

CONSTITUTION
AND
BYLAWS
OF

EMBRACE CHURCH

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CONSTITUTION AND BYLAWS OF

EMBRACE CHURCH

Amended and Adopted Month Day, Year

PREAMBLE

For the purpose of establishing and maintaining a place for the worship of Almighty God; our Heavenly Father; to provide for Christian fellowship for those of like precious faith, where the Holy Spirit may be honored according to our distinctive testimony; to assume our share of responsibility and the privilege of propagating the gospel of Jesus Christ by all available means, both at home and in foreign lands. We, whose names appear upon the assembly roster under above date, do hereby recognize ourselves as a local assembly in fellowship with and a part of The General Council of the Assemblies of God and declare that we hereby adopt the following Articles of church order and submit ourselves to be governed by them.

ARTICLE 1

NAME

- 1.01. The name of this church shall be First Assembly of God Church of New Caney, TX., D.B.A. Embrace Church

ARTICLE 2

OFFICES

- 2.01. The principal office of the Corporation in the State of Texas shall be located at 22825 Antique Ln, New Caney, Texas 77357. The Corporation may have other offices either in Texas or elsewhere as the Board of Directors (hereinafter referred to as the Board of Elders) may determine. The Board of Elders may change the location of any office of the Corporation.

REGISTERED OFFICE AND REGISTERED AGENT

- 2.02. The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board of Elders may change the registered office and the registered agent as provided in the Act.

ARTICLE 3

NON-PROFIT PURPOSES

TAX EXEMPTION

- 3.01. This Corporation is organized exclusively for one or more of the purposes as specified in Section 501© (3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code") including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 © (3) of the Code.

SPECIFIC OBJECTIVES AND PURPOSES

3.02. The specific objective and purpose of this Corporation shall be to exist as an independent Christian Church founded upon the faith and practices of the church as it is found in the New Testament.

ARTICLE 4

PREROGATIVE

4.01. This assembly shall have the right to govern itself according to the standards of the New Testament Scriptures making "every effort to keep the unity of the Spirit through the bond of peace and in the knowledge of the Son of God and become mature, attaining to the whole measure of the fullness of Christ." (Ephesians 4:3, 13)

4.02. In connection therewith or incidental thereto, it shall have the right to purchase or acquire by gift, bequests, or otherwise, either directly or as trustee and to own, hold in trust, use, sell, convey, mortgage, lease or otherwise dispose of any real estate or chattels as may be necessary for the furtherance of its purposes; all in accordance with its constitution and Bylaws or as the same may be hereafter amended.

ARTICLE 5

AFFILIATION AND RELATIONSHIP

5.01. This assembly declares itself to be voluntarily in full cooperative fellowship with all other churches affiliated with the General Council of the Assemblies of God with headquarters in Springfield, Missouri and shares in the privileges and assumes the responsibilities enjoined by this affiliation. As a member of this General Council this assembly agrees to:

1. Cooperate by every possible means in extension of God's work and kingdom throughout the world.
2. Support missionary programs.
3. Each General Council affiliated assembly has the right of self-government under Jesus Christ, its living Head; and shall have power to choose or call its Pastor and transact all other business pertaining to its life as a local unit. It shall have the right to administer discipline to its members according to the Scripture and its Constitution and Bylaws. It shall have the right to acquire and hold title to property either through trustees or its corporate name as a self-governing unit. The fact it is affiliated with The General Council of the Assemblies of God shall in no way destroy its rights as above stated or interfere with its sovereignty. (See General Council Constitution Article XI Section 1, c.)
4. Invite the counsel of the Apostolic Board of Elders in the event of church difficulty and when changing pastors.
5. Recognize that The General Council of the Assemblies of God shall have the right and authority to:
 - a. Approve scriptural doctrine and conduct
 - b. Disapprove unscriptural doctrine and conduct as stated in the General Council constitution (Article XI Sec. 1d)
 - c. Withdraw its certificate of membership if deemed necessary.

