SOUTH MAIN
BAPTIST CHURCH

By-Laws of
South Main Baptist Church

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South Main Baptist Church

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BY-LAWS OF
SOUTH MAIN BAPTIST CHURCH

I. PURPOSE OF BY-LAWS

These By-Laws provide procedures to implement the general polity and governance provisions of the Constitution of South Main Baptist Church. Any provision of these By-Laws that are inconsistent with the Constitution shall not be valid.

II. MEMBERS

2.1 New Members. A person who has made a profession of faith in Jesus Christ and desires to become a Member of the Church shall present himself or herself as a candidate for membership at an open meeting of the Church. An open meeting for the purpose of accepting a new Member shall be a regularly scheduled worship service of the Church, as the Members may define that category from time to time, or any other meeting or event of the Church that is specifically designated by the Members as a meeting for acceptance of new Members. The new Member accepted into membership at such meeting shall become a Member by baptism unless accepted into membership on the basis of past believer's baptism. If the new Member is joining upon profession of faith or without prior baptism, the person shall be baptized as soon as practicable at a time that is mutually convenient for the new Member and the Church. The new Member shall be provided a copy of the Church Covenant. Notwithstanding the foregoing, if, in the judgment of the Pastor, a candidate for membership is otherwise qualified, but is physically unable to present himself or herself for membership at an open meeting of the Church, the Pastor or one designated by the Pastor may present the request of such person to the Members for approval in the manner otherwise stated above.

2.2 Vote. Each Member of the Church shall have one vote at Business Meetings. By voting at Business Meetings, Members have the ultimate authority and responsibility in the Church.

2.3 Termination of Membership. Membership in the Church shall terminate as follows:

(a) death;

(b) joining another Church;

(c) upon request of the Member;

(d) exclusion by 2/3 vote at a Special Business Meeting called solely for the purpose of considering the exclusion; or

(e) following an extended period of inactivity and upon attempted contact by the Church, the member expresses no interest in continued affiliation, or the member can no longer be reached.

2.4 Membership Roll. The Clerk of the Church shall oversee the keeping of the roll of the membership of the Church such that it is current and accurate.

2.5 Reprimand. Members may reprimand a Member only by 2/3 vote at a Special Business Meeting called solely for the purpose of considering a reprimand.

2.6 Watchcare Relationship. Persons who have accepted Christ as their personal savior, attend this Church and desire to participate in the faith community of the Church without becoming Members may be received as persons under Watchcare of the Church. Persons under Watchcare enjoy full participation in the activities of the Church, except those reserved for Members of the Church — the right to vote, hold corporate Office or be a member of a Committee. At the next Business

Meeting, the names of the persons who have thus become candidates for Watchcare shall be presented to the Members for acceptance into the Watchcare of the Church.

III. MEMBERS BUSINESS MEETINGS

3.1 Transaction of Church Business.

(a) Membership Action. All action reasonably necessary and appropriate to effectuate the purposes of the Church as provided in the Constitution of the Church shall be authorized by the action of its Members at a duly constituted business meeting ("Business Meeting"). Such action may be exercised directly by the Members, or by others to whom the Members delegate authority as provided herein.

(1) Direct Authorization by Members. At any Business Meeting the Members may adopt policies and procedures and authorize any action consistent with the Constitution and these By-Laws.

(2) Delegation of Authority by Members.

(i) General Delegation of Authority. The Members may delegate to one or more Trustees, Officers, Ministers, Deacons, Committees, Members or non-members, the authority to make limited decisions and take actions, provided that in so delegating, the Members set clear parameters for the matters delegated, and the parameters are no broader than necessary under the circumstances. Any action duly approved within the proper scope of the delegation shall be deemed the action of the Members.

(ii) Authorization for Expenditures of Routine Items. The Members' approval of the Church budget for supplies, literature, utilities, routine equipment, repairs and similar items or service shall be deemed a delegation of authority to expend the funds for such purpose, provided that the appropriate staff or committee(s) of the Church specifies in writing the person or persons or committee to make the decisions to expend the funds. "Appropriate staff" means the Pastor and person acting as Church administrator or a specific person designated by one of them. "Appropriate Committee" means the Committee having an oversight function of the particular matter. The Finance Committee is delegated the authority to specify, define and classify items and services and maximum cost per time period deemed to be "Routine Items" covered by this subparagraph.

