and Treasurer.

9.2. QUALIFICATIONS AND APPOINTMENT OF OFFICERS. Only Church Members are eligible for appointment to any Officer position. The Church shall not install or retain an Officer who fails to adhere to or expresses disagreement with the Statement of Faith. All Officers, other than the President, shall be appointed by the Senior Pastor. The term of all Officers shall be two (2) years.

9.3. PRESIDENT. The Senior Pastor of the Church shall be the president (the “President”) of the Corporation. The President is the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Members. The President may sign, with the Secretary or any other proper Officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board or by these Bylaws or by statute to some other Officer or agent of the Corporation; and in general the President shall perform all duties incident to the office of President.

9.4. SECRETARY. The secretary (the “Secretary”) of the Corporation shall keep the minutes of the meetings of the Members and Board in books provided for that purpose; see that all notices are given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the address of each Member with dates of admission, baptism, transfer, dismissal and death; and in general perform all duties incident to the office of secretary and such other duties as may be assigned by the President or by the Board. The Senior Pastor, upon recommendation by the Secretary, may assign certain clerical duties of the Secretary to a non-ministerial staff member or volunteer.

9.5. TREASURER. The treasurer (the “Treasurer”) of the Corporation will keep all Church financial records to the maximum extent practical in accordance with Generally Accepted Accounting Principles (GAAP). The Treasurer and the Senior Pastor jointly may assign clerical duties of the Treasurer to non-ministerial staff or volunteer to help ensure maximum safeguards of the Church finances. The Board or finance committee should review the procedures on an ongoing basis to ensure such procedures are at all times adequate for the Church size and growth. The following finance functions are the overall responsibility of the Treasurer (or his designees): (1) deposit of all Church receipts, (2) payment of all authorized Church expenses, (3) maintenance of accounting records to support all receipts and disbursements, (4) preparation of all financial reports, (5) preparation of the annual budget, (6) presentation of financial reports at Annual Business Meetings for Church approval, (7) presentation of the annual budget at the Annual Business Meeting, (8) preservation of all financial reports and records as a part of the permanent Church records; (8) making all records available annually for audit (either by an audit committee and/or outside independent auditors).

ARTICLE 10
COMMITTEES

10.1. STANDING COMMITTEES. The Senior Pastor (or the assistant pastor if the office of Senior Pastor is vacant) may appoint standing committees as he deems appropriate and shall designate a chairperson and the membership for each standing committee except when otherwise specifically provided in these Bylaws. The Senior Pastor shall be an ex-officio member of each and every committee, with the exception of the Finance Committee. The Finance Committee will consist of the Board members minus the

President. This committee will meet once a year to prepare recommendations for salaries and compensation packages for the pastoral and any other paid staff members of the Church.

10.2. SPECIAL COMMITTEES. The Senior Pastor may create special committees to provide the Board with advice and information regarding matters submitted to the committee by the Board for consideration. The committee shall have no authority to act on behalf of the Corporation. Appointments of special committee members shall be made by the Senior Pastor or such persons as he shall appoint to make such nominations. The members of the committee shall serve solely at the pleasure of the Senior Pastor. The special committee shall be subject to the control and direction of the Senior Pastor at all times. The Senior Pastor shall be an ex-officio member of each and every special committee.

10.3. ACTIONS OF COMMITTEES. Committees, whether standing or special, have no authority to act on behalf of the Corporation. Their primary function is to research, recommend, and carry out any actions as directed by the Senior Pastor. Committees shall make available upon request all records and materials to the Senior Pastor, who shall have the right to overrule any plans or decisions made by the committee. Each committee shall have a secretary that keeps minutes of each meeting and shall timely submit the minutes to the Senior Pastor and Secretary to be filed with Church records. If deemed appropriate by the Senior Pastor, the committee secretary, in conjunction with the chairman, shall submit an annual report to the Church of the decisions and plans of the committee.

ARTICLE 11 EMPLOYEES AND VOLUNTEERS

11.1. SUPERVISION OF EMPLOYEES AND VOLUNTEERS. Subject to the Church's anti-nepotism and Conflict of Interest policy, all Church staff, whether paid or volunteer, shall be under the supervision of the Senior Pastor who has the sole authority to dismiss the same. The Senior Pastor may delegate the supervision of any employee or volunteer. No employee or volunteer shall be hired, appointed, or retained who fails to adhere to or expresses disagreement with the Statement of Faith.

11.2. CONDUCT OF EMPLOYEES AND VOLUNTEERS. All volunteers or staff that have contact with the general public on behalf of the ministry are perceived to be speaking on behalf of the ministry. These positions include, but are not limited to, secretaries, ushers, greeters, teachers, and anyone else who has contact with the general public as a representative of the ministry. All staff and volunteers with contact with the general public are required to exhibit the utmost display of Christian character. Use of abusive or pejorative language of any kind is strictly prohibitive and shall be grounds for discipline. No staff member or volunteer shall ever be disrespectful to any person for any reason.