ARTICLE 6

TENETS OF FAITH

6.01. This assembly accepts the Holy Scriptures as the revealed will of God, the all-sufficient rule of faith and practice and for the purpose of maintaining general unity, adopts the Statement of Fundamental Truths of The General Council of the Assemblies of God, to wit:

1. The Scriptures Inspired

The Scriptures, both the Old and New Testaments, are verbally inspired of God and are the revelation of God to man; the infallible, authoritative rule of faith and conduct. (2 Tim. 3:15-17; 1 Thess. 2:13; 2 Peter 1:21)

2. The One True God

The One true God has revealed Himself as the eternally self-existent "I AM", the Creator of heaven and earth and the Redeemer of mankind. He has further revealed Himself as embodying the principles of relationship and association as Father, Son and Holy Spirit. (Deut. 6:4; Isa. 43:10-11; Matt. 28:19; Lk. 3:22)

3. The Deity of the Lord Jesus Christ

The Lord Jesus Christ is the eternal Son of God. The Scriptures declare:

- A. His virgin birth. (Matt. 1:23; Lk. 1:31,35)
- B. His sinless life. (Heb. 7:26; 1 Pet. 2:22)
- C. His miracles. (Acts 2:22; 10:38)
- D. His substitutionary work on the cross. (1 Cor. 15:3; 2 Cor. 5:21)
- E. His bodily resurrection from the dead. (Matt. 28:6; Lk. 24:39, 1 Cor. 15:4)
- F. His exaltation to the right hand of God. (Acts 1:9, 11; 2:33; Phil. 2:9-11; Heb. 1-3)

4. The Fall of Man

Man was created good and upright for God said, "Let us make man in our image, after our likeness." However, man by voluntary transgression fell and thereby incurred not only physical death but also spiritual death, which is separation from God. (Gen. 1:26-27; 2:17; 3:6; Rom. 5:12-19)

5. Salvation of Man

Man's only hope of redemption is through the shed blood of Jesus Christ the Son of God.

A. Conditions to Salvation

Salvation is received through repentance toward God and faith toward the Lord Jesus Christ. By the washing of regeneration and renewing of the Holy Spirit, being justified by grace through faith, man becomes an heir of God according to the hope of eternal life. (Lk. 24:47, Jn. 3:3; Rom. 10:13-15; Eph. 2:8; Titus 2:11; 3:5-7)

B. The Evidences of Salvation

The inward evidence of salvation is the direct witness of the Spirit. (Rom. 8:16)
The outward evidence of all men is a life of righteousness and true holiness. (Eph. 4:24, Titus 2:12).

6. The Ordinances of the Church

A. Baptism in Water

The ordinance of baptism by immersion is commanded in the Scriptures. All who repent and believe on Christ as Savior and Lord are to be baptized; declaring to the world that they have died with Christ and that they also have been raised with Him to walk in newness of life. (Matt. 28:19; Mk. 16:16; Acts 10:47-48; Rom. 6:4)

B. Holy Communion

The Lord's Supper, consisting of the elements-bread and the fruit of the vine-is the symbol expressing our sharing the divine nature of our Lord Jesus Christ, (2 Pet. 1:4) a memorial of His suffering and death (1 Cor. 11:26) and a prophecy of His second coming, (1 Cor. 11:26) and is enjoined on all believers "until He comes!"

7. The Baptism in the Holy Spirit

All believers are entitled to and should ardently expect and earnestly seek the promise of the Father, the baptism of the Holy Spirit and fire, according to the command of our Lord Jesus Christ. This was the normal experience of all in the early Christian Church. With it comes empowerment for life and service; the bestowment of the gifts and their uses in the work of the ministry (Lk. 24:49; Acts 1:4,8; 1 Cor. 12:1-31). This experience is distinct from and subsequent to the experience of the new birth (Acts 8:12-17; 10:44-46; 11:14-16; 15:7-9). With the baptism in the Holy Spirit comes such experiences as an overflowing fullness of the Spirit (Jn. 7:37-39, Acts 4:8), a deepened reverence of God (Acts 2:43; Heb. 12:28), an intensified consecration of God and dedication to His work (Acts 2:42), and a more active love for Christ, for His Word and for the lost (Mk. 16:20).

8. The Initial Physical Evidence of the Baptism in the Holy Spirit

The baptism of believers in the Holy Spirit is witnessed by the initial physical sign of speaking with other tongues as the Spirit of God gives them utterance (Acts 2:4). The speaking in tongues in this instance is the same in essence as the gift of tongues (1 Cor. 12:4-10, 28), but different in purpose and use.

9. Sanctification

Sanctification is an act of separation from that which is evil, and of dedication unto God (Rom. 12:1-2; 1 Thess. 5:23; Heb. 13:12). The Scriptures teach, "Without holiness no one will see the Lord" Heb. 12:14. By the power of the Holy Spirit we are able to obey the command; "Be holy, because I am holy" (1 Peter 1:16).

