



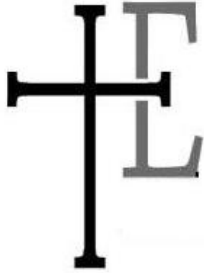
BY-LAWS

July 20, 2013

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BY-LAWS

OF

EMMANUEL REFORMED BAPTIST CHURCH.
GEORGETOWN, TX

A Texas Nonprofit Religious Church

July 20, 2013

ARTICLE I: NAME AND LOCATION OF OFFICES

The name of this Church is EMMANUEL REFORMED BAPTIST CHURCH. It is a Texas non-profit religious Church with principal offices in Williamson County in the state of Texas.

The Board of Directors established in the Articles of Incorporation is granted full power and authority to change said principal office from one location to another. The Board of Directors is the Eldership of the Church and shall hereinafter be called the Eldership and/or Elders.

ARTICLE II: PURPOSES

This Church is a religious entity and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Church Law exclusively for Christian purposes. This Church elects to be governed by all of the provisions of the Nonprofit Church Law of the State of Texas. A further description of the Church's purposes includes, but is not limited to, the following: to operate as a Christian church or churches and perform all of the functions of a church including, without limitation, the conduct of Christian worship, the ordaining, licensing and commissioning of ministers, and the ministration of all sacraments and sacerdotal functions; to establish and operate a Christian school as well as other Christian services, activities and operations; and to cultivate, promote, promulgate and extend the teachings and precepts of Christianity.

ARTICLE III: CONFESSION OF FAITH

Section 1. Confession of Faith

- A. The confession of faith of this Church is the London Baptist Confession of Faith of 1689. The Holy Bible is the final and only authority in all matters of faith and practice. We accept and adopt the London Baptist Confession of Faith of 1689 as the most accurate expression of that system of doctrine taught in the Bible. We do not hold this Confession of Faith to be above or equal to the Holy Scriptures. Rather, we accept it as an assistance in controversy, a confirmation of our faith, and an instrument of edification and instruction. This Confession provides every member with a compact body of divinity, and by means of the scriptural proofs, each one can be ready to give a reason for the hope that is in him.

- B. As an addendum to the Confession, we believe that in this age the work of the Holy Spirit is to glorify the Lord Jesus Christ; to convict men of sin, righteousness and judgment; to regenerate sinners; and to indwell, seal, lead, instruct and empower every believer for godly living and service. We also believe that while the Holy Spirit gives each Christian spiritual abilities or gifts for service, there were temporary foundational and confirmatory sign gifts of the early church which have passed away and are not being given by Him today. These temporary foundational and confirmatory sign gifts are: the gifts of apostles, prophets (prophecy), healing, miracles, faith (which is different from saving faith), a word of knowledge, a word of wisdom, discerning of spirits, tongues, and interpretation of tongues. The ceasing and passing away of the sign gifts was brought about by the completion and canonization of the New Testament which, with the Old Testament, constitutes the perfect and all-sufficient Word of God (John 16:7-13, 14:17; Ephesians 1:13; 1Corinthians 12:1-3, 13:8-10; Ephesians 4:1-16).

- C. This Article III may not be amended or repealed without the unanimous approval of both the Eldership of this Church and the membership.

Section 2. Full (or Strict) Subscription of Elders and Deacons

- A. The Elders and Deacons of this Church will hold to what is commonly called "Full" or "Strict Subscription" in regards to the Confession of Faith. "Strict Subscription" means a belief in and assent to all the doctrines described in our confession. (For a full explanation and historical description of "Strict Subscription", see the Association of Reformed Baptist Churches of America (ARBCA) Constitution, Article II. A, and Appendix 1, which is available through the ARBCA Office).

- B. If at any time an Elder or Deacon should change his views and find he is no longer able to subscribe strictly and fully to the Confession of Faith and/or the doctrines of this Church, he agrees to resign voluntarily and peaceably from his office.

ARTICLE IV: THE CHURCH'S COMMISSION

The commission of this Church is to glorify God in everything we do. We worship God. We preach and teach the saving grace of God revealed in the Gospel of Jesus Christ. By the Holy Spirit and the preaching of His word, we make disciples or followers of Jesus. We support the church with our time, talents, and tithes. We strive to preach, teach, and live the whole counsel of God, and, by so doing, to be "the light of the world." In this way, we will witness of Jesus Christ to our families, friends, neighbors, co-workers, and to all people throughout the world, as we are led and enabled by the Spirit of God.

