

**QUAIL SPRINGS BAPTIST CHURCH
AMENDED AND RESTATED BYLAWS**

APPROVED BY THE CONGREGATION: December 13, 2015

LAST APPROVED REVISION: July 21, 2024

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QUAIL SPRINGS BAPTIST CHURCH
Amended and Restated Bylaws
APPROVED as of December 13, 2015
Last Approved Revision: July 21, 2024

WE, THE MEMBERS OF QUAIL SPRINGS BAPTIST CHURCH, located in Oklahoma City, Oklahoma, hereby declare and establish these Bylaws to preserve and secure the principles of our faith and to govern this body of believers in an orderly manner. All activities of the Church are subject to and ultimately guided by our Lord Jesus Christ through the Holy Spirit as well as the Holy Bible and further guided by the Certificate of Incorporation and these Bylaws. These Bylaws will preserve the liberties of each Member and the freedom of action of this body in its relation to the Members, other churches, and local, state, and federal governments.

ARTICLE 1

DEFINITIONS

- 1.1 “Bylaws” means these Amended and Restated Bylaws of the Corporation dated July 21, 2024.
- 1.2 “Certificate of Incorporation” means the Certificate of Incorporation of the Corporation, as filed with the Oklahoma Secretary of State on June 8, 1950 and amended as of the date last filed with the Oklahoma Secretary of State.
- 1.3 “Church” means the local body of believers in the Lord Jesus Christ meeting as Quail Springs Baptist Church.
- 1.4 “Church Policies” means the policies that govern the operational, ministerial and management activities of the Church.
- 1.5 “Church Staff” means all employees of the Church, including Ministerial Staff and Non-ministerial Staff.
- 1.6 “Committees and Organizations” means committees and organizations that have been established by the Members to perform such duties and exercise such authority as the Members have delegated to them.
- 1.7 “Corporation” means Quail Springs Baptist Church, Inc., an Oklahoma nonprofit corporation.
- 1.8 “Member” means an individual who has been formally admitted for membership of the Church pursuant to Article 6 of these Bylaws and who is an active participant in the Church.
- 1.9 “Ministerial Staff” means those members of the Church Staff who have leadership responsibilities for ministry areas of the Church or the approved job description for the staff position designates the position as ministerial.

- 1.10 “Officers” means the President, Vice President, Treasurer, Secretary, Church Clerk and such other individuals as the Members may elect to serve as corporate officers pursuant to Article 9.
- 1.11 “Non-ministerial Staff” means those members of the Church Staff whose appointments do not require approval of the Members.
- 1.12 “Senior Ministry Staff” means the Senior Pastor, Executive Pastor, Next Generation Executive Pastor, Church Business Administrator, Minister of Education, Minister of Missions and Evangelism and such other individuals as the Members may elect to serve on the Senior Ministry Staff.
- 1.13 “Senior Pastor” means the individual called by God to lead the Church as described in Article 7.1.
- 1.14 “Remove,” where used in Article 4.2(c) and Article 7, means any action that results in the cessation of the referenced Church Staff member’s employment with the Church; in the case of an elected Church Staff member, these words shall also mean any action which results in the reassignment of a Church Staff member to a new position.
- 1.15 “Congregational Council” shall consist of the President of the Corporation, the Church Treasurer, the Deacon Chairman, the Deacon Chair-Elect, the Chairperson of the Personnel Committee and designee from that Committee, the Chairperson of the Finance Committee and designee from that Committee, and the Chairperson of the Ministry Placement Team. To the extent possible, the members of the Congregational Council should be reflective and representative of the Church body at large. In the event of any redundancies in the positions of the members as listed above, the Deacon Chair shall appoint any additional member(s) as necessary to maintain a nine-person council at all times.
- 1.16 “Lead Ministry Staff.” See Section 7.3.
- 1.17 “Associate Ministry Staff.” See Section 7.4.

ARTICLE 2

STATEMENT OF FAITH

The Church is an organized body of baptized believers in the resurrected Lord Jesus Christ, under the leadership of the Holy Spirit and, while recognizing diversity in methods, united in purpose: to gather in worship; proclaim the truth of the Holy Bible; equip our membership for Christian service, spiritual growth and Christ-like living; and to carry out the Great Commission (*Matthew 28:19-20*).

ARTICLE 3

GENERAL CORPORATE INFORMATION

- 3.1 Name. The name of this corporation is “Quail Springs Baptist Church, Inc.”
- 3.2 Principal Office. The principal office of the Corporation shall be located in Oklahoma City, Oklahoma at such address as is approved by the Members. The Members may establish such other offices as the business of the Corporation requires.
- 3.3 Registered Office. The Corporation shall have and continuously maintain a registered office in Oklahoma and a registered agent whose office is the same as the registered office.
- 3.4 Purposes and Objectives. The Corporation is organized and operated exclusively for religious and charitable purposes. The objectives of the Corporation include: (1) to come together for worship, prayer and Bible study in loving fellowship; (2) to reach out to and evangelize people who do not have a personal, eternal relationship with Jesus Christ as Savior, wherever our influence extends; (3) to follow the leadership of the Lord Jesus Christ; and (4) to minister to the total needs of people in our community and around the world in the name of Jesus and in the power of the Holy Spirit. Subject to the foregoing, the Corporation shall have and may exercise all of the powers of nonprofit corporations under Oklahoma and federal law.
- 3.5 Restrictions. At no time, either on dissolution or any time prior to dissolution, shall any part of the funds or assets of the Corporation inure to the benefit of any private individual, nor be used for the purpose of carrying on propaganda or otherwise attempting to influence legislation, except as may be permitted by law and the Internal Revenue Code of 1986, as amended, (the “Code”) or corresponding provisions of any subsequent federal tax laws (all references herein to the Code shall include reference to any corresponding provisions of any subsequent federal tax laws). The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.
- 3.6 Charitable Activities. The Corporation shall carry on only those activities permitted to be carried on by a charitable organization as described in Section 501(c)(3) of the Code.