10. The Church and Its Mission

The Church is the Body of Christ, the habitation of God through the Spirit, with divine appointments for the fulfillment of her great commission. Each believer, born of the Spirit, is an integral part of the General Assembly and Church of the Firstborn, which are written in heaven (Eph. 1:22-23; 2:22; Heb. 12:23).

Since God's purpose concerning man is to seek and to save that which is lost, to be worshiped by man, and to build a body of believers in the image of His Son, the priority reason-for-being of the Assemblies of God as part of the Church is:

- A To be an agency of God for evangelizing the world. (Acts 1:8; Matt. 28:19-20; Mk. 6:15-16)
- B. To be a corporate body in which man may worship God. (1 Car. 12:13)
- C. To be a channel of God's purpose to build a body of saints being perfected in the image of His Son. (Eph. 4:11-16; 1 Car. 12:28; 1 Car. 14:12)

The Assemblies of God exists expressly to give continuing emphasis to this reason-for-being in the New Testament apostolic pattern by teaching and encouraging believers to be baptized In the Holy Spirit. This experience:

- A Enables them to evangelize in the power of the Spirit with accompanying supernatural signs. (Mk. 16:15-20; Acts 4:29-31; Heb. 2:3-4)
- B. Adds a necessary dimension to worshipful relationship with God. (1 Car. 2:10-16; 1 Car. 12-14)
- C. Enables them to respond to the full working of the Holy Spirit in expression of fruit and gifts and ministries as in New Testament times for the edifying of the body of Christ. (Gal. 5:22-26; 1 Car. 14:12, 12:28; Eph. 4:11-12; Col. 1:29)

11. The Ministry

The divinely called and scripturally ordained ministry has been provided by our Lord for the three-fold purpose of leading the Church in:

- A Evangelization of the world (Mk. 16:15-20)
- B. Worship of God (Jn. 4:23-24)
- C. Building a body of saints being perfected in the image of His Son (Eph. 4:11-16)

12. Divine Healing

Divine healing is an integral part of the gospel. Deliverance from sickness is provided for in the atonement and is the privilege of all believers (Isa. 53:4-5; Mat. 8:16-17; Jam. 5:14-16).

13. The Blessed Hope

The resurrection of those who have fallen asleep in Christ and their translation together with those who are alive and remain unto the coming of the Lord is the imminent and blessed hope of the Church (I Thess. 4:16-17; Rom. 8:23; Titus 2:13; 1 Car. 15:51-52).

14. The Millennial Reign of Christ

The second coming of Christ includes the rapture of the saints, which is our blessed hope, followed by the visible return of Christ with His saints to reign on the earth for one thousand years (Zech. 14:5; Matt. 24:27, 30; Rev. 1:7; 19:11-14; 20:1-6). This millennial reign will bring the salvation of national Israel (Ezek. 37:21-22; Zeph. 3:19-20; Rom. 11:26-27) and the establishment of universal peace (Isa. 11:6-9; Psa. 72:3-8; Mic. 4:3-4).

15. The Final Judgement

There will be a final judgment in which the wicked dead will be raised and judged according to their works. Whosoever is not found written in the Book of Life together with the devil and his angels, the beast and the false prophet, will be consigned to everlasting punishment in the lake which burns with fire, which is the second death (Matt. 25:46; Mk. 9:43-48; Rev. 19:20; 20:11-15; 21:8).

16. The New Heavens and the New Earth

"But in keeping with His promise, we are looking forward to a new heaven and a new earth, the hope of righteousness" (2 Pet. 3:13; Rev. 21-22).

17. Position on Christian Conduct

We believe that God has commanded that no intimate sexual activity be engaged in outside of a marriage between a man and a woman. We believe that any form of homosexuality, lesbianism, bisexuality, bestiality, incest, fornication and adultery are perversions of God's gift of sex. We believe that God disapproves of and forbids any attempt to alter one's gender by surgery or appearance (Gen. 2:24, 19:5, 13; 26; 8-9; Lev. 18:1-30; Rom. 1:26-29; 1 Cor. 5:1, 6:9; 1 Thess. 4:1-8; Heb. 13:40). We believe that the only legitimate marriage is the joining of one man and one woman (Gen. 2:24; Rom. 7:2; 1 Cor. 7:10; Eph. 5:22-23).