(iii) Non-Delegable Business. Except as expressly provided herein, the Members may not delegate the following power or authority: amend, alter, or repeal the By-Laws; elect, appoint or remove any member of a committee or any Trustee or officer of the church; amend the articles; adopt a plan of merger or adopt a plan of consolidation with another church; authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Church; authorize the voluntary dissolution of the church or revocation proceedings therefor; or adopt a plan for the distribution of the assets of the Church.

(b) Procedure for Obtaining Authority for Church Action. Except as otherwise expressly provided in the Constitution or these By-Laws, any Member, committee, task force or other group of Members ("Proponent") desiring to obtain Members' approval of any matter, may move the approval of the matter in a Regular Business Meeting without prior notice. However, notwithstanding such right to present a matter at a Regular Business Meeting without prior notice, in order to allow the fullest consideration of a matter, it is

preferable that the Proponent shall, if practicable, first present the matter to the most appropriate Committee or Committees of the Church for its or their consideration and advice, after which the Proponent and/or one or all of the Committees who have considered the matter shall, if practicable, present the matter to the Diaconate for its consideration and advice. Any of the committees or the Diaconate may join or not join in recommending to the Members the adoption of the proposal. Regardless of the position taken by a Committee or the Diaconate under the foregoing procedure, the Proponent may move the adoption of the proposal at the next Business Meeting (or move the adoption of the tabled motion if the motion had earlier been tabled in order for the Proponent to present the matter to a committee and the Diaconate). As used in this paragraph, the term "appropriate committee" means a committee charged with a planning or other oversight function regarding any part of the proposed matter. If a Member desires to present such a matter that has not been earlier presented to one or more Committees and the Diaconate, if practicable and in advance of the meeting, the Proponent should request of the person who shall be the moderator of the meeting under these By-Laws that the matter be placed on the meeting agenda.

(c) Implementation of Approved Church Actions. In situations in which actions authorized by the Members directly or by delegation as provided herein, require or need implementation by the execution of documents or other actions and the method of implementation is not specified in the Members' authorization, the procedures for implementation are as follows:

(1) Execution of Documents by Trustees. Without specific designation or authorization of signatory parties to execute on behalf of the Church, a written agreement or other document (such as an employment contract, a note, deed, lien instruments, release or instrument required by law) required or appropriate to implement the completion of an action approved by the Members, any two of the Trustees of the Church may execute on behalf of the Church such instrument or instruments, provided that the Trustees who are to execute the document shall first determine that the document is appropriate and conforms to the action authorized by the Members, the Constitution and the law. This determination shall be based on the approval by the committee or committees having responsibility for oversight or performance of financial, insurance and legal functions for the Church.

(2) Implementation of Authorized Actions Other than Execution of Documents. If the Members authorize a matter other than the execution of documents which requires implementation and the authorization does not specify the manner of the implementation of the action, the committee which recommended approval by the Members of the action now requiring implementation or which had oversight responsibility of the principal subject matter of the approved action, shall undertake as a Committee or appoint and authorize a specific member or members to implement the approved action. In the latter event, the Committee shall set clear parameters for persons authorized to make decisions to accomplish the implementation, which parameters shall be no broader than necessary under the circumstances. In the event execution of documents on behalf of the Church is needed in connection with the implementation, the procedure in the preceding paragraph should be followed. At the earliest Business Meeting the Committee shall report to the Members the manner in which the implementation is being made and seek ratification of the action or modifications approved by the Members. In the event there was no committee involved in the pre-approval consideration of the action, the Pastor, or in his absence, the Chair of the Diaconate, shall select the General Committee to supervise the implementation of the authorized action.

3.2 Business Meetings.

(a) Regular Business Meetings.

(1) Timing. Regular Business Meetings of the membership shall be held not less than quarterly at a regular day and time (e.g., a certain day of the week and time). For example, as of the date of adoption of these By-Laws Regular Business meetings are held on the third Sunday of the following months: January, April, July, and October. The Members may change the date and time of the meeting (which change may be either for a single meeting or for all meetings or for a limited number of future meetings), without requiring a change to the By-Laws so long as the change is reflected in a properly approved resolution incorporated into the minutes of the meeting which are regularly available to Members of the church.