ARTICLE 4

MANAGEMENT AND GUIDING PRINCIPLES

- 4.1 Management by Members and Delegation of Authority. As set forth in the Certificate of Incorporation, the management of the Corporation is vested in the Members. All references under Oklahoma law to the “governing body” or “members” of a not-for-profit Corporation shall be deemed to refer to the Members. Only active Members shall be entitled to vote. The Members have delegated authority to direct and manage the day-to-day business and affairs of the Corporation to the Senior Pastor, Senior Ministry Staff, Church Staff, Officers and Committees and Organizations described in these

Bylaws and in the Church Policies. The Senior Pastor, Senior Ministry Staff, Church Staff, Officers and Committees and Organizations shall have the authority and discretion delegated to them by the Members to make any and all decisions concerning the business of the Corporation within the scope of their duties, subject to obtaining the approval of the Members for any decisions requiring such approval, as set forth in these Bylaws.

4.2 Major Decisions Requiring Member Approval. The approval of two-thirds (2/3) of the Members voting at a meeting at which a quorum is present is required for the following actions, as described in further detail in the Articles identified below:

- (a) Changing the location of the Church as set forth in Article 3.2;
- (b) Admitting a Member as set forth in Article 6;
- (c) Calling and removing the Senior Pastor or any member of the Ministerial Staff as set forth in Article 7;
- (d) Electing, removing and establishing the number of Deacons as set forth in Article 8;
- (e) Electing and removing Officers as set forth in Article 9;
- (f) Establishing Committees and Organizations as set forth in Article 10;
- (g) Major decisions involving Church property as set forth in Article 13.2;
- (h) Approving the Church budget as set forth in Article 14.5;
- (i) Changing the fiscal year as set forth in Article 14.6;
- (j) Incurring any indebtedness or making any expenditure of Church funds in excess of \$100,000 as set forth in Article 14.7;
- (k) Liquidating, dissolving or reorganizing the Corporation; and
- (l) Amending the Certificate of Incorporation or Bylaws as set forth in Article 17.

4.3 Affiliation. The Church is autonomous and is not subject to the control of any other ecclesiastical body, but it recognizes the mutual counsel and cooperation which is common among Southern Baptist Churches. Insofar as it advances the purposes of the Members as led by the Holy Spirit, this Church will cooperate with and support the Capital Baptist Association, the Baptist General Convention of Oklahoma and the Southern Baptist Convention.

4.4 Holy Bible. Because the Holy Bible is God's self-revelation to humanity, we submit ourselves under it completely. All affairs, business, conduct and activity of the Church will be governed by and are subject to the Holy Bible.

4.5 The Baptist Faith and Message. We see *The Baptist Faith and Message 2000* as an accurate confession of faith based on the Holy Bible. Because of this, we align ourselves

with the doctrines set forth in *The Baptist Faith and Message 2000*, and they shall be used for guidance in the programs and teachings of the Church. It is imperative that all persons employed by the Church in any capacity or who serve as volunteers abide by our doctrinal beliefs and conduct themselves accordingly.

- 4.6 Marriage and Family. The Holy Bible, our statement of faith, and *The Baptist Faith and Message 2000*, express our fundamental biblical conviction that Christian marriage is, by definition, the spiritual and physical uniting of one man and one woman in an exclusive covenant commitment for their joint lifetime. Christian marriage is God's unique gift to reveal the union between Christ and His Church. As such, this Church believes that wedding ceremonies on Church property are spiritual observances of worship of God who created this divine institution. As worship services, weddings on Church property shall be officiated by one or more ordained ministers of the gospel. The Church may decline to make its facilities or ministers available for any wedding if it is determined that one or both of the parties are not biblically and/or legally qualified to marry. Such determinations may be made by the Senior Pastor or Senior Ministry Staff, subject to the direction of the Members. No minister or other member of the Church Staff shall officiate at any marriage ceremony unless such marriage is consistent with this policy.
- 4.7 Policies. The Corporation may adopt Church Policies to govern the operational, ministerial and management activities of the Church. In the event that any Church Policy is in conflict with these Bylaws or the Certificate of Incorporation, the Bylaws and Certificate of Incorporation shall control.
- 4.8 Bylaws Interpretation. The Senior Pastor or Executive Pastor may convene the Congregational Council to resolve ambiguity or provide clarity in the interpretation of the Bylaws.

ARTICLE 5

COVENANT OF MEMBERS

In furtherance of the spirit of unity, oneness and commitment to the Word of God, the Members adopt the following covenant of Members:

- 5.1 Having each been individually led by the Spirit of God to receive the Lord Jesus Christ as our Savior and Lord and, on the profession of our faith in Christ, having been baptized in the name of the Father and of the Son and of the Holy Spirit, we do now, in the presence of God and this assembly, most solemnly and joyfully enter into covenant with one another as one body in Christ.
- 5.2 We commit corporately by the aid of the Holy Spirit:
- (a) To walk together in Christian love;
 - (b) To strive for the advancement of this Church, in knowledge, holiness and comfort;
 - (c) To promote the prosperity and spirituality of this Church and its Members;

- (d) To sustain its worship, ordinances, discipline and doctrines; and
 - (e) To be good stewards of our earthly possessions by tithing cheerfully and regularly to the support of the ministry, the expenses of the Church, the relief of the poor and the spread of the gospel through the United States and all nations.
- 5.3 Individually we commit:
- (a) To maintain family and private devotions;
 - (b) To educate our children in our faith;
 - (c) To seek the salvation of our kindred and acquaintances;
 - (d) To walk circumspectly in the world;
 - (e) To be just in our dealings, faithful in our engagements, and exemplary in our conduct; and
 - (f) To be zealous in our efforts to advance the kingdom of our Savior and promote Christian values in our society.
- 5.4 Moreover, we commit that when we remove from this place we will, as soon as possible, unite with another Church where we can carry out the spirit of this covenant and the principles of God's Word.