ARTICLE 7

THE CHURCH

7.01. The goal of the Church is to make disciples of all nations and to present the saints complete in Christ.

- A. The Church is governed by the five-fold ministry of Ephesians 4, the Offices of Elder and Deacon as well as other offices mentioned in Scripture.
- B. Church policy is a balance between congregation and Eldership authority, emphasizing the final authority of the church leadership.
- C. It is essential to the life of the Church that scriptural patterns of discipline be practiced and that oversight for Church discipline, individual and corporate, be exercised by the leadership of the Church.

BAPTISM AND THE LORDS SUPPER

7.02. The Word of God enjoins on the Church two perpetual ordinances of the Lord Jesus Christ. The first, baptism, is the outward sign of what God has already done in the individual's life and is a testimony to all that the person belongs now to Jesus. Baptism allows believers to identify with Jesus and is performed in

the name of the Father, the Son, and the Holy Spirit. The Lord's Supper is a commemoration of the death of the Lord and is done in remembrance of Him until He comes again and is a sign of our participation in Him. Both institutions are restricted to those who are believers.

ESCHATOLOGY

7.03. We affirm the bodily, personal, second coming of the Lord Jesus Christ, the resurrection of the Saints, the Millennium and the final judgment. The final judgment will determine the eternal status of both the saints and the unbelievers, determined by their relationship to Jesus Christ. We affirm with the Bible the final state of the New Heavens and New Earth.

ARTICLE 8

APOSTOLIC BOARD OF ELDERS

8.01. This is a group of recognized spiritual leaders with a perspective of ministry that extends beyond Embrace Church and serve as oversight of the Pastor and the Church. The Apostolic Elders shall be nominated by the Senior Pastor and vacancies approved by the vote of the Board of Elders. Elders shall consist of up to seven elders of mature spiritual status.

RESPONSIBILITIES

8.02. The Apostolic Board of Elders' responsibilities are to provide Spiritual Oversight, to give Objective Counsel on matters of Governance, and to resolve disputes that arise and can't be resolved with the Board of Elders. The Senior Pastor and Elder Body shall determine the group size.

ARTICLE 9

SENIOR PASTOR

SELECTION OF SENIOR PASTOR

9.01. The qualifications of the Senior Pastor shall be set by the Board of Elders, but in no case be less than those of admission to membership in the congregation. Senior Pastor shall hold credentials in good standing with the Assemblies of God.

9.02. The Board of Elders shall nominate the Senior Pastor. The Senior Pastor shall be nominated by the unanimous vote of the Board of Elders. Only one name shall be voted upon at a time.

9.03. Election shall be by secret ballot at the annual business meeting of the assembly or at a special meeting called for that purpose. A two-thirds majority vote of all votes cast shall be required to constitute an election. Pastoral elections require a quorum of one-third of the active voting membership to be present.

9.04. The contract of employment shall be in writing and shall be signed by the prospective Senior Pastor and by the Board of Elders.

TERM

9.05. The Senior Pastor shall be elected for an indefinite period of time.

COMPENSATION

9.06. The Board of Elders will review salary packages for the Senior Pastor and for all of the church staff, which is determined by the Senior Pastor or his designee.

DUTIES OF SENIOR PASTOR

9.07. The Senior Pastor shall serve as: Chief Executive Officer of the Corporation and Chairman of the Board of Elders, Deacons, committees and all departments.

9.08. The Senior Pastor shall be considered as the spiritual overseer of the church's mission and shall direct all its activities. He shall provide for all the services of the assembly and shall arrange for all special meetings, conventions or revivals. No person shall be invited to speak or preach in the assembly without his approval. The Senior Pastor will serve as a primary teacher in weekend service and visionary leader for the congregation. The Senior Pastor shall perform his duties as outlined in his employment contract.

BUDGET AND EXPENDITURES

9.09. Since the Senior Pastor is primarily responsible for the spiritual life of Embrace Church, he shall also have corporate authority to make expenditures, hire and dismiss all paid staff, develop and plant churches under the advisement of the Board of Elders.

9.10. The Senior Pastor will be responsible for defining the qualifications and duties of other Pastors and staff members under the advisement of the Board of Elders and providing weekly administrative oversight and direction for the paid staff within the approved budget and upon the advice of the Board of Elders ensuring that financial strength is directed toward the ministry directives of the Pastoral Executive Team.

9.11. The Senior Pastor with the assistance of Board of Elders shall be responsible for the preparation of an annual budget and its submission to the Apostolic Board of Elders and Board of Elders.