ARTICLE V: WORSHIP SERVICES

Section 1. Services.

This Church may conduct regular worship services during each week. Said services shall be held for the purposes stated in Article II of these By-laws and to carry out the commission stated in Article IV of these By-laws and in accordance with the Confession of Faith stated in Article III of these By-laws.

Section 2. Attendance.

The worship services shall be open to any person or persons who are interested in peacefully participating in said services.

ARTICLE VI: ORDAINING AND CALLING OF ELDERS

Section 1. Authority to Ordain.

The authority to determine whether a candidate for ordination shall be ordained as an Elder and a minister of the gospel of Jesus Christ, shall be held by the membership of the Church, to whom is given the ability and authority to recognize from its body those leaders that are qualified according to 1Timothy 3:1-7 and Titus 1:5-9. Men chosen to be Elders must be dedicated men who earnestly desire this office (1Timothy 3:1).

Section 2. Ordination Committee.

The Eldership shall serve as an "Ordination Committee" by identifying men who give evidence of gifts, qualifications, and calling to the position of Elder. The Eldership will determine who the candidates will be and will provide for examination/testing of the candidates. The Eldership must unanimously approve any candidate before he is submitted to the membership for approval/disapproval for ordination.

Section 3. Approval or Disapproval of Candidate.

The Eldership will formally present to the membership those who appear to have the necessary gifts and graces for the office of Elder. A candidate must receive positive approval, in writing, by at least $\frac{3}{4}$ (75%) of the vote of a duly called meeting of the membership to be ordained as an Elder and serve in the Eldership.

Section 4. Written Notification.

Following the approval or disapproval of the candidate by the membership, the candidate shall be informed of the decision of the membership by the Eldership in writing and in person.

Section 5. Ordination.

Following the approval by the membership of a candidate to be ordained, the candidate shall be ordained as an Elder and a minister of the gospel of Jesus Christ by way of a formalized ceremony. Ordination of the candidate by way of said ceremony shall be memorialized by the presentation of a certificate to the candidate by the Eldership, evidencing his status as an Elder and a minister of the gospel of Jesus Christ. A copy of this certificate shall be retained by the Church for inclusion in its corporate records.

Section 6. Authorization.

Subject to the control of and discipline by the Eldership, an individual ordained as an Elder by this Church shall be authorized to preach and teach the gospel of Jesus Christ; to administer the rites, ceremonies and ordinances of public worship; to perform the sacerdotal and other religious functions generally associated with a minister of the gospel of Jesus Christ; and to serve as a full member of the Eldership.

Section 7. Interim Pastor [Provisional Elder].

In the event this Church is left with no Elders, due to any reason, Article XI, Section 12 will apply.

ARTICLE VII: COMMISSIONING OF DEACONS

Section 1. Criteria for Office.

A man must meet the requirements of 1 Timothy 3:8-13 in order to qualify as a Deacon.

Section 2. Process of Appointing.

When the need arises, as determined by the Eldership, the Eldership will formally present to the membership those who appear to have the necessary gifts and graces for the office of Deacon. A candidate must receive positive approval, in writing, by at least $\frac{3}{4}$ (75%) of the vote of a duly called meeting of the membership of the Church in order to be commissioned as a Deacon.

Section 3. Ordination.

Following the approval by the Eldership and the membership of the Church of the candidate to be commissioned, the candidate shall be commissioned as a Deacon by way of a formalized ceremony. Commissioning of the candidate by way of said ceremony shall be memorialized by the presentation of a certificate to the candidate by the Eldership, evidencing his status as a Deacon. A copy of this certificate shall be retained by the Church for inclusion in its corporate records.

Section 4. Authority of Deacons.

The Office of Deacon is not a ruling position in the Church, nor is the Diaconate a ruling body. However, deacons may be called upon to give counsel to the Eldership. Furthermore, the Diaconate does have the authority to perform all functions assigned to it by Scripture, yet under the authority of the Eldership.