ARTICLE 6

MEMBERSHIP

- 6.1 General. The Church is a sovereign and democratic Baptist Church under the lordship of Jesus Christ. The Members as a group retain unto itself the exclusive right of self-government in all phases of the spiritual and temporal life of this Church. The Members reserve the right, exclusive of any other authority, to determine who shall be Members of this Church and the conditions of such membership, subject to the process described in this Article 6.
- 6.2 Process. Any person may offer him or herself as a candidate for membership in this Church. No candidate shall be presented for membership to the Members unless a member of the Senior Ministry Staff has first approved such candidate for membership. A list of all such candidates for membership shall be presented to the Members during a quarterly business meeting. Absent dissent from any Member, the candidate for membership shall be admitted as a Member upon approval by the Members. Membership may be granted based upon satisfaction of any of the following criteria:
- (a) By profession of faith and baptism according to the policies of this Church; or

- (b) By promise of letter of recommendation from another church recognized and acknowledged as being of like faith and order; or
 - (c) By restoration, when no letter is obtainable, upon a statement of prior conversion experience and baptism in accordance with the Scriptures.
- 6.3 Dissent. Should there be dissent as to any candidate for membership, such dissent shall be referred to the Senior Ministry Staff for investigation and recommendation to the Members. The candidate shall not become a Member unless the Members approve his or her membership at the next regular business meeting following completion of the investigation.
- 6.4 Disciplinary Action. All Members are subject to the discipline of the Church under the following conditions:
- (a) Assistance. The Church shall emphasize to the Members that every reasonable measure will be taken to assist a Member. The Senior Pastor, other members of the Church Staff and the Deacons are available for counsel, guidance and mediation. Assistance rather than punishment or judgment will be the guideline, which governs the attitude of one Member toward another. (*Matt. 18:15-17, 1 Cor. 5, Gal. 6:1*). Should a serious condition exist which would cause a Member to become a liability to the welfare, name or service of the Church, or to interfere with the pursuit of any of the purposes of the Church, every reasonable measure will be taken by the Senior Pastor or his designee to resolve the problem. Any Member who notices such a condition should report the same to the Senior Pastor. All proceedings shall be pervaded by a spirit of Christian kindness and forbearance.
 - (b) Voluntary Withdrawal and Placement on Inactive Status. Upon a finding by the Senior Pastor that the welfare of the Church and the welfare of the Member will best be served by the withdrawal of the Member, the Senior Pastor will counsel with the Member to seek a voluntary withdrawal. The Senior Pastor may also consider placing the Member on inactive status if appropriate under the circumstances. A Member placed on inactive status may attend meetings of the Church but will not have the right to vote.
 - (c) Involuntary Removal. If inactive status is not appropriate under the circumstances, and the Member declines to voluntarily withdraw, the Senior Pastor may call a meeting of the Congregational Council. At such meeting, the Congregational Council will review steps taken for discipline and restoration, and if it is found that restoration is proven not possible, the Congregational Council will confirm the decision with the Senior Pastor for removal. The individual's name shall be stricken from the membership roll, and the individual shall immediately lose all rights of membership in the Church. The change in the individual's membership status will be noted in the membership report at the next regularly scheduled business meeting. Additional action may be taken, if necessary.

(d) Restoration. Any person whose membership has been terminated may be restored to membership upon request by following the procedures set forth in this Article.

- 6.5 Termination of Membership. Membership will be terminated upon the occurrence of any of the following events: (a) death, (b) transfer to another Baptist church, (c) voluntary withdrawal or (d) removal by action of the Senior Pastor and Congregational Council. Recognizing that the reasons for termination may involve sensitive matters, the Church leadership will seek to preserve the confidentiality of such reasons to the extent possible. Nevertheless, all Members agree that if they have individually participated in activity and conduct as to lead to disciplinary action potentially leading to their expulsion from the Church membership, their voluntary withdrawal does not prevent the Church or the Officers from making public to the other Members the reason for the withdrawal if such publication is deemed in the best interest of the Church. If a voluntary withdrawal occurs under circumstances for which the Member might have otherwise been expelled, the Church has no obligation to forward a letter or statement of membership to any other Church and may explain the reason for such refusal to any Church requesting a membership letter or recommendation. All Members waive and release the Church from any liability for any alleged or actual liability for such disclosure of facts.

ARTICLE 7

SENIOR PASTOR AND CHURCH STAFF

- 7.1 Senior Pastor. The Senior Pastor of the Church shall be called by God specifically to Quail Springs Baptist Church and shall lead the Church under the following guidelines:

(a) Role. The Senior Pastor is responsible for leading the Church to function as a healthy New Testament Church under the leadership of the Holy Spirit. The Senior Pastor will lead the Members, the Church Staff and the Committees and Organizations in the performance of their tasks. The Senior Pastor is the leader of Pastoral ministries of the Church. As such, he is to work with the Church Staff, the Deacons and all other Members to achieve the Church's mission to proclaim the gospel to believers and unbelievers and to care for the Members and for other persons in the community.

(b) Nomination and Election. When a vacancy occurs, a new Senior Pastor shall be chosen and called by the Members in the following manner.