(2) Conduct of Business. Except as otherwise expressly provided in the Constitution or these By-Laws, any Church business may be conducted at Regular Business Meetings and does not require advance notice.

(b) Special Business Meetings. Special Business Meetings of the Members shall be called by the Pastor (or, in the Pastor's absence, the Chair of the Diaconate) upon the written request of (a) at least 50 Members or (b) the Pastor and the Chair of the Diaconate, provided that, if the office of Pastor is vacant, the Chair of the Diaconate alone may call the meeting. The written request for the meeting shall state the purpose of the requested Special Business Meeting, and shall have the signatures of the person(s) authorized to request the meeting. Except as expressly provided in these By-Laws, only business related to the purpose for which the Special Meeting was called may be conducted at the Special Meeting.

(c) Electronic Business Meetings. Except as otherwise expressly provided in the Constitution or these By-Laws, Business Meetings may be conducted through electronic means. Any person entitled to attend a meeting who, through those means, votes at a meeting or establishes a communications link to a meeting shall be deemed to be present at that meeting.

3.3 Place of Meeting. The Business Meetings of the Members shall be on the campus of the Church at 4100 Main, Houston, Texas, except that, upon the direction of the Pastor and the Chair of the Diaconate (or only one of them if the other is not available) and upon reasonable notice to Members, Business Meetings may be held elsewhere at a place generally convenient to the Members.

3.4 Notice of Meetings.

(a) Regular Meetings. Regular Business Meetings held in accordance with paragraph 3.2(a) require no further notice, but the Church shall place the meetings on its regular schedule of events that is accessible to all Members.

(b) Special Meetings. Special Business Meetings shall be called by written or printed notice stating the day, hour and purpose for the meeting. Notice may be given in one or more of the following manners: (i) by independent separate mailing to Members at least one week before the Special Meeting; (ii) in a periodic Church publication mailed to Members at least 10 days before the Special Meeting; or (iii) in a publication generally available to Members, such as the Order of Service made available to attendees at the Sunday Morning Worship Service, at least one week before the Special Meeting.

(c) Notice by Mailer Publication. Any notice made by mail shall be deemed sufficient if mailed in any manner provided in this subparagraph. If made by independent special notice mailing, the notice shall be made to all Church Members reflected in the current

records of the Church. If made through a publication that is generally circulated to Members, then such notice alone shall be sufficient. In either event, the delivery of the notice shall be deemed to be made when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Church, with postage prepaid thereon; actual receipt or proof of actual receipt by the Member shall not be required and failure of any member to receive the notice shall not defeat the validity of the notice. The notice shall not be deemed defective for notice by publication as to a Member who has requested to be excluded from the mailing list for regular periodic publications of the Church and there is no requirement that the Church give such a Member separate individual notice so long as the meeting is scheduled on the list of activities generally available to Members. Members who request to be excluded from the mailing list for general publications of the Church are deemed to have waived their right to notice. If notice is made by publication that is not made by mail (either special mailing or mailed publication), then the notice must be by publication that is generally available to and accessible to Members who attend worship services at the Church, provided that such publication is generally available at least 7 days before the meeting. Failure of any Members to receive such actual notice shall not make the notice defective.

3.5 Quorum. The quorum for a Business Meeting of the Members of the Church shall be the presence of 100 Members of the Church. If, at any duly called meeting, a quorum is not present, the Members present shall take no action other than voting upon the time and place for a substitute meeting to take place, whereupon notice of the substitute meeting shall be given to the Members as otherwise provided in these By-Laws.

3.6 Proxies. At Business Meetings, Members may only vote if present and may not vote by proxy or any other absentee method.

3.7 Officers for Business Meetings.

(a) In the absence of the vote of two-thirds of the Members present, the Pastor shall be the moderator of the business meetings of the Church, except that in his absence or inability to serve or expressed desire not to serve (for all or any part of the meeting), the Chair of the Diaconate shall serve as the moderator; in the event both the Pastor and the Chair of the Diaconate are absent, unable to serve or have expressed the desire not to serve for a particular business meeting, for example, when there arises a personal or conflicting interest of such persons in a matter to come before the Church for discussion or action, a majority of the Members present shall elect a moderator *pro tempore*.