ARTICLE VIII: WORKERS IN OTHER AREAS OF SERVICE

Any person working in a position of service in the Church must be a member in good standing of the Church. They must have good character and meet any other requirements the Elders deem necessary.

ARTICLE IX: MEMBERSHIP

Section 1. Application for Membership and Covenant

- A. Members of the Church become members by applying for membership with the Eldership. To be received into membership, applicants must give a credible profession of faith in the Lord Jesus Christ; provide testimony of a Scriptural baptism following their conversion; give credible evidence of a life consistent with being a disciple of Jesus Christ; and be willing to enter into solemn covenant with the church (see "B." below, and "Attachment A"). Applicants are admitted to membership upon receiving approval of the Eldership. By joining the Church, members declare their willingness and commitment to submit to the authority and discipline of the Elders of the Emmanuel Reformed Baptist Church. "Obey your leaders and submit to them, for they keep watch over your souls as those who will give an account" (Hebrews 13:17).
- B. All members shall enter into solemn covenant with one another and shall give witness of this covenant by signing the Church Covenant, which is included as "Attachment A" to these By-laws. The Eldership may, from time to time, determine it wholesome and strengthening for the entire membership to review their covenant. The signed covenants shall be kept on file as part of the Church records.
- C. Members may be removed from membership by their resignation from membership, or by having their membership revoked (excommunication – see Article IX – Discipline). Should a member resign while under the process of excommunication, the elders may (at their discretion) yet proceed with the excommunication proceedings.

Section 2. Powers of the Membership

Membership in this Church shall not vest in any member any proprietary rights in the Church but shall only entitle the member, if age 18 or over, to vote as set forth in these By-laws: 1) on the approval or disapproval of ordaining Elders and Deacons or an Interim Pastor; 2) on the sale or purchase of real estate; 3) on incurring indebtedness that exceeds the combined amount of the average of the prior two years contributions plus any funds in reserve, in bank accounts, and in investments; 4) the removal of an Elder or Deacon in accordance with the provisions of Article XI; and 5) the amending of these by-laws, per Article XIV. This is the only authority and/or power given to the membership, and there are no others given to the membership.

Section 3. Place of Meetings

Notwithstanding anything to the contrary in these By-laws, any meeting of the members of this Church may be held at any place within or without the State of Texas which has been designated therefore by the Eldership.

Section 4. Annual Meeting

The annual meeting of the members shall be held in the month of January of each year, or as soon in the new year as possible; and shall be called by the Eldership and noticed in accordance with the provisions of this Article (see Section 6, below). At said annual meeting, any business specified in these By-laws that is appropriate to be voted on by the membership, that has not already been voted on in a Special Meeting of the membership, may be voted on. The Eldership may also use this meeting as an informational forum to communicate with the membership concerning other matters of the Church.

Section 5. Special Meetings

Special meetings of the members may be called at any time by the Eldership, in accordance with the provisions of this Article (see Section 6, below).

Section 6. Notice of Meetings

Notice of meetings shall be given by the Elders at least ten (10) days before the date of the meeting. Notice may be given by announcement at a worship service; by published announcement in the church bulletin; by mailed, written notice; and/or by electronic mail (email). The eldership shall make all reasonable efforts to ensure all members are notified in a timely manner.

Section 7. Quorum

At all properly called meetings, those members present shall constitute a quorum for the transaction of business.

Section 8. Action by Unanimous Written Consent

Any action required or permitted to be taken by the members may be taken without a meeting, if all members, age 18 or over, unanimously consent in writing to the action. The written consent or consents shall be filed with the minutes of the

proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members in a properly called meeting.

Section 9. Proxies.

No proxies or absentee votes shall be allowed.

ARTICLE X: DISCIPLINE

Section 1. Definition.

Membership in Emmanuel Reformed Baptist Church is based (in part) on a person's profession of faith in Christ, and their giving evidence of the credibility of that profession by their conduct and belief. Membership is not salvation, but only the assessment by the Eldership that (among other things) a person's life and doctrine is consistent with a profession of faith in Christ. At any time that a member's life, choices, or doctrine become obviously contradictory to their profession; and the person refuses to repent of the action or belief causing this contradiction; their membership may be revoked under the process of Discipline.