~~4.~~—A Senior Pastor Transition Council shall be formed composed of seven members including the then current Deacon Chairman along with the six most recent prior Deacon Chairmen who are willing and eligible to serve. Once formed, the initial members of the Senior Pastor Transition Council shall continue to serve until the new Senior Pastor has been elected by the Members and has begun to serve, at which time the Senior Pastor Transition Council shall be disbanded. The tasks of this Council shall be to provide advice and counsel to the Senior Ministry Staff as they direct the day-to-day business of the Church during the time the Senior Pastor position is vacant, to consult with the Senior Ministry Staff for the selection of one or more individuals for

pulpit supply during the time the Senior Pastor position is vacant, to collect and review nominations from the Members for individuals to serve on a Senior Pastor Search Committee, to select individuals that represent different areas of Church life and determine their willingness to serve before recommending them to the Church for election to the Senior Pastor Search Committee, and to supervise the Senior Pastor election process after the Senior Pastor Search Committee has presented a candidate.

2. A Senior Pastor Search Committee shall be elected by the Members to search for a new Senior Pastor. This Committee shall be composed of seven members and two alternates as recommended by the Senior Pastor Transition Council. The Senior Pastor Search Committee will search for a candidate for the Senior Pastor position and shall bring to the consideration of the Members only one nominee at a time. The Senior Pastor Search Committee will serve until the new Senior Pastor has been elected by the Members and has begun to serve, at which time it will be disbanded.
3. Election of the Senior Pastor by the Members shall be by secret ballot at one or more special business meetings called during Sunday morning Worship Service(s) for the sole purpose of voting on the Senior Pastor nominee presented by the Senior Pastor Search Committee. The Senior Pastor Transition Council shall devise a voting process for the election to assure only Members may cast ballots while maintaining ballot secrecy. The Senior Pastor Transition Council shall be responsible for counting the ballots, certifying the count, and reporting the election results to the Church. If elected by the Members, the new Senior Pastor shall serve until the earlier of his resignation or removal by the Members.

(c) Resignation and Removal. The Senior Pastor may resign upon giving reasonable notice to the Members.

1. The involuntary removal process for the Senior Pastor may be initiated by any of the following procedures:
 - i. A group of at least 2 or more Members, in keeping with 1 Timothy 5:19, may bring a written recommendation signed by the recommending Members for involuntary removal of the Senior Pastor to either the Congregational Council or the Personnel Committee;
 - ii. All members of the Senior Ministry Staff, other than the Senior Pastor, bring a unanimous recommendation for involuntary removal of the Senior Pastor; or
 - iii. At least fifty (50) Members bring a written recommendation signed by all recommending Members for involuntary removal of the Senior Pastor. This recommendation can be presented directly to

either the Personnel Committee or the Congregational Council, or presented at a special business meeting called for the sole purpose of considering such removal.

2. Once the recommendation for involuntary removal of the Senior Pastor has been received, the procedures listed below shall be followed:
 - i. The recommendation for involuntary removal must be presented to both the Personnel Committee and the Congregational Council. Once that recommendation is presented to each group, all members of each group shall be allowed forty-eight (48) hours to review, deliberate and pray prior to holding a vote. The recommendation for involuntary removal must be approved by majority vote separately by the Personnel Committee and the Congregational Council.
 - ii. After the Personnel Committee and the Congregational Council have reached a conclusion and prior to holding a vote of the Members, the Congregational Council shall present a report of the findings of both the Personnel Committee and the Congregational Council to the Members at a special business meeting. The report of the Congregational Council must include whether the recommendation for involuntary removal received necessary approval from both the Personnel Committee and the Congregational Council.

If a recommendation was submitted to the Congregational Council or Personnel Committee under 7.1(c)(1)(i) and the findings of these committees does not conclude with a recommendation for removal, the committees must report to the individual(s) who brought the recommendation and shall not report to the Membership at large. Following the disposition of the Members' recommendation, the same Members may not again resubmit a same or similar recommendation for involuntary removal of the Senior Pastor to these committees under 7.1(c)(1)(i).

- iii. If recommendation for involuntary removal receives necessary approval from both groups, then a vote of the Members is required at a special business meeting called for the sole purpose of considering such removal. The recommendation for involuntary removal of the Senior Pastor is not effective unless approved by a vote of the Members.
- iv. If after the above process concludes and the report from the Congregational Council and Personnel Committee to the Church at the special business meeting does not include a recommendation

for involuntary removal, then a motion, if so offered, may be properly received from the floor for a vote of the Members for the involuntary removal of the Senior Pastor.

Notwithstanding the foregoing, the Senior Ministry Staff shall be entitled to remove the Senior Pastor immediately without prior approval by the Members in the event of gross misconduct by the Senior Pastor.

7.2 Senior Ministry Staff. The Senior Ministry Staff shall at a minimum consist of the Senior Pastor, Executive Pastor, Next Generation Executive Pastor, Church Business Administrator, Minister of Education and Minister of Missions and Evangelism. The Members authorize the Senior Ministry Staff to manage and direct the day-to-day business and affairs of the Church, subject to the decisions requiring approval by the Members as set forth in Article 4.2.

(a) Nomination and Election. Whenever the Members desire to call a full-time member of the Senior Ministry Staff (other than the Senior Pastor), a search committee shall be approved by the Members to seek and to recommend a person for such Senior Ministry Staff position. This search committee shall be composed of seven members and two alternates as recommended by the Senior Pastor and the remaining Senior Ministry Staff members. If the Ministerial Staff position is new, the search committee shall recommend to the Members the job description for the position. This job description must include a designation that the new position is a member of the Senior Ministry Staff. The Search Committee will search for a candidate for the vacant position and shall bring only one nominee at a time for consideration. Election of the Senior Ministry Staff position shall be by vote of the Members either at a regular business meeting or at a special business meeting called for that purpose. The search committee will serve until the position has been filled and that individual has begun to serve, at which time it will be disbanded.

(b) Resignation and Removal. Any member of the Senior Ministry Staff may resign upon giving reasonable notice to the Members.