(b) The Clerk shall record the events of the meeting and prepare appropriate minutes. If the Clerk of the Church is not present at the meeting, an Assistant Clerk of the Church shall record the events of the meeting and prepare appropriate minutes. If neither the Clerk of the Church nor an Assistant Clerk of the Church is present, the Members shall elect a person to record the events of the meeting and prepare appropriate minutes.

IV. TRUSTEES

4.1 General Authority. The Trustees shall perform only such acts as specifically delegated to them by the Members, except that pursuant to paragraph 3.1(a)(2) they are empowered to perform such acts reasonably necessary and appropriate to carry out action approved by the Members even if that authority is not expressly stated in the action or resolution approved by the Members.

4.2 Action by Majority. Unless otherwise stated by the Members in the motion authorizing the action, two or more Trustees may take any action that the Trustees may take without the necessity for a meeting of the Trustees and without the necessity for the other Trustees participating in any way in the action. Third parties dealing with the Church may rely on a certificate of the Church Clerk or

Assistant Clerk as to (1) the Motion of the Church authorizing the transaction being duly adopted, (2) the incumbency of the signatory Trustees, and (3) a Trustee's authority to enter the transaction on behalf of the Church.

4.3 Number, Qualifications and Tenure.

(a) Number of Trustees. The number of Trustees shall be five (5).

(b) Qualifications and Tenure. Trustees shall be Members of the Church. Trustees shall serve for five-year terms, with one Trustee being elected per year.

4.4 Vacancies. Any vacancy occurring in the Trustees may be filled only by the Members. Except as otherwise expressly provided herein and subject to removal as provided in paragraph 4.6, a Trustee elected to fill a vacancy shall continue the unexpired term of the Trustee he or she is replacing or filling.

4.5 Compensation. Trustees shall not receive any stated salaries or other compensation for their services as Trustees. Nothing provided in this paragraph shall prevent a Trustee from serving the Church in any other capacity and receiving reasonable compensation therefor, provided that the terms of that arrangement are approved by the Members.

4.6 Removal of Trustees. Trustees may be removed at any time by the Members with or without good cause.

4.7 Status of Trustees. The position of Trustee as provided herein is not the equivalent of a Director of a Non-Profit Corporation under Texas law except as to matters expressly delegated to them by the membership in these By-Laws or by other appropriate action of the Members.

V. OFFICERS

5.1 Officers. The Officers of the Church shall be a Pastor, a Clerk, a Treasurer, Trustees and Historian. The Members may elect or appoint such other Officers, including one or more Assistant Clerks and one or more Assistant Treasurers, as the Members shall deem desirable, such Officers to have the authority and perform the duties prescribed from time to time by the Members.

5.2 Election and Term of Office. The Officers shall be elected annually by the Members, except that the Pastor shall serve until replaced by the Members. Each Officer shall hold Office until his successor shall have been duly elected and qualified. Notwithstanding the foregoing, a person occupying an Office may terminate his or her status as an Officer by written resignation or by vote of the Members that he or she no longer fill the Office. New Offices may be created and filled at any Business Meeting, provided that, if created at a Special Business Meeting, the Office shall be within the scope of the stated purpose of the meeting.

5.3 Removal. Any Officer may be removed by the Members with or without cause whenever, in their judgment, the best interests of the Church are served thereby. Removal of an Officer shall be without prejudice to the contract rights, if any, of the Officer so removed, but this paragraph shall not be construed as a waiver by the Church of any rights it might have against the Officer, whether by offset of contractual or other obligations of the Church to the Officer or otherwise, nor shall it be construed as a waiver by the Church of the right to terminate with or without cause and thereby terminate or affect contract rights.

5.4 Vacancy. A vacancy in any Office because of death, disability, resignation, disqualification or otherwise may be filled by the Members for the unexpired period of the Office at any meeting (regular or special) without notice. A newly created Office may be filled by the Members immediately upon creation of the Office.

5.5 Pastor. The Pastor shall be the principal executive Officer of the Church, subject ultimately to the

direction of the Members. The Pastor shall supervise all of the business and affairs of the Church. As principal executive Officer, the Pastor may delegate to the Church Staff Ministers, other staff members, or Members any task within the Pastor's responsibility, with the Pastor retaining the supervision of the task to the extent the Pastor deems appropriate and with the Pastor retaining the responsibility to the Membership of the Church for the matters delegated. The Pastor shall perform the duties as set out in these By-Laws and such other duties as may be prescribed from time to time by the Members. During any period that the Members determine by two-thirds vote that a Pastor should not serve as the principal executive Officer of the Church, the Members may elect by majority vote a Member to be the principal executive Officer and, while so serving, that person shall have the title, Office and authority as approved by the Members.