TRANSITION BETWEEN SENIOR PASTORS

9.12. To ensure the unity of the church by a smooth transition between Senior Pastor appointments, the following procedures shall be followed:

1. The Board of Elders shall work cooperatively with the Apostolic Board of Elders to select an Interim Senior Pastor from outside the Pastoral Executive Team to fulfill the basic duties of the Senior Pastor until a new Senior Pastor is selected.
2. The Board of Elders shall locate and recommend a Senior Pastor.
3. Election shall be by secret ballot at the annual business meeting of the assembly or at a special meeting called for that purpose.

4. Only one name shall be voted upon at a time. Pastoral elections require a two-thirds majority vote of all votes cast to constitute an election and a quorum of one-third of the active voting membership to be present.

TERMINATION

9.13. In the event a Senior Pastor has serious charges preferred against him, the Senior Pastor may be terminated by giving written notice to the Board of Elders. Responsibility is vested in the Apostolic Board of Elders and Board of Elders to ask for his resignation by a unanimous vote of the Apostolic Board of Elders and Board of Elders (excluding the vote of the Senior Pastor) at any of its regular business meetings.

9.14. If such resignation is refused, the pastorate shall not be considered vacant until the action of the Board of Elders has been sustained by two-thirds of the membership present in a special called meeting for this purpose, in which a quorum of one-third of the membership is present.

9.15. Unless the termination is for cause of moral failure as determined by the Apostolic Board of Elders, termination shall take effect one hundred and eighty (180) days from such notice or vote, unless the period of time is altered by mutual agreement of the Senior Pastor and the Board of Elders. During this period of time, the performance of the duties of his position shall be determined by the Apostolic Board of Elders and the Board of Elders.

9.14. When a vacancy in the pastorate shall occur, an interim Senior Pastor shall be arranged for by the Board of Elders until a Senior Pastor shall be chosen. In the case of a Senior Pastor's removal from office, a written report of such action shall be documented.

FUNCTIONS AND LIMITS OF AN INTERIM LEAD PASTOR

9.15. The Interim Senior Pastor shall not cast vision or alter the philosophy of Embrace Church to reflect his own personal views. The Interim Senior Pastor shall cover the following as his duties:

1. Follow the primary teaching schedule
2. Discharge the basic pastoral care duties
3. Ensure that the ministries of First Assembly of God Church of New Caney, TX. continue to function.
4. The Interim Senior Pastor shall not possess any other corporate powers granted to the Senior Pastor by these Bylaws.

ADMINISTRATION DURING THE INTERIM PERIOD

9.16. During the interim period between Senior Pastor appointments, members of the Board of Apostolic Elders, Board of Elders, Deacons and staff are to continue in their positions. Should leadership or financial problems arise, the Interim Senior Pastor shall have the authority to make recommendations to alter the responsibilities and roles of all employees and the terms of service for all volunteer leadership positions, including dismissal if necessary upon the ratification of the Board of Elders and Apostolic Board of Elders.

COMPENSATION FOR INTERIM SENIOR PASTOR

9.17. In the event that an Interim Senior Pastor is secured from Embrace Church, he shall be remunerated for his service at a fair salary mutually agreed upon by the Apostolic Board of Elders and Board of Elders.

ARTICLE 10

BOARD OF ELDERS

MANAGEMENT

10.01. The Board of Elders shall act in an advisory capacity to the Senior Pastor in all matters pertaining to the vision, direction, governance and correction of the church on a day in and day out basis. The Board of Elders shall have general charge and management of the affairs, funds and property of the church and have the authority to carry out the purposes of the assembly according to its charter and these Bylaws.

POWERS OF BOARD OF ELDERS

10.02. The Powers of the Corporation shall be exercised by or under the authority of the Board of Elders. In addition to the powers and authorities expressly conferred by these Bylaws upon them, the Board of Elders may exercise all such powers of the Corporation and do all such lawful acts and things as are not directed or required to be exercised or done by the members of the Corporation by statute, the Articles of Incorporation or these Bylaws.

NUMBER OF ELDERS

10.03. The property, business and affairs of the Corporation shall be managed under the direction of a Board of not less than four (4) and not more than fifteen (15) Elders as may be determined by the Board of Elders from time to time, provided that the number of Elders shall not be decreased to less than three (3) and that no decrease in the number of Elders shall have the effect of shortening the term of any incumbent Elder. The Board of Elders shall be made up of ministry staff or non-staff Elders and may also include non-resident Board members with pastoral experience without consideration to the balance of numbers between the two groups.

10.04. The Senior Pastor shall serve as a permanent member of the Board of Elders and shall act as Chairman of the Board of Elders and Chief Executive Officer of the Corporation.