Section 2. Method of Discipline.

The Bible shall be the basis for all matters of church discipline. Matthew 18:15-17 sets forth the steps that this Church will follow in its discipline. While the Eldership will exercise authority in discipline, including excommunication (removal from membership), the members of the church will be informed of cases involving unrepentant sin at the final step of discipline, in order that the whole church may agree in a call to repentance to the unrepentant member; that members can pray for the unrepentant member; and that individual members may, as they have opportunity, urge him/her to repent.

Section 3. Appeals.

In the spirit of our Confession, Chapter 26 and paragraph 15, and as a safeguard against authoritarianism, our Church has voluntarily decided that any member who believes he has wrongly been disciplined can appeal to an Elder from any of the individual churches of the Association of Reformed Baptist Churches of America (ARBCA). If it decides to do so, ARBCA will hear the case and give its counsel and advice based on the Scriptures and in accordance with its own constitution. The Eldership of this church will carefully consider the counsel and advice of ARBCA and will make the final decision in the case.

ARTICLE XI: ELDERSHIP

Section 1. Form of Government

The government of the Emmanuel Reformed Baptist Church shall reside in the Elders (who are the same as the Pastors or Bishops). Authority to govern rests with the full body of the Eldership, and not with any individual Elder or sub-group of Elders. All Elders have equal authority and parity of office, though they may have different gifts and areas of responsibility. The Eldership shall be the final authority and is directly responsible to God as they serve His church. The Eldership shall be at the head of all services and work of the Church, and may add or subtract positions of service as they deem best.

Section 2. Powers.

- A. Subject to limitations of the Articles of Incorporation, these By-laws, and of pertinent restrictions of the Church Code of the State of Texas, all the activities and affairs of this Church shall be exercised by or under the direction of the Eldership. The Eldership may delegate the management of the day-to-day operation of the activities of the Church to other person or persons, however composed, provided that the activities and affairs of the Church shall be managed and all corporate powers shall be exercised under the ultimate direction of the Eldership. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Eldership shall have the following powers in addition to the other powers enumerated in these By-laws:
1. To accept persons into membership, or to remove them from membership.
 2. To lead the church in the appointment of Elders or Deacons; or in the removal of Elders or Deacons in accordance with the provisions of Section 5 of this Article.
 3. To select and remove all the agents and employees of the Church; prescribe such duties for them as may be consistent with law, with the Articles of Incorporation, or with these By-laws; fix the terms of their offices and their compensation; and, in the Eldership's discretion, require from them security for faithful service.
 4. To make such disbursements from the funds and properties of the Church as are required to fulfill the purposes of this Church as more fully set out in the Articles of Incorporation; generally to conduct, manage and control the activities and affairs of the Church; and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation, or with these By-laws, and as they may deem best.
 5. To adopt, make, and use a corporate seal; and to alter the form of such seal from time to time as they may deem best.

6. To sell or purchase Church property (excluding real property); to borrow money and incur indebtedness for the purposes of the Church, subject to provisions of these By-laws; and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.
 7. To change the principal executive office or the principal business office from one location to another; to cause the Church to be qualified to do business in any other state, territory, dependency, or country; to conduct business within or outside the State of Texas; and to designate any place within or outside the State of Texas, where the members of the church could reasonably be expected to be able to attend, for the holding of any meeting or meetings.
- B. The Eldership shall have the authority to govern itself according to rules of procedure and organization as they deem best.
1. The Eldership may appoint one Elder to serve as a Chairman. The Chairman shall also serve as the President of the corporation. The Chairman shall be responsible for organizing, sending notices of, and moderating all Elder meetings.
 2. The Eldership may appoint one Elder to serve as a Secretary. The Secretary of the Eldership shall also serve as the Secretary of the Corporation. He shall keep minutes of all meetings and other records as necessary, and store them in a place available to all elders, as determined by the Eldership. If there is a church seal, the Secretary shall be responsible to keep this seal. The Secretary shall be responsible for keeping an official and up-to-date copy of the By-laws and membership roll. If there is no Secretary, the Eldership shall provide some other method of fulfilling these responsibilities, as the Eldership deems best.
 3. The terms and other exact duties of a Chairman and/or Secretary, if any such are appointed, shall be determined by the Eldership itself.