5.6 Treasurer. The Treasurer will be responsible for signing daily/weekly financial transactions prepared by the Administrator and Finance Office personnel in accordance with adopted operating Budget, other approval of the Members, or in compliance with the donor's intent in all Restricted/Designated Funds. The Treasurer is responsible to the Finance Committee which has accountability to the Church. The Finance Committee may establish policies and guidelines for the duties of the Treasurer.

5.7 Clerk. The Clerk shall keep the minutes of the meetings of the Members as the permanent records of the Church; shall give or cause to be given all notice in accordance with the provisions of these By-Laws or as required by law; shall affix the seal of the Church (if any) to such documents as may be appropriate and otherwise acknowledge by his or her signature as Clerk, the signature of any other Officer of the Church; and shall, in general, perform all other duties incident to the Office of Clerk under Baptist polity and such other duties as from time to time may be assigned by the Pastor or by the Members. The Clerk is authorized also to give certificates to third parties with whom the Church deals as to the approval of action by the Members and the incumbency and authority of particular persons to act to implement action approved by the Members.

5.8 Bonding. The Church may provide bonding for the Treasurer, the Administrator and other persons who handle funds on the Church's behalf. The Finance Committee may make recommendations to the Members regarding the bonding provisions.

VI. STAFF MINISTERS

6.1 Staff Ministers Defined. Designated directors or heads of certain functions or areas of responsibility of the Church such as music, adult, youth or children activity, and pastors of ethnic congregations within the Church are herein referred to as Staff Ministers, whether or not ordained.

6.2 Role of Staff Ministers. Except as otherwise expressly provided herein, the Staff Ministers of the Church have no formal corporate role as Officers of the Church. In their capacities as Staff Ministers, they focus upon the mission of the Church as set forth in the Constitution. Staff Ministers are not authorized to enter into contracts or otherwise conduct the business of the Church, except as otherwise specifically authorized by the Members.

6.3 Employment and Duties of Staff Ministers. Each Staff Minister shall be employed pursuant to the terms of Article XI of these By-Laws and shall have the right to resign the Office at his or her discretion providing that he or she provide reasonable notice under the circumstances and subject to the terms of any contract with the Church. The Pastor and the Personnel Committee, with the approval of such other Committee having jurisdiction (such as the Finance Committee as to funding any compensation), shall set the duties and other terms of each Staff Minister's relationship with and to the Church. The religious qualifications and duties of the Staff Ministers are set forth in Article V of the Constitution.

6.4 Management of Staff Ministers. The Staff Ministers are subject to the direction of the Pastor working with the Personnel Committee (or such other Committee as determined by the Members) as provided herein. The Pastor shall consult with the Personnel Committee as to all material matters related to the management of the Staff Ministers. As to any material matter requiring the approval of the Church, the Pastor and the Personnel Committee shall make a recommendation to the Church, and, while it is not expected that it might occur often, the Pastor and the Personnel Committee may make different or even opposing recommendations to the Church.

VII. DIACONATE

7.1 Role of Deacons. The Deacons of the Church are persons elected by the Members and ordained as prescribed in the Constitution in recognition of their commitment to Christ and to Christian ministry through this Church. As a group, the Deacons are the Diaconate of the Church. The Deacons, who individually and collectively bring experience, wisdom and good judgment to consideration of Church matters, may make recommendations to the Members as to any matter that will be or should be considered by the Members or by any Committee. Deacons are selected to support all activities of the church and engage in Christian service projects not inconsistent with other programs of the Church; apart from their individual responsibilities, as a body they should use their religious experience and moral suasion to encourage members of the Church in Christian ministry. Deacons have no corporate role as officers of the Church.