1. The involuntary removal process for a member of the Senior Ministry Staff may be initiated by any of the following procedures:
 - i. A group of at least 2 or more Members, in keeping with 1 Timothy 5:19, may bring a written recommendation signed by the recommending Members for involuntary removal of a member of Senior Ministry Staff to either the Congregational Council or the Personnel Committee;
 - ii. The Senior Pastor may bring a recommendation for involuntary removal of a member of the Senior Ministry Staff. In the absence of a Senior Pastor, the Senior Ministry Staff may vote to bring a unanimous recommendation for involuntary removal of a member of the Senior Ministry Staff. The member who is being voted upon

is precluded from voting. In the event that the position held by this member is either (i) not immediately being replaced or (ii) being eliminated, the recommendation for involuntary removal must include a reassignment or reallocation plan for any job responsibilities included in that position; or

- iii. At least fifty (50) Members must bring a written recommendation signed by all recommending Members for involuntary removal of a member of Senior Ministry Staff. This recommendation can be presented directly to either the Personnel Committee or the Congregational Council, or presented at a special business meeting called for the sole purpose of considering such removal.
2. Once the recommendation for involuntary removal of a member of the Senior Ministry Staff has been received, the procedures listed below shall be followed:
 - i. The recommendation for involuntary removal must be presented to both the Personnel Committee and the Congregational Council. Once that recommendation is presented to each group, all members of each group shall be allowed forty-eight (48) hours to review, deliberate and pray prior to holding a vote. The recommendation for involuntary removal must be approved by majority vote separately by the Personnel Committee and the Congregational Council.
 - ii. After the Personnel Committee and the Congregational Council have reached a conclusion and prior to holding a vote of the Members, the Congregational Council shall present a report of the findings of both the Personnel Committee and the Congregational Council to the Members at a special business meeting. The report of the Congregational Council must include whether the recommendation for involuntary removal received necessary approval from both the Personnel Committee and the Congregational Council.

If a recommendation was submitted to the Congregational Council or Personnel Committee under 7.2(b)(1)(i) and the findings of these committees does not conclude with a recommendation for removal, the committees must report to the individual(s) who brought the recommendation and shall not report to the Membership at large. Following the disposition of the Members' recommendation, the same Members may not again resubmit a same or similar recommendation for involuntary removal of the same member of the Senior Ministry Staff to these committees under 7.2(b)(1)(i).

- iii. If recommendation for involuntary removal receives necessary approval from both groups, then a vote of the Members is required at a special business meeting called for the sole purpose of considering such removal. The recommendation for involuntary removal of a member of the Senior Ministry Staff is not effective unless approved by a vote of the Members.
- iv. If after the above process concludes and the report from the Congregational Council and Personnel Committee to the Church at the special business meeting does not include a recommendation for involuntary removal, then a motion, if so offered, may be properly received from the floor for a vote of the Members for the involuntary removal of a member of Senior Ministry Staff.

Notwithstanding the foregoing, the Senior Pastor or the Senior Ministry Staff shall be entitled to remove a member of the Senior Ministry Staff immediately without prior approval by the Members in the event of gross misconduct by that member of the Senior Ministry Staff.

7.3 Lead Ministry Staff. The Lead Ministry Staff shall consist of those staff positions that directly report to a member of the Senior Ministry Staff and who serve primarily in a ministerial capacity.

(a) Nomination and Election. If the Members desire to call a full-time member of the Lead Ministry Staff, a search committee shall be approved by the Members to seek and to recommend a person for such Ministerial Staff position. This search committee shall be composed of seven members and two alternates as recommended by the Senior Pastor and the Senior Ministry Staff. If the Lead Ministry Staff position is new, the search committee shall recommend to the Members the job description for the position. This job description must include a designation that this position is a member of Lead Ministry Staff and that the position was filled by calling. The search committee shall function in a manner similar to the Senior Pastor and Senior Ministry Staff search committee(s) in making recommendations to the Members. The Members may call a member of the Lead Ministry Staff by vote at a regular or special business meeting. The Members will not be required to vote by secret ballot. Each called member of the Lead Ministry Staff shall serve until the earlier of his or her resignation or removal by the Members.

(b) Resignation and Removal. Any member of the Lead Ministry Staff may resign upon giving reasonable notice to the Members. A member of the Lead Ministry Staff may be involuntarily removed by the following procedures:

1. The Senior Pastor may bring a recommendation for involuntary removal of a member of the Lead Ministry Staff. In the absence of a Senior Pastor, the Senior Ministry Staff may vote to bring a unanimous recommendation for involuntary removal of a member of the Lead Ministry Staff. In the event that the position held by this member is either (i) not immediately

being replaced or (ii) being eliminated, the recommendation for involuntary removal must include a reassignment or reallocation plan for any job responsibilities included in that position.

2. The recommendation for involuntary removal must be presented to the Personnel Committee and the Congregational Council for approval. Once that recommendation is presented to each group, all members of that group shall be allowed forty-eight (48) hours to review, deliberate and pray prior to holding a vote. The recommendation for involuntary removal must be approved by majority vote separately by the Personnel Committee and the Congregational Council.
3. If recommendation for involuntary removal receives necessary approval from both groups, then a vote of the Members is required at a special business meeting called for the sole purpose of considering such removal. The recommendation for involuntary removal of the Lead Ministry Staff member must be approved by a vote of the Members.

Notwithstanding the foregoing, the Senior Pastor or the Senior Ministry Staff shall be entitled to remove a member of the Lead Ministry Staff immediately without prior approval by the Members in the event of gross misconduct by that member of the Lead Ministry Staff.

7.4 Associate Ministry Staff. The Associate Ministry Staff shall consist of those staff positions that directly report to a member of the Lead Ministry Staff and who serve primarily in a ministerial capacity.