QUALIFICATIONS OF ELDERS

10.05. Elders shall meet the following qualifications.

1. Be a person of mature Christian experience and knowledge, who shall be expected to meet the requirements of Christian character and honest reputation. Persons "full" of the Holy Spirit according to Acts 2:4. Persons whose Christian testimony is without reproach in matters of spiritual teaching and doctrine.
2. Persons who meet the scriptural qualifications outlined in 1 Timothy 3 and Titus 1. If resident, they shall have been members of Embrace Church for a time determined by the Board of

Elders to be sufficient to know and understand the church vision and known within the church leadership.

3. A person who subscribes to the Tenets of Faith of the church, who supports the local church in attendance, contributes financially with their tithes and offerings, is in a Small Group and serves in a ministry of the church.
4. Shall be at least twenty-five (25) years old and shall have be a member of the assembly.
5. Relatives (immediate family) cannot serve together on the Board of Elders.

ELECTION OF ELDERS

10.06. The Board of Elders shall be selected by the Senior Pastor and thereafter Elder vacancies will be nominated by the Senior Pastor and approved by unanimous vote of the Board of Elders and approved by the Apostolic Board of Elders. The Senior Pastor will submit nominees to Apostolic Board of Elders for approval and then placed on the agenda for voting by the Board of Elders. Elders may serve for as long as they continue to fulfill the qualifications and are active in fulfilling their Elder responsibilities.

CONFIDENTIALITY

10.07. The Board of Elders shall embrace Confidentiality, refrain from Gossip, work in unity understanding that they are Elders only during the meetings and a regular member of the church when the meeting is not in session. Elders shall sign an agreement of confidentiality to be held on file in the church offices.

ORDINATION

10.08. Individuals who have been selected to be an Elder and have accepted shall be ordained to Elder service. Depending on the specific function or ministry of the individual, the actual designation may be pastor, evangelist, etc., but even such designation includes in itself ordination to the Eldership. In the case of a person not having a specific designation, the ordination is simply to Elder service in general.

TERM IN OFFICE

10.09. The Board of Elders shall be chosen for a 3 year term and are eligible for reappointment for additional unlimited terms. Elders may serve for as long as they are active in fulfilling their Elder responsibilities and as long as they continue to fulfill the qualifications of the office.

COMPENSATION

10.10. Advisors shall not receive any stated salary for their services.

ACTIONS OF BOARD OF ELDERS

10.11. The Board of Elders shall try to act by consensus. However, the vote of a majority of Elders present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Elders unless the act of a greater number is required by law or the Bylaws. An Elder who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the

decision of the Board of Elders. For the purpose of determining the decision of the Board of Elders, an Elder who is represented by proxy in a vote is considered present.

PROXIES

10.12. An Elder may vote by proxy executed in writing by the Elder. No proxy shall be valid after three (3) months from the date of its execution. The proxy may only appoint another Elder in good standing.

DUTIES OF ELDERS

10.13. Elders shall discharge their duties, including any duties as committee member, in good faith, with ordinary care, and in a manner, acting in their official capacity as the Executive Board of this Corporation and that are not unlawful.

10.14. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on Elders, they may in good faith rely on information, opinions, reports or statements, including financial statements and other financial data concerning the Corporation or another person that were prepared or presented by a variety of persons, including Officers and employees of the Corporation, professional advisors or experts such as accountants or legal counselors. An Elder is not relying in good faith if the Elder has knowledge concerning a matter in question that renders reliance unwarranted.

10.15. Elders shall not take any action that they should reasonably believe would be opposed to the Corporation's best interest or would be unlawful.

10.16. Elders are not deemed to have the duties of Trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation including property that may be subject to restrictions imposed by the donor or transferor of the property.

10.17. The Board of Elders shall review salaries and pay of the Senior Pastor and employees yearly.

DUTIES TO AVOID IMPROPER DISTRIBUTIONS

10.17. Elders who vote for or assent to improper distributions are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that debts, obligations and liabilities of the Corporation are not thereafter paid and discharged.

10.18. Any distribution made when the Corporation is insolvent, other than in payment of Corporate debts, or any distribution that would render the Corporation insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities, is also improper.

10.19. Elders participating in a board meeting at which the improper action is taken are presumed to have assented unless they dissent in writing. The written dissent must be filed with the Secretary before adjournment or mailed to the Secretary by registered mail or email immediately after adjournment.