7.2 Meetings. The Diaconate shall have regular monthly meetings on a day of the month chosen by the Diaconate. By action of the Diaconate, a future regular meeting may not be held. Meetings shall be open to all Members, and minutes of meetings shall similarly be open to all Members, provided that, in appropriate cases, the Diaconate may, upon vote of 75% of the Deacons present, declare (1) that there is a matter for consideration that should not be considered in open session and (2) upon separate vote, declare that the matters should not be reflected in the open minutes. With regard to the latter, however, it is the sense of the Membership that it would be a very exceptional circumstance where such closed consideration and action should occur.

7.3 Offices of Diaconate and Committees. The Deacons shall elect from among their members a Chair of the Diaconate, a Vice-Chair, a Secretary and an Assistant Secretary, plus such other officers as the Diaconate determines to be necessary and appropriate to carrying out the duties and responsibilities of the Diaconate. The Diaconate may also establish such Committees as it deems appropriate to carry out the duties and responsibilities of the Diaconate.

VIII. COMMITTEES

8.1 Committees. The Members may create one or more Committees to undertake various facets of the governance and mission of the Church. Committees for this purpose include groups described and operating as Committees, task forces, and any other group designed to study, consider, advise and make recommendations regarding Church governance and significant activity in the mission of the Church. The term Committees as used herein shall not include service ministries whose duties or functions are solely to perform or implement ongoing work or ministries of the Church such as ushering at Church services, operating the audio-visual equipment of the Church and like duties. With this guideline as to the differentiation between Committees subject to this Article of the By-Laws and other groups that are not subject to this Article, the duly constituted Committee of the Church (presently the Committee on Committees, but however designated in the future) shall bring recommendations to the Church as to which groups shall not be considered Committees subject to this Article. Regardless of the Committee which first begins consideration of a particular matter, Committees are encouraged to enlist the help of each Committee whose responsibility may cover a significant part of the matter under

consideration.

8.2 Committee Authority. Membership and Governance. Upon establishing a Committee, the Members shall determine the authority and responsibility of the Committee, the number and classes of members of the Committee, the terms of the members of the Committee and such other details as appropriate to the orderly functioning of the Committee (such as the manner of electing offices of the Committee (e.g., its chairman)). Committee members shall be determined by the Church Members pursuant to such procedures as the membership shall adopt from time to time. For example, currently the Nominating Committee nominates persons to serve on Committees; the nominations are presented at a Business Meeting, opportunity is given for nominations to be made from the floor, and the Members then elect the Committee members (which need not be the same as nominated by the Nominating Committee). In all events, Committee members shall be Members of the Church. The Members desire to encourage a system of rotating Committee members and chairpersons so as to offer the general Membership the opportunity for service to the Church, to best utilize the skills of the Membership, and to train the Membership in leadership.

8.3 Classes of Committees. The Members may from time to time determine classes or groups applicable to Church Committees and impose such additional conditions and terms upon Committees within such classes or groups (provided that they are not inconsistent with the requirements of the Constitution and By-Laws). For example, the Church now has Committees grouped as General Committees and Special Committees; such groupings are not required by these By-Laws, nor are they inconsistent with these By-Laws. The appropriate Committee of the Church, currently the Committee on Committees, may make recommendations to the Members as to the classes or groups for Church Committees.

8.4 Vacancies. Vacancies in the membership of any Committee may be filled by the Members, except that, by specific action of the Members, the Committee of the Church having the responsibility to recommend appointments to Committees (currently titled the Nominating Committee) may be delegated authority to fill a vacancy until the next regular meeting of the Members. It is expected that, at the time of approving the creation of a new Committee, the Members shall determine the members of the Committee. If, however, in establishing a Committee the Members do not then determine the Committee members and, in the judgment of the Pastor and the Nominating Committee, the new Committee's responsibility requires work before the Church has a Business Meeting to elect Committee members, the Nominating Committee may name the interim members of the Committee pending the action of the Church. At the next Business Meeting of the Members, the Committee shall report to the Members on its actions, the Nominating Committee shall make recommendations as to the Committee members to serve, and the Members shall determine the membership of the Committee (which need not be the same as the interim members determined by the Nominating Committee and need not be the same as the recommendations made by the Nominating Committee).

8.5 Quorum. Unless otherwise provided in the resolution establishing the Committee, a majority of the whole Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

8.6 Rules. The rules of order prescribed in paragraph 12.11 shall apply unless the person or persons authorized to establish the Committee designate other rules and procedures to govern the conduct of business by the Committee.