Section 3. Number of Elders.

For the sake of the spiritual good of its members, this church shall always strive to have at least one Elder. (See Section 20, below, for the appointing of a Provisional Elder if there are no elders in the church). The number of elders is determined by the number of men in the church who are gifted by Christ to meet the Biblical criteria and the criteria of these By-laws, and therefore no maximum number of elders is established.

Section 4. Selection and Tenure of Office.

Elders will be ordained or called according to the provisions of Article VI above. The term of office for each Elder shall begin upon his being ordained and commissioned. Each Elder shall serve until resignation; or until his retirement, disability, or death; or until his disqualification on Biblical or confessional grounds results in his removal from office (see Section 5, below).

Section 5. Removal of Elder.

- A. Any accusation brought against an Elder must be brought by at least two witnesses, otherwise, it cannot be heard (1 Timothy 5:19). The two or more witnesses must bring their accusation to the full board of Elders, with the Elder in question being present. The Elder being accused may not moderate, chair, or vote at such a meeting. If there are only two Elders, a Deacon or church member shall meet with them to hear the accusation, to act as a witness of the meeting, and to give any advice on the issue, though he may not vote.

- B. Either upon an accusation raised against him, or upon actions initiated from within the Eldership itself, an Elder may be removed from the Eldership according to the following two steps (*but see Paragraph C below if there are only two Elders; or Paragraph D below if there is only one Elder*):
 - STEP 1 - A majority of the Eldership determines that the Elder: a) is disabled and unable to fulfill his office; or b) is continuing in unrepentant sin; or c) no longer fully and strictly subscribes to the church's confession; or d) is otherwise Biblically unqualified. The Elder who is the subject of the inquiry may not vote on this issue. When the majority of Elders have formally made this decision in a duly called meeting of the Eldership, they will notify the Elder in writing of their findings and the reasons for them.

 - STEP 2 - Following a finding by the Eldership that a particular Elder should be removed from office, the Eldership shall appoint a meeting at which the church will vote regarding the removal of the Elder from office. The Elder shall be removed upon a $\frac{3}{4}$ (75%) vote for removal, at which time the Elder's term of office ends. If the cause of his removal is continuing, unrepentant sin, the offending elder will also be excommunicated or removed from membership of the Church by the Eldership by this same vote.

- C. If there are only two Elders, the other Elder and at least one Deacon – or in the event there are no Deacons, at least one church member – will meet with the Elder whose qualifications are in question and make every attempt to resolve the matter. If they cannot resolve the matter, and the other Elder believes the Elder in question should be removed, they will present the case to the membership of the Church for a vote of approval or disapproval to remove the Elder in question from the Eldership. At least a $\frac{3}{4}$ (75%) vote of a duly called meeting of the membership of the Church must approve the removal of an Elder from his position. If the cause is continuing, unrepentant sin, the offending Elder will also be excommunicated or removed from the membership of the Church by this same vote.

- D. If there is only one Elder, a committee of at least two Deacons and/or church members will meet with the Elder in question and with those bringing the accusation against him, and attempt to resolve the matter. If they cannot resolve the matter, they will contact the Elders of an ARBCA church, and ask them to request the Administrative Council of the ARBCA to appoint an Elder or Elders to investigate the matter. If the Administrative Council agrees to accept the case, the Elder whose qualifications are in question is obligated by these By-laws to participate in the investigation and work of the Elder(s) appointed by ARBCA. The Elder(s) appointed by ARBCA will give a written report to the Administrative Council, which will make every effort to resolve the matter with the Elder whose qualifications are in question and to the satisfaction of the Church. If the Elders appointed by ARBCA cannot resolve the matter, they will make a recommendation to the membership of the Church. If they recommend the removal of the Elder, and if they are requested to do so, they will assist the Deacons, or committee of members, in presenting the case to the membership of the Church for a vote of approval or disapproval to remove the Elder from the Eldership. In this case, a meeting to vote on this issue must be called and held. It is requested that the Elders appointed by ARBCA shall moderate such a meeting. At least a $\frac{3}{4}$ (75%) vote at this called meeting of the membership of the Church must approve the removal of an Elder from his position. If the cause is continuing, unrepentant sin, the offending elder will also be excommunicated or removed from the membership of the Church by this same vote.