10.3. WORK IN CHURCH EDUCATIONAL MINISTRIES.

- (a) The Church believes that the home and Church are responsible before God for providing a Christian education. To help fulfill this responsibility of imparting biblical truth and furthering the Great Commission, this Church shall establish and maintain a Sunday School program and other educational ministries for the purpose of winning souls to Christ, and teaching Bible doctrine, godly worship, and biblical Christian living.
- (b) All instructors, teachers, and administrators shall be Members of this Church. This provision shall not apply to visiting missionaries, evangelists, or preachers engaged for the purpose of delivering sermons, conducting revivals, or other special meetings on a temporary basis.

- (c) All educational programs or courses of instruction shall be taught and presented in full agreement with the Statement of Faith of the Church. The Church shall not hire, appoint, or retain any employee or volunteer for its educational programs who fails to adhere to or expresses disagreement with the Statement of Faith or who adopts or lives a lifestyle inconsistent with the beliefs and practices of Statement of the Faith or this Church, whether in or out of the classroom.
- (d) All educational programs or courses of instruction shall be conducted as an integral and inseparable ministry of the Church. The instructor, teacher, or moderator will conduct the program or course using the King James Version of the Bible and materials approved by the Senior Pastor or his designee.
- (e) All educational programs or courses of instruction shall be conducted consistent with the teaching of the inerrant Word of God. Any assertion or belief that conflicts with or questions a Bible truth is a pagan deception and distortion of the truth which will be disclaimed as false. It is the responsibility of every instructor or teacher to present the inerrant Word of God as the sole infallible source of knowledge and wisdom.

ARTICLE 12 OPERATIONS

12.1. CONTRIBUTIONS AND INCOME. All donations, tithes, offerings, endowments, gifts, and other income shall be deposited in the general fund of the Church at a financial institution approved by the Board. Funds may be moved from the general fund into other special purpose funds as necessary to accomplish the purposes of the Church and at the joint direction of the President and Treasurer.

12.2. DESIGNATED CONTRIBUTIONS. From time to time the Church, in the exercise of its religious, educational, and charitable purposes, may establish various funds to accomplish specific goals. All contributions to these funds shall be deemed advisory rather than mandatory in nature and shall remain subject to the exclusive control and discretion of the Senior Pastor. No fiduciary obligation shall be created by any designated contribution made to the Church other than to use the contribution for the general furtherance of any of its tax-exempt purposes.

12.3. FINANCIAL RECORDS. The Church shall maintain current and accurate financial records in accordance with generally accepted accounting principles. Based on these records, the Treasurer or his designee, with assistance from the Board, shall annually prepare or approve a financial report for the Corporation for the preceding year.

12.4. ANNUAL BUDGET. The Board, with the advice and recommendation of any committee under the Board's direction, shall cause the Treasurer, to prepare a budget for the upcoming fiscal year. The budget shall be approved by a majority of the Members at the Annual Business Meeting.

12.5. BUDGETED EXPENDITURES. The Senior Pastor or Treasurer may expend or authorize the expenditure of the funds of the Church in accordance with the annual budget approved by the Church.

12.6. EXTRA-BUDGET EXPENDITURES. The Senior Pastor may authorize any expenditure that exceeds any budgeted amount by no more than ten percent (10%). The Church may authorize any expenditure that exceeds any budgeted amount by more than 10 percent (10%) by a majority vote at any Annual Business Meeting or Special Meeting.

12.7. EMERGENCY EXPENDITURES. The Board may, in an emergency situation, make or approve the making of any expenditure or obligation exceeding the limit imposed on them in Section 12.6 herein under the following conditions:

- (a) The Board, by a majority vote, must determine that the matter is of such urgency that it cannot wait until the next regular meeting of the Church Members or until a Special Meeting can be held.
- (b) The actual decision shall then be taken at an emergency meeting of the Board, any action requiring the approval of at least seventy-five percent (75%) of the Board.
- (c) The Senior Pastor shall report the action taken by the Board at the next meeting of the Members for approval by a majority vote. If the Members refuse to approve the action, it shall be reversed insofar as practically possible.

12.8. FISCAL YEAR. The fiscal year of the Church shall be from January 1st to December 31st.

ARTICLE 13 INDEMNIFICATION

13.1. ACTIONS SUBJECT TO INDEMNIFICATION.

- (a) The Church may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action by or in the right of the Church) by reason of the fact that the person is or was a pastor, deacon, officer, employee, or agent of the Church, against expenses, including attorneys' fees, judgments fines, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit, or proceeding; and if that person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Church and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.
- (b) The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he reasonably believed to be in or not opposed to the best interests of the Church and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

13.2. EXPENSES SUBJECT TO INDEMNIFICATION. To the extent that a pastor, deacon, officer, employee, or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this Article 13, or in defense of any claim, issue, or matter in that action, suit, or proceeding, he or she may be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the action, suit, or proceeding.