8.7 Recommendations to Members. Committees may make recommendations to Members. Wherever practicable, Committees will first seek the guidance of the Diaconate who may concur in the recommendations or oppose them. In all events, the Members alone shall have the authority to approve or disapprove such recommendations.

8.8 Interpretation. Wherever these By-Laws refer to a specific Committee and that Committee is no longer in existence, or its functions have been changed so that, depending upon context, the

reference is no longer appropriate, the reference shall be deemed to be to the Committee then serving the function relevant to the reference. Thus, for example, if the reference is to the Finance Committee for direction of the Treasurer and the Finance Committee ceases to exist or changes its functions so that it no longer has any role in directing the Treasurer, the reference shall be to the Committee of the Church that does serve that role.

IX. CHURCH PROGRAM ORGANIZATIONS

The Church shall maintain programs for Bible teaching, Member training, leader training, new Member orientation, missions, education, action and support, and music education, training and performance and other programs appropriate for the mission of the Church. All such organizations shall be subject to control of the Members. Significant changes in the day, time or character of such organizations or their programs shall be brought to the attention of the Members prior to the change when practicable.

X. OFFICES

10.1 Principal Office. The principal office of the Church in the state of Texas shall be located at 4100 Main Street, Houston, Texas. The Members may change the principal office. The Church may have such other offices within or without the state of Texas as the Members may determine or the purposes of the Church require from time to time.

10.2 Registered Office and Agent. The Church shall have and continuously maintain in the State of Texas a registered office and a registered agent as required by the Texas Non-Profit Corporation Act ("the Act"). The registered office may be, but need not be, the same as the principal office of the Church in the State of Texas. The registered agent and the address of the registered office may be changed from time to time by the Pastor.

XI. EMPLOYEES

11.1 Terms of Employment and Policies. The Pastor, with the advice and consent of the Personnel Committee, shall hire and set the terms of employment for all employees of the Church (including Staff Ministers) for unfilled authorized positions. The Pastor shall consult with the Personnel Committee and keep the Personnel Committee informed regarding significant managerial policies and decisions, particularly those involving changes in policies and practices. All such policies, however, are subject to the ultimate authority of the Members to the extent that, in their collective wisdom, the Members choose to become involved in any such matter. Staff Ministers are included within the definition of employees for purposes of this Article and are subject to the provisions of this Article. Notwithstanding the foregoing, before entering any contract of employment or contract substantially affecting or modifying the terms of employment, the Pastor and the Personnel Committee shall seek the approval of the Committee having jurisdiction of Church legal affairs or a subcommittee of that Committee which has been delegated the Committee's jurisdiction in such matters.

11.2 Termination. The Pastor has the authority to make the initial decision to terminate an employee, but prior to making the final determination to terminate must seek the advice and consent of the Personnel Committee. If the Personnel Committee consents, the Pastor then may affect the termination. Failing the consent of the Personnel Committee to the action, the Pastor may then bring the action to the membership for consideration and action. The Chair of the Personnel Committee should seek the advice of the designated representative of the Committee having responsibility for the legal function of the Church or, in the event that no such person is designated, the Chair of that Committee.

11.3 Delegation of Authority. The Pastor, with the consent of the Personnel Committee, may delegate to the staff person serving as business manager or administrator or to some other supervisory personnel the authority to hire and terminate and to manage and set policies with respect to the employment of employees who are paid on an hourly basis or whose employment is part-time. Notwithstanding the foregoing, before entering any contract of employment or contract substantially affecting or modifying the terms of employment or terminating employment, the Pastor and the Personnel Committee or person to whom either has delegated such authority to act shall seek the approval of the Committee having jurisdiction of church legal affairs or a subcommittee or that Committee which has been delegated the Committee's jurisdiction in such legal matters.

XII. MISCELLANEOUS PROVISIONS

12.1 Checks or Drafts. Checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Church shall be signed by such Officer or Officers, agent or agents of the Church and in such manner as shall from time to time be determined by the Finance Committee.

12.2 Deposits. All funds of the Church shall be deposited from time to time to the credit of the Church in such financial institutions as determined from time to time by the Finance Committee.