- (a) Approval. Associate Ministry Staff may be offered employment by the Church if approved by the Senior Ministry Staff. Although Associate Ministry Staff positions must be included in the Church budget, which is ultimately approved by the Members, their hiring will not require approval by the Members. The Associate Ministry Staff member shall be introduced to the Members at the next regular business meeting after their hiring. Each member of the Associate Ministry Staff shall serve until the earlier of his or her resignation or removal.
- (b) Resignation and Removal. A member of the Associate Ministry Staff shall give at least two weeks' notice at the time of resignation. A member of the Associate Ministry Staff may be removed from his or her position if the Senior Pastor or the Senior Ministry Staff has presented the facts to the Personnel Committee and the Personnel Committee has voted to accept the Senior Pastor's or the Senior Ministry Staff's recommendation. Approval of the Members is not required. Notice of such action will be given to the Members during the following regular business meeting.

7.5 Non-ministerial Staff.

- (a) Approval. Exempt and non-exempt Non-ministerial Staff may be offered employment by the Church if approved by the Senior Ministry Staff. Although

Non-ministerial Staff positions must be included in the Church budget, which is ultimately approved by the Members, their hiring will not require approval by the Members.

(b) Resignation and Removal. A member of the Non-ministerial Staff shall give at least two weeks' notice at the time of resignation. A member of the Non-ministerial Staff may be removed from his or her position if the Senior Pastor or the Senior Ministry Staff has presented the facts to the Personnel Committee and the Personnel Committee has voted to accept the Senior Pastor's or Senior Ministry Staff's recommendation. Approval of the Members is not required. Notice of such action will be given to the Members during the following regular business meeting.

7.6 Restructure/Reorganization. The Senior Ministry Staff shall have the discretion to make any necessary staffing changes as long as there is no change in the staff level designation(s). Any changes involving staff level designation(s) shall require recommendation to and approval from the Personnel Committee and Congregational Council. Once that recommendation is presented to each group, all members of that group shall be allowed forty-eight (48) hours to review, deliberate and pray prior to holding a vote. The recommendation must be approved by majority vote separately by the Personnel Committee and the Congregational Council. Moreover, any recommendation for any staffing changes involving a position or staff member called by the Members must also be approved by a vote of the Members at a regular or special business meeting called for that purpose.

7.7 General. All members of the Church Staff must comply with the Church Policies and the Church Bylaws.

ARTICLE 8

DEACONS

8.1 Tasks. According to the New Testament, Deacons are to be servants of the Members. The tasks of the Deacons include serving with the Senior Pastor and the Ministerial Staff in performing Pastoral ministry, proclaiming the gospel to believers and unbelievers, caring for Members and other persons in the community and leading the Church to achieve its missions.

8.2 Term, Nomination, and Election. The Deacons shall serve on a rotation basis. Each Deacon's term will consist of three successive years. Each year, the term of one-third of Deacons shall expire and an election held to fill the vacancies. Prior to the election, the Deacons shall be nominated by the Members over a two-week period. The Senior Pastor, Chairman of the Deacons, Secretary of the Deacons and such other members of the Ministerial Staff or Deacons as shall be requested by the Senior Pastor shall tally the nominations and discuss willingness and availability to serve with those receiving the most nominations. Those willing and able to serve shall be presented to the Members for approval at an election held by secret ballot during a morning Church Service. After serving a term of three years, a Deacon shall be eligible for re-election only after the

lapse of at least one year. The Members have no obligation to elect as Deacon a person who has served before or who comes to the Church from another church where he has served as a Deacon.

- 8.3 Resignation and Removal. A Deacon may resign upon giving reasonable notice to the Members. A Deacon may be removed by the affirmative vote of the Members at a special business meeting called for the sole purpose of considering such removal. In the event that a vacancy occurs, the Members may elect a new Deacon to fill the unexpired term.

Deacon Discipline and Accountability. Any deacon whose conduct is determined to be in conflict to biblical principles, Church doctrine or the Church mission statement may be disciplined and held accountable by the active deacon body. The disciplinary and accountability process shall be initiated and led by the chairman or chairman-elect of the deacon body. The process to determine whether disciplinary and accountability action is appropriate or necessary resides with the leader of the process and any accountability review board he may appoint in coordination with the deacon body. Specific discipline may include, but is not limited to, a detailed plan of restoration, suspension of deacon service, and/or termination of the deacon position. The deacon body is not required but may refer the matter to the Church body at a special business meeting.

- 8.4 Chairman of the Deacons. The Chairman of the Deacons shall serve a one-year term. At the beginning of each deacon year, the Deacons shall elect a Chairman-elect from the Deacons to serve as Chairman for the following year. The Chairman of the Deacons shall serve as Vice President of the Corporation and shall also serve as moderator and preside at business meetings of the Church. Should the Chairman be unavailable or unable to preside at a called business meeting, the Chairman-elect shall serve as moderator.
- 8.5 Number. The number of Deacons shall be in proportion to the number of Church families. Changes to the proportion, if any, shall be recommended by the Deacons and approved by the Members before the annual election of Deacons.

ARTICLE 9

OFFICERS

- 9.1 Nomination and Election. The Members shall elect such Officers as may be necessary to enable the Corporation to sign instruments that comply with the Oklahoma General Corporation Act or as may otherwise be determined necessary by the Members. The Officers shall include, at a minimum, a President, Vice President, Treasurer, Secretary and Church Clerk. The Senior Ministry Staff shall nominate the President, Treasurer, Secretary and Church Clerk and present such nominations to the Members for a vote. The Vice President shall be elected by the Deacons as set forth in Article 8.4. Except for the Vice President, whose term coincides with the term of his Deacon Chairmanship, all other Officers shall serve a term of three (3) years unless they resign or are removed by the Members. The President and Treasurer shall not serve more than two (2) consecutive

three-year terms without an intervening period of at least one year during which time they are not serving as an Officer of the Corporation. In the absence of an elected President, the Vice President shall serve as President until such time as another President has been elected. The Officers shall serve on such Committees and Organizations as are set forth in the Church Policies.