10.20. An Elder is not liable if, in voting for or assenting to a distribution, the Elder:

1. Relies in good faith and with ordinary care on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by one or more

officers or employees of the Corporation, legal counsel, public accountants, or other persons as to matters the Elder reasonably believes are within the persons' professional or expert competence or a committee of the Board of Elders of which the Elder is not a member.

2. While acting in good faith and with ordinary care, considers the assets of the Corporation to be at least that of their book value
3. In determining whether the Corporation made adequate provision for payment, satisfaction or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations.
4. Elders are protected from liability if, in the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation.

10.21. Elders who are held liable for an improper distribution are entitled to contribution from person who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

ELDER DISPUTES

10.22. In any dispute arising between members of the Board of Elders, all parties involved agree to cooperate in good faith to resolve the dispute. If the issue can't be resolved through a good faith effort by the parties in the normal process of Elder relationships and discussion, the first appeal outside the Board of Elders for resolving the dispute would be to the chairman of the Board of Apostolic Elders. He will coordinate the Board's involvement and input on the matter. A decision by the Board of Apostolic Elders related to the issue of disagreement would be a binding decision for the individual Elders of Embrace Church as well as the Elder body as a whole.

REMOVAL OF ELDERS

10.23. The Board of Elders may vote to remove an Elder, at any time, without good cause. A meeting to consider the removal of an Elder may be called with notice to the Board members. The notice of the meeting shall state that the issue of possible removal of the Elder will be on the agenda. The Elder shall have the right to present evidence during the meeting as to why he should not be removed. At the meeting, the Board of Elders shall consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the Board of Elders. An Elder may be removed by the affirmative vote of a majority of the Board of Elders. If the majority vote of the Elders is for removal, before the removal is final, the Elder may appeal to the Board of Apostolic Board of Elders of Embrace Church for their opinion and assistance in resolving the issue leading to the removal. The decision of the Apostolic Board of Elders will be final and binding on both parties.

RESIGNATIONS

10.24. Any officer may resign at any time by giving written notice to the Board of Elders or the Senior Pastor. Such resignations shall take effect at the time specified in the notice and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. If the resignation is made effective at a later date, the Board of Elders may fill the pending vacancy before the effective day provided that the successor does not take office until the effective date. Such resignation shall be without prejudice to the rights, if any of the Corporation.

VACANCIES

10.25. Any office may be declared vacant by an act of a majority of the membership of the Board of Elders at any regular or special business meeting.

10.26. Vacancies in the Board of Elders shall exist upon:

1. Death, resignation or removal of any Elder.
2. An increase in the authorized number of Elders.
3. The failure of the Elders to elect the full authorized number of Elders to be voted for at any annual, regular or special meeting of the Board of Elders at which any Elder is to be elected.
4. The Board of Elders may declare the office of an Elder vacant if a court adjudges the Elder incompetent or is convicted of a crime involving moral turpitude.
5. Does not accept the office of Elder in writing or by not attending a meeting of the Board of Elders within 30 days' notice of election.

FILLING OF VACANCIES BY BOARD OF ELDERS

10.27. A vacancy shall be filled by the unanimous vote of the remaining Board of Elders and approval by the Apostolic Board of Elders, even if it is less than a quorum of the Board of Elders or if it is a sole remaining Elder. Vacancies reducing the number of Elders to less than Three (3) shall be filled before the transaction of any other business. Vacancies at a specific later date can be filled before that date, but the new advisor may not take office until the vacancy occurs.

MEETINGS

ANNUAL MEETING

10.28. The Board of Elders shall meet no less than once a year in the registered office of the Corporation, unless the Board notifies the Elders otherwise. The time and date of the annual meeting for the transaction of any business as may come before the meeting, shall be set from time to time by a majority vote of the Elders. The annual meeting of the Board of Elders may be held as described in this paragraph without notice other than these Bylaws.

No vote shall be taken at the Annual Meeting except as shall be authorized by the Senior Pastor. All votes taken shall be advisory except for the confirmation of proposals submitted.

REGULAR MEETING

10.29. The Board of Elders may provide for regular meetings by resolution stating the time and place of such meetings. Regular meetings of the Board of Elders shall be held without notice if the time and place of such meetings are fixed by a resolution of the Board of Elders. The meetings may be held either within or outside the State of Texas and may be held by conference call if the resolution does not specify the location of the meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Elders stating the time of meetings or conference calls.