12.3 Gifts. The Members shall determine the policies under which the Church will receive any contribution, gift, bequest, devise or other similar transfer (“Gift”) for the general purposes or for any special purpose of the Church and may determine whether to transfer all or any portion of such gift to South Main Baptist Foundation for the benefit of the Church. The Officers and Trustees may accept and deal with, including transfer to South Main Baptist Foundation, any such Gift consistent with those policies.

12.4 Books and Records. The Church shall keep correct and complete books and records of account and other business of the Church. The Church shall keep minutes of the proceedings of the Members and Committees. The Church shall keep records reflecting the membership of the Church. The Church's books and records may be inspected by any member for any proper purpose at any reasonable time, provided only that, upon vote of the Members, the Member requiring inspection under this paragraph shall be required to compensate the Church for its costs and expenses (including interruption of functions) related to the inspection and the member may be required to post an advance bond in a reasonable amount. The books and records of the Church may be kept in any format consistent with mainstream technology, provided only that if the format is not hardcopy format, the format must be easily and inexpensively reproduced in hardcopy format for the benefit of the Members. The general rule that Members may access the Church's books and records is subject to the following exceptions or qualifications:

(a) Personnel Records. Personnel records, including salary records of Church staff and employees are available to Members as Members only pursuant to policies established by the Members of the Church at a Business Meeting. The Members may delegate to the Personnel Committee the authority to set the policies, provided that, upon establishing the policies or amending the policies, the Personnel Committee shall advise the Members at a Business Meeting of the policies or amendments, and the Members may make such changes to the policies as the Members deem appropriate.

(b) Contribution Records. Records of individual Members' contributions shall remain confidential and shall not be disclosed except to those individuals who (i) have the responsibility to maintain such records and make official reports requiring access to such individual records, such persons being individuals working in the office of the Financial Services Manager, or (ii) persons otherwise specifically authorized by the Finance Committee based on a strict need to know in order to carry out some duty required or

necessary for the orderly functioning of the Church. Any person having access to the contribution records under this subparagraph shall keep the information confidential.

12.5 Open Meetings. All Business Meetings, Church Committees, the Diaconate and other groups under the auspices of the Church shall be open to any Member, provided that a Church Committee or the Diaconate may declare itself to be in executive session for discussion (but not for final action) to discuss matters involving compensation or performance of Staff Ministers and staff members or employees and any other matter involving the reputation or other sensitive information of a Church employee or Member, including consideration of the handling of any dispute regarding such person's relationship with the Church. The Members may require a report of any matters considered in executive session by any Church Committee or other body or group of the Church.

12.6 Fiscal Year. The fiscal year of the Church shall be the calendar year.

12.7 Seal. The Church may adopt a seal in such design as the Members deem appropriate.

12.8 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or By-Laws of the Church, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the timely giving of such notice. Further, the appearance at the meeting for which notice was required shall be deemed waiver of notice unless the appearance is for the express and limited purpose of objecting to the validity of the notice.

12.9 Successor Provisions of Law. Any references herein to provisions of law, including to the Internal Revenue Code of 1986 ("the Code") and any statute of the state of Texas and the Texas Non-Profit Corporation Act, shall also refer to any similar successor provision of law.

12.10 Amendments to By-Laws. Consistent with Article XIII of the Articles of Incorporation, these By-Laws may be amended or repealed, or new By-Laws may be adopted by a vote of a majority of the Members at a duly constituted meeting of the Members, provided that for any change to a provision having a supernumerary vote requirement, the change shall require the same supernumerary vote for approval. For example, if a provision of the By-Laws requires 2/3 vote, in order to change the voting requirement to a simple majority, 2/3 vote of the Members is required.

12.11 Rules of Order in Conduct of Meetings. The most recent edition of Robert's Rules of Order shall govern the conduct of any meeting of Members, Trustees, Diaconate or a Committee, except to the extent otherwise specifically provided herein.

12.12 Savings Clause. All resolutions, policies and practices in effect as of the date of the adoption of these By-Laws shall continue in effect to the extent not inconsistent with these By-Laws.

The undersigned, being the duly appointed Clerk of the Church, hereby certifies that the foregoing By-Laws were adopted on January 26, 2025, at a duly called and constituted meeting of the Members of the Church.

Jeannie L Chambers
Signature

May 19, 2025
Date

By: Jeannie Chambers
Printed Name

Its: Clerk