13.3. LIMITATIONS OF INDEMNIFICATION. Any indemnification made under this Article 13, may be made by the Church only as authorized in the specific case on a determination that indemnification of the pastor, deacon, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in these Bylaws or Texas law. The determination shall be made (a) by a majority vote of a quorum consisting of the Board who were not and are not parties

to or threatened with the action, suit, or proceeding; (b) if the described quorum is not obtainable or if a majority vote of a quorum of disinterested deacons so directs, by independent legal counsel in a written opinion; or (c) by a majority vote of the Members of the Church.

13.4. TIMING OF INDEMNIFICATION. Expenses of each person seeking indemnification under this Article may be paid by the Church as they are incurred, in advance of the final disposition of the action, suit, or proceeding. As authorized by the Board in the specific case, so long as the pastor, director, deacon, officer, employee, or agent agrees to repay the amount if it is ultimately determined that he or she is not qualified to be indemnified by the Church.

13.5. EXTENT OF INDEMNIFICATION. The indemnification provided by this Article 13 shall be deemed to be discretionary unless otherwise required as a matter of law or under any agreement or provided by insurance purchased by the Church, both as to action of each person seeking indemnification under this Article 13 in his official capacity and as to action in another capacity while holding that office, and may continue as to a person who has ceased to be a pastor, director, deacon, officer, employee, or agent and may inure to the benefit of the heirs, executors, and administrators of that person.

13.6. INSURANCE. The Church may purchase and maintain insurance on behalf of any person who is or was a pastor, director, deacon, officer, employee, or agent of the Church against any liability asserted against him and incurred by him in that capacity, or arising out of his status in that capacity, whether or not the Church would have the power to indemnify him against liability under the provisions of this Article 13.

ARTICLE 14 CONFLICT OF INTEREST

14.1. PURPOSE. The purpose of this conflict-of-interest policy is to protect the Church's interest when it is contemplating entering into a transaction or arrangement that might either benefit the private interest of an officer, director or Member of the Church or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state or federal laws governing conflicts of interest applicable to non-profit and charitable organizations.

14.2. DEFINITIONS.

- (a) Interested Person: Any officer, director, or Member who has a direct or indirect financial interest.
- (b) Financial interest: A person has a financial interest if the person has, directly or indirectly, through business investment, or family:
 - i. An managerial, membership, or investment interest in any entity with which the Church has a transaction or arrangement,
 - ii. A compensation arrangement with the Church or with any entity or individual with which Church has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Church is negotiating a transaction or arrangement.
- (c) Compensation: Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

14.3. PROCEDURES.

- (a) In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board members or Church Members considering the proposed transaction or arrangement.
- (b) 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) An interested person may make a presentation at the Board meeting, but after the presentation, he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - i. The Senior Pastor shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - ii. After exercising due diligence, the Board or committee 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.
 - iii. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Board members whether the transaction or arrangement is in the best interests of the Church, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- (d) If the Board has reasonable cause to believe an individual has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose.
- (e) If, after hearing the individual's response and after making further investigation as warranted by the circumstances, the Board determines the individual has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

14.1. RECORDS OF PROCEEDINGS.

- (a) The minutes of the Board shall contain 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's decision as to whether a conflict of interest in fact existed.
- (b) The minutes of the Board meeting also shall contain 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.

14.5. COMPENSATION. A voting member of the Board who receives compensation, directly or indirectly, from the Church for services rendered may not vote on matters pertaining to that member's compensation.

ARTICLE 15
INTENTIONALLY DELETED.

ARTICLE 16
AMENDMENTS

16.1. AMENDMENTS. These Bylaws may be revised or amended by a majority vote of the Members present and voting at any Annual Business Meeting or Special Meeting, provided that said revision or amendment has been announced from the pulpit for at least two (2) consecutive Sundays, and at least fourteen (14) days before the vote is taken. Proposed amendments or changes must be made available to voting members for review at least one week prior to the meeting at which the vote to amend these Bylaws will be taken.

End of Bylaws
Signatures and Acknowledgements appear on following pages.

CERTIFICATE

I hereby certify that the foregoing Second Amended and Restated Bylaws of HUISACHE AVENUE BAPTIST CHURCH OF SAN ANTONIO, a Texas non-profit corporation, were adopted by the Board of Directors of HUISACHE AVENUE BAPTIST CHURCH OF SAN ANTONIO, a Texas non-profit corporation and the Members of said non-profit corporation at a duly called meeting of the same.

SIGNED on this 17 day of December, 2023.

HUISACHE AVENUE BAPTIST CHURCH OF SAN ANTONIO,
a Texas non-profit corporation

By: _____



Name: _____

Aaron Holland

Title: Secretary