Section 6. Resignation of Elder.

Subject to the provisions of the Nonprofit Religious Church Law of the State of Texas, any Elder may resign effective upon giving written notice to the Chairman of the Eldership or to the Secretary of the Eldership, unless the notice specifies a later time for the effectiveness of such resignation.

Section 7. Meetings of Eldership.

- A. Calling of Meetings – If there is a Chairman of the Eldership selected, he will be responsible for the calling, organizing, and moderating of meetings. If there is no Chairman selected, meetings will be called according to the majority decision of the Elders.
- B. Place of Meetings - Unless otherwise provided in these By-laws, any meeting (whether annual, regular, or special) of the Eldership of the Church may be held at any place within or without the State of Texas which has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, designated in these By-laws or by resolution of the Eldership.
- C. Annual Meeting – An annual meeting of the Eldership shall be held in the first quarter of each calendar year, prior to and in preparation for the Annual Church Meeting. This meeting shall be called by the Eldership and noticed in accordance with the provisions of this Article.

- D. Special Meetings – Special meetings of the Eldership may be called at any time by the majority decision of the Eldership.
- E. Notice of Meetings – Meetings of the Eldership shall be held upon four days notice. Notice may be given in person, by telephone, by mail, or by electronic mail (email).
- F. Quorum – A majority of the Elders in office shall constitute a quorum. Except as the Articles of Incorporation, these By-laws, and/or the Texas Nonprofit Religious Church Law may provide, the act or decision done or made by a majority of the Elders present at a meeting duly held at which a quorum is present shall be the act of the entire Eldership. A meeting of the Eldership may not take place if a quorum is not present and established.

Section 8. Action Without Meeting.

Any action required or permitted to be taken by the Eldership may be taken without a meeting if all members of the Eldership shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Eldership and shall be filed with the minutes of the proceedings of the Eldership.

Section 9. Rights of Inspection.

Every Elder shall have the absolute right at any reasonable time to inspect and copy all church books, records and documents of any and every kind, and to inspect the physical properties of the Church of which such person is an Elder, for a purpose reasonably related to such person's interest as an Elder.

Section 10. Committees.

Committees of the Eldership may be appointed by resolution of the Eldership. Committees shall be structured or serve as the Elders shall think best. Committees shall not possess any authority in themselves. Minutes shall be kept of each meeting of each committee.

Section 11. Fees and Compensation.

The Scriptures stipulate that those Elders who “labor in word and doctrine” shall be worthy of double honor (1Timothy 5:17-18); i.e. receive monetary compensation for their labor. Elders may receive compensation for their services as Elders, or for some other service for which compensation is paid. Elders may receive reimbursement for expenses as may be fixed or determined by the Eldership. Compensation will be determined by the Eldership with advice from the diaconate.

Section 12. Interim Pastor [Provisional Elder].

The Church continues to be a true Church even though there is no Elder. However, the leadership and ministry of the Church is weakened and the Biblical functioning of the Church is impaired. Therefore, in the event this Church is left

with no Elder due to any reason, an Interim Pastor [Provisional Elder] shall be appointed. The appointment of an Interim Pastor shall be made according to the prior written resolution and instructions of the Eldership; or, in the event such written resolution and instructions do not exist, a Deacon (or in the event there are also no Deacons, a church member appointed by the Church) shall contact an existing Elder of one of the ARBCA churches and request that the ARBCA Administrative Council assist in finding a man to serve as Interim Pastor [Provisional Elder.] If ARBCA is unable to recommend a suitable man, the church should seek advice from other Reformed Baptist churches, which fully subscribe to the 1689, as to a man who might serve as an Interim Pastor. The man selected by ARBCA must receive positive approval, in writing, by at least a $\frac{3}{4}$ (75%) vote of a meeting of the membership in order to be called as Interim Pastor. This Interim Pastor will assume the full authority, responsibilities and privileges of the Eldership as stated in Scripture and in these By-laws. The Interim Pastor will appoint a Pulpit Committee, including himself, in accordance with Article VI of these By-laws. The Interim Pastor shall serve as the Eldership until a permanent Elder is called and installed in office.