- 9.2 Resignation and Removal. An Officer may resign upon giving reasonable notice to the Members. An Officer may be removed by the affirmative vote of the Members at a special business meeting. In the event that a vacancy occurs, the Members shall elect a new Officer to fill the vacancy.
- 9.3 Requirements for Officers. All officers of the Corporation must be Members in good standing. The Officers must believe in the fundamental truths of the Holy Bible and personally agree to follow the objectives, policies and practices of the Church, the Certificate of Incorporation, and these Bylaws.
- 9.4 General Duties of Officers. The Officers are authorized to affix their signatures to legal documents involving the sale, mortgage, purchase, or rental of property, debt instruments or other legal documents where the signature of Officers are required, provided that any action requiring Member approval has first been obtained as set forth in Article 4.2.
- 9.5 Secretary. The Secretary of the Corporation shall be custodian of the corporate seal and affix the corporate seal to documents requiring attestation.
- 9.6 Church Clerk. The Church Clerk shall keep in a suitable book a record of all the actions of the Church, except as otherwise herein provided. The Church Clerk is responsible for keeping a register of names of Members, with dates of admission, dismissal and death, together with a record of Baptisms. The Church Clerk shall issue letters of dismissal voted by the Members or pursuant to Article 6.4, preserve on file all communications and written official reports and give legal notice of all meetings, as indicated in these Bylaws. The Church Clerk may delegate some of the clerical responsibilities to other members of the Church Staff. All Church records are the property of the Church and should be filed in the Church office.

ARTICLE 10

COMMITTEES AND ORGANIZATIONS

- 10.1 General. The Members may establish one or more Committees and Organizations, which shall have and exercise the authority given to them by the Members. The composition, description, and assignment of committees are set forth in the Church Policies, except for the Long Range Planning Committees and Ad Hoc Committees, which are formed on an as-needed basis and are described below. All Committees and Organizations are subject to these Bylaws and the leadership and guidance of the Senior Pastor and the Senior Ministry Staff.
- 10.2 Long Range Planning Committees (LRPC). The Members grant the Senior Pastor authority to form Long Range Planning Committees from time to time as he deems

necessary to create a vision and establish priorities for the Church's ministries and needs. The LRPC's composition shall be selected by the Senior Pastor and submitted to the Members for approval. An LRPC shall update the Members periodically on its progress, and a final report shall be presented to the Members for approval when finalized. An LRPC's service may be performed through a number of means, including research, interview, consultation and collaboration and prayer, which shall be chief among all.

10.3 Ad Hoc Committees. The Members grant the Senior Pastor authority to form Ad Hoc Committees from time to time as he deems necessary to pray, consider and advise on business and ministry opportunities that he believes may be beneficial to the Members. Any opportunity that is approved by an Ad Hoc Committee will be presented to the Members for approval. The opportunity may be submitted to certain leadership groups of the Church, such as the Deacons or appropriate Committees and Organizations, for interim confirmation prior to being presented to the Members.

ARTICLE 11

ORDINANCES

The Church shall observe two ordinances, Baptism and The Lord's Supper, following the instruction of our Lord in the Scriptures.

ARTICLE 12

SERVICES AND MEETINGS

12.1 Regularly Scheduled Worship Services. The Members shall meet regularly each Sunday morning, Sunday evening, Wednesday evening, and at such other times as the Senior Ministry Staff shall determine for preaching, instruction, evangelism, discipleship, ministry, fellowship and worship of Almighty God. These services will be open to Members and non-Members alike and shall be conducted under the direction of the Senior Pastor or others approved by the Members.

12.2 Worship Service Rescheduling and Service Format. The Senior Pastor and/or Senior Ministry Staff shall have the authority to cancel, postpone, or reschedule worship services as they deem appropriate for the health, safety, or other needs of the Members. The Senior Pastor and/or Senior Ministry Staff shall also have authority to determine the nature and format for worship services in the best interest of the Members, including, but not limited to, whether the service should be in-person or using remote access via technology.

12.3 Other Services and Activities. Other services and activities which are essential to the promotion of the objectives of the Church may be scheduled through the Church calendar.

12.4 Regular Business Meetings. Regular business meetings shall be held on the third Sunday of the months of January, April, July and October, unless alternate dates are announced. Notice of the date, time, and location of regular meetings shall be given at least ten (10)

days before the meeting and may be published, announced during Church service, and through such other means as the Senior Ministry Staff may determine to be appropriate.

12.5 Special Business Meetings. Upon the initiative of the Senior Pastor, President, Vice President, or at least fifty (50) Members, a special business meeting may be held to consider special matters of significant nature. Notice of the subject, date, time and location of special meetings shall be given at least ten (10) days before the meeting and may be published, announced during Church service, and through such other means as the Senior Ministry Staff may determine to be appropriate.

12.6 Quorum and Voting. The presence of at least one hundred (100) Members shall constitute a quorum for the transaction of business of any meeting of the Members. The act of two-thirds (2/3) of the Members present in person at a meeting at which a quorum is present constitutes the act of the Members. Members must be present in person to vote and shall not be entitled to vote by proxy. Members shall not be entitled to take action by written consent in lieu of a meeting. Unless specifically set forth in these Bylaws, the moderator of the meeting shall determine the method by which votes shall be cast at the meeting.

12.7 Rules of Procedure. The guide for parliamentary rules of procedure for all business meetings of the Members shall be Robert's Rules of Order Revised.

ARTICLE 13

CHURCH PROPERTY

13.1 Real Property. All real property shall be held in the name of the Corporation.

13.2 Major Decisions Involving Church Property. No person, committee, or otherwise shall cause the Church to buy, sell, mortgage, pledge, lease, or transfer any Church property (other than in the ordinary course of business), nor commence an expansion project, without a vote of the Members authorizing each action.