ARTICLE XII: CORPORATE OFFICERS

Section 1. Officers.

The officers of the Church shall be a Chairman of the Eldership (see Article XI, Section 2.B.1), who is also President of the corporation; a Secretary of the Eldership (see Article XI, Section 2.B.2) who is also the Secretary of the corporation; and a Treasurer/Chief Financial Officer. One person may hold two or more offices, except that the Chairman of the Eldership/President may not hold any other office.

Section 2. Appointment of Officers.

The officers of the Church, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen by, and shall serve at the pleasure of, the Eldership. Each officer shall hold his office until he resigns, is removed, or becomes otherwise disqualified to serve.

Section 3. Removal and Resignation.

Any officer of this Church may be removed, either with or without cause, by a majority of the Elders then in office, at any meeting of the Eldership. Any officer may resign at any time, without prejudice to the rights, if any, of the Church under any contract to which the officer is a party, by giving written notice to the Chairman of the Eldership, or to the Secretary of the Eldership. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Inability to Act.

In the case of absence or inability to act of any officer of the Church and of any person herein authorized to act in his place, the Eldership may from time to

time delegate the powers or duties of such officer to any other officer, or any Elder, or other person whom the Eldership may select.

Section 5. Secretary.

The Secretary shall keep or cause to be kept, at the principal office or such other place as the Eldership may order, a book of minutes of church meetings. If another person is appointed to record the minutes of church meetings, the Secretary shall be responsible to certify them. The Secretary shall keep the church seal. He shall also be responsible to maintain and certify an up-to-date copy of the church's By-laws and membership roll. The Secretary may conduct any other business appropriate to the position as the Eldership shall deem fit.

Section 6. Treasurer/Chief Financial Officer.

The Treasurer shall be the Chief Financial Officer of the Church and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Church. The books of account shall at all reasonable times be open to inspection by any Elder.

The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Church with such depositories as may be designated by the Eldership. He shall have signing authority on all Church accounts; shall disburse the funds of the Church as may be ordered by the Eldership; shall render to the Eldership, whenever they request it, an account of all corporate transactions and of the financial condition of the Church; and shall have such other powers and perform such other duties as may be prescribed by the Eldership.

The Treasurer operates at all times under the authority of the Eldership.

Section 7. Salaries.

The salaries of the officers, if any, shall be fixed from time to time by the Eldership. No officer shall be prevented from receiving a salary by reason of the fact that he is also an Elder of the Church.

ARTICLE XIII: RECEIPT AND DISBURSEMENT OF FUNDS

Section 1. Receipt of Funds.

The Church shall receive all monies and/or other properties transferred to it for the purposes of the Church (as shown by the Articles of Incorporation as amended to date). However, nothing contained herein shall require the Eldership to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the Church.

Section 2. Disbursement of Funds.

The Church shall, at all times, hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this Church.

ARTICLE XIV: ADDITIONAL PROVISIONS

Section 1. Amendments.

Except for Article III, these By-laws may be amended or repealed by the approval of the Eldership and a $\frac{3}{4}$ (75%) vote of the membership aged 18 or over.

Section 2. Indemnification of Agents.

The indemnification of agents of this Church is permitted, subject to the provisions of the Texas Nonprofit Religious Church Law.

Section 3. Employees.

This Church is committed to the purposes set forth in Article II of these By-laws. Because of this Church's exclusive Christian purposes, and because this Church holds steadfastly to the Christian belief that each and every employee of this Church must act as a servant of God whose primary responsibility is proclaiming the gospel of Jesus Christ, and, as such, is an integral part of the Christian testimony of this Church, this Church shall only employ individuals whose profession of faith in Jesus Christ as their personal Savior is consistent with the practice and doctrine of this Church. Any sinful practice, as determined by the Eldership of this church, is sufficient grounds for the non-hiring of any applicant for employment, or the dismissal of any employee. Employees of this Church, as part of their duties as employees, shall refrain from behavior during working and non-working hours that detracts from Christian conformity with biblical standards as determined by the Eldership.

Section 4. Validity of Instruments Signed by Officers.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing, and any assignment or endorsement thereof, executed or entered into between this Church and any other person, when signed by the Chairman of the Eldership/President, and by the Secretary or the Treasurer/Chief Financial Officer of this Church, is not invalidated as to this Church by any lack of authority of the signing officers in the absence of actual knowledge on the part of the other person that the signing officer had no authority to execute the same.

Section 5. Authority of Officers and Agents.

The Eldership, except as the By-laws otherwise provide, may authorize any officer(s), agent(s), or employee(s) to enter into any contract or execute any instrument in the name of and on behalf of the Church. Such authority may be general or confined to specific instances. Unless so authorized by these By-laws or the Eldership, and except as provided in Section 1 of this Article, no officer, agent or employee shall have any power or authority to bind the Church by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 6. Representation of Shares of Other Churches.

The Chairman of the Eldership or any other officer or officers authorized by the Eldership are each authorized to vote, represent and exercise on behalf of the Church all rights incident to any and all shares of any corporation standing in the name of this Church. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do in proxy or power of attorney duly executed by said officer. [Explanation: Shares of stock (from for-profit corporations) are sometimes donated to nonprofit corporations. Since the nonprofit corporation owns these shares, it usually has voting rights (as stockholders) in the for-profit corporation. Thus, this Section gives authority to the President or other officers to exercise the voting rights represented by the church's ownership of any such shares of stock.]

Section 7. Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the Texas Nonprofit Church Law and in the Texas Nonprofit Religious Church Law shall govern the construction of these By-laws.

Section 8. Instruments in Writing.

All checks, drafts, demands for money and notes of the Church , and all written contracts of the Church shall be signed by such officer(s), agent(s) or employee(s) as the Eldership may from time to time by resolution designate.

Section 7. Maintenance of Articles and By-laws.

The Church shall keep at its principal executive office the original or a copy of the Articles and By-laws as amended to date.

Section 8. Maintenance of Other Corporate Records.

The accounting books, records, and minutes of proceedings of the Eldership and any committee(s) of the Eldership shall be kept at such place or places designated by the Eldership, or, in the absence of such designation, at the principal executive office of the Church . The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

CERTIFICATE OF SECRETARY

The undersigned, being the Secretary of EMMANUEL REFORMED BAPTIST CHURCH, does hereby certify that the above By-laws (including Attachment A) are, as of the date of this certification, the adopted and existing By-laws of this Church.

Date

Secretary of the Eldership

ATTACHMENT A

CHURCH COVENANT

Having been led, as we believe, by the Spirit of God, to receive the Lord Jesus Christ as our Savior and Lord; and on the profession of our faith, 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, angels, and this assembly, most solemnly and joyfully enter into covenant with one another, as one body in Christ.

We commit ourselves, therefore, by the aid of the Holy Spirit, to submit joyfully to the authority of the Triune God, the Word of God, and the undershepherds of God in this Church; avoiding all dissension and disunity, to walk together in Christian love and peace; to strive for the advancement of this Church, in knowledge, holiness, and comfort; to promote its growth and spirituality; to sustain and support its worship, ordinances, discipline, and doctrines; to substantially agree with this Church's Confession, and to avoid public dissension in those places where we might differ; and, through our tithes and offerings, to contribute cheerfully and regularly to the support of the ministry, the expenses of the Church, the relief of its poor, and the spread of the gospel to all nations.

We also commit ourselves to maintain family and secret devotions; to educate our children religiously; to seek the salvation of our relatives, friends, and acquaintances; to walk with Christian common sense, caution, and wisdom in the world; to be fair and right in our dealings, faithful in our commitments, as examples of godly people in our behavior; to avoid all tattling, backbiting, and unrighteous anger; and to be zealous in our efforts to advance the kingdom of our Savior.

We also further commit ourselves to watch over one another in brotherly love; to remember each other in prayer; to aid each other in sickness and distress; to cultivate Christian sympathy in feeling and courtesy of speech; to be slow to take offense, but to be always ready for reconciliation, and mindful of the rules of our Savior, to secure it without delay.

We moreover commit ourselves that, when we remove ourselves from this Church, it will never be for un-reconciled attitudes, relationships, or sin(s); nor while under the discipline of the Church; and we will as soon as possible unite with some other Church where we can carry out the spirit of this covenant and the truth and principles of the Word of God.

Printed Name

Signature

Date