13.3 Permitted Uses. Church property shall be used regularly only for furthering the objectives of the Church as described herein. Other uses may be approved by the Senior Ministry Staff in accordance with these Bylaws. No activity shall occur on the campus that is in conflict with our faith, belief, doctrine, or practice.

ARTICLE 14

FINANCIAL STEWARDSHIP

14.1 Obligation of Members. Membership in this Church includes a financial obligation of stewardship to support the Church and its causes with regular, proportionate giving. Christian stewardship includes tithing of time, money and service.

14.2 Church Business Administrator. The Church Business Administrator, supported by the Accounting Specialist, has the responsibility for the financial operations of the Church.

The Church Business Administrator will account for all cash, assets, insurance policies and obligations of the Church in accordance with the Church Policies and the Bylaws that cover financial matters. The Church Business Administrator will make monthly reports to the Finance Committee and quarterly reports to the Members.

- 14.3 Finance Committee and Treasurer. The Finance Committee shall have regularly scheduled monthly meetings to review and advise on the financial operations and activities of the Church.
- 14.4 Financial Records. The Church Business Administrator will keep all records of contributions, receipts and expenditures up to date in a secure, confidential manner.
- 14.5 Budget. The Church Business Administrator, in consultation with the applicable Church Staff, Deacons and Committees and Organizations, shall prepare and submit to the Finance Committee for approval on an annual basis a Comprehensive Annual Ministry Operating Budget (the “budget”) indicating by line-item the amount needed and sought for all expenditures. After the Finance Committee has approved the budget, the Church Business Administrator and the Finance Committee shall submit the budget to the Members for final approval by January 31 of the new budget year. Until the new annual budget is approved, the Finance Committee, with the Church Business Administrator, will guide the financial affairs of the Church as set forth in the Bylaws.
- 14.6 Fiscal Year. The fiscal year of the Church shall begin on January 1 and end on December 31 unless an alternate fiscal year has been approved by the Members.
- 14.7 Approvals. No person, committee, or otherwise shall have the authority to incur debt on behalf of the Church or authorize any expenditure of Church funds in excess of \$100,000, unless the project was included in the budget that was previously approved by the Members or was approved by the Members at a properly called business meeting.

ARTICLE 15

INDEMNIFICATION OF OFFICERS, EMPLOYEES, AND AGENTS

- 15.1 Actions Other Than in the Right of the Corporation. The Corporation shall 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 (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was an Officer, employee or agent of the Corporation against expenses (including attorney’s fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon 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

such person reasonably believed to be in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interest of the Corporation and with respect to any criminal action or proceeding had reasonable cause to believe that his or her conduct was unlawful.

- 15.2 Actions by or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was an Officer, employee, or agent of the Corporation against expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought determines, upon application, that despite the adjudication of liability, but in the view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.
- 15.3 Advancement of Expenses. The Corporation may advance expenses incurred in defending a civil or criminal action, suit, or proceeding, in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the officer, employee, or agent to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation.
- 15.4 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was an Officer, employee, or agent of the Corporation against any liability asserted against such person and incurred in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability.
- 15.5 Indemnification Required. To the extent that an Officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article or in defense of any claim, issue or other matter, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection with the matter.
- 15.6 Entitlement. Every such person shall be entitled, without demand upon the Corporation or any action by the Corporation, to enforce his or her right to such indemnity in an action at law against the Corporation. The right of indemnification and advancement of expenses provided in this Article shall not be deemed exclusive of any rights to which any such person may now or later be otherwise entitled. Without limiting the generality of the foregoing, the right to indemnity shall not be deemed exclusive of any rights pursuant to statute or otherwise, of any such person in any action, suit or proceeding to have assessed or allowed in his or her favor against the Corporation or otherwise, costs and expenses incurred in connection with the matter.

ARTICLE 16
INTERESTED PARTIES

16.1 Definitions.

- (a) Interested Person. Any person who has a direct or indirect financial interest in the Corporation is an interested person.
- (b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family: (i) a material ownership or investment interest in any entity with which the Corporation has or is considering a transaction or arrangement; or (ii) a material compensation arrangement with the Corporation or with any entity or individual with which the Corporation has or is considering a transaction or arrangement.

16.2 Disclosure. Any Interested Person who serves as an Officer, as a member of the Senior Ministry Staff or as a member of any Committee or Organization shall disclose the existence and nature of his or her financial interest in any proposed transaction or arrangement involving the Corporation.

16.3 Procedures for Addressing Conflicts of Interest. The Committee or Organization that is considering a transaction or arrangement involving an Interested Person shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. The Committee or Organization shall determine whether the Corporation may, without undue burden, delay or expense, obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Committee or Organization shall determine, by a majority vote of the non-Interested Persons, whether the transaction or arrangement is in the best interest of the Corporation and whether the transaction is fair to the Corporation.

16.4 Violations. If a Committee or Organization has reasonable cause to believe that an Interested Person has failed to disclose a conflict of interest as required in this Article, the Committee or Organization shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose. If, after hearing the response of the Interested Person and making such further investigation as may be warranted in the circumstances, the Committee or Organization determines that the Interested Person has in fact failed to disclose a conflict of interest as required in this Article, the Senior Ministry Staff shall take appropriate disciplinary and corrective action.

16.5 Record of Proceedings. The minutes of the Committee or Organization shall contain: (a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with a conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present and the decision as to

whether a conflict of interest in fact existed, and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, and a record of any votes taken.

- 16.6 Compensation. Any person who receives compensation, directly or indirectly, from the Corporation shall not vote on matters pertaining to his or her compensation.

ARTICLE 17

AMENDMENTS

Amendments to the Certificate of Incorporation and these Bylaws shall require approval of the Members. Amendments may be made at any business meeting of the Members, provided each proposed amendment shall have been presented in writing at a previous regular or special business meeting. Copies of the proposed amendment shall be furnished or made available at both meetings.