SPECIAL MEETINGS

10.30. A special meeting of the Board of Elders may be called by the Senior Pastor or a majority of the Board of Elders. A person or persons authorized to call special meetings of the Board of Elders may fix any place within Texas as the place for holding a special meeting. The person or persons calling a special meeting shall notify the secretary of the information required to be included in the notice of the meeting. The secretary shall give notice to the Elders as required by the Bylaws.

10.31. Written or printed notice of any special meeting of the Board of Elders shall be delivered to each elder not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called

MANNER OF GIVING

10.32. Notice of the time and place of meetings shall be given to each member of the Board of Elders by one of the following methods: personal delivery of written notice, first class mail, postage paid, telephone communication at the members' office or home who the person giving the notice has reason to believe will promptly communicate the notice to the member of the Board of Elders or by telecopier, voice mail, email or answering machine.

TIME REQUIREMENTS

10.33. Notice sent by first class mail shall be deposited in the US mail at least 10 days before the time set for the meeting. Notices given by personal delivery, telephone, telecopier or email shall be delivered, telephoned, emailed or faxed to each member of the Board of Elders at least twenty-four hours before the time set for the Meeting.

NOTICE OF CONTENTS

10.34. The notice shall state the time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's or Corporation's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

Waiver

10.35. Attendance of an Elder at the Board of Elder's meeting shall constitute waiver of notice of such meeting except where the Elder attends a meeting for the express purpose of objecting that the meeting is not properly called.

ACTION BY CONSENT OF BOARD WITHOUT MEETING

10.36. Any action required or permitted to be taken by the Board of Elders may be taken without a meeting, and with the same force and effect as a unanimous vote of Elders, if all members of the Board consent in writing or by email to the action. Such consent may be given individually or collectively.

TELECONFERENCE MEETINGS

10.37. The Board of Elders may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other and as long as a majority of members of the Board of Elders can fully participate. The notice of a meeting by electronic means conference must state the fact that the meeting will be held by electronic as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

CONDUCT OF MEETINGS

10.38. At every meeting of the Board of Elders, the Senior Pastor shall preside, and if not, the Senior Pastor shall appoint an Elder to preside. The Secretary of the Corporation shall act as Secretary of the Board of Elders. When the Secretary is absent from any meeting, the President or the person presiding may appoint any person to act as Secretary of the meeting.

QUORUM

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

ARTICLE 11

CORPORATE OFFICERS

OFFICER POSITIONS

11.01. The officers of the Corporation shall be a Chief Executive Officer/President (The Senior Pastor), Secretary, Board of Elders, Treasurer and one Vice President. The Board of Elders may create additional Officer positions, define the authority and duties of each such position and elect or appoint persons to fill the positions as needed. The same person may hold any two or more offices except for the office of Secretary.

GENERAL DUTIES

11.02. All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority, to perform such duties and manage the Corporation as may be provided in these Bylaws or as may be determined by resolution of the Board of Elders not inconsistent with these Bylaws.

ELECTION AND TERM OF OFFICE

11.03. The Board of Elders at its regular annual meeting shall elect the Officers of the Corporation. If the election of Officers is not held at the meeting, the election shall be held as soon thereafter as conveniently possible. Each Officer shall hold office until a successor is duly selected and qualified. An Officer may be elected to succeed himself in the same office.

REMOVAL

11.04 The Board of Elders, with or without good cause, may remove any Officer elected or appointed by the Board of Elders. The removal of an Officer shall be without prejudice to the contract rights if any, of the Officer.

RESIGNATION

11.05 Any Officer may resign at any time by giving written notice to the Board of Elders, the Chief Executive Officer, President or the Secretary. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any of the Corporation.

VACANCIES

11.06. The Board of Elders may fill the vacancy in any Office for the unexpired portion of that Officer's term.

CHIEF EXECUTIVE OFFICER / PRESIDENT

11.07. The Chief Executive Officer (C.E.O.)/President of the Corporation shall be the Senior Pastor. The Chief Executive Officer shall preside at all meetings of the members and of the board. In his absence the President shall fill his role. The Chief Executive Officer shall perform other duties prescribed by the Board of Elders and all duties incident to the office of The Chief Executive Officer.

11.08 The Chief Executive Officer/President of the Corporation shall be the Senior Pastor and shall have active, executive management of the operations of the Corporation, subject, however, to the control of the Board of Elders. The President shall supervise and control all of the business and affairs of the Corporation. The President may execute any deeds mortgages, bonds, contracts or other instruments on behalf of the Corporation, however, the President may not execute instruments on behalf of the Corporation, without first obtaining approval of the Board of Elders if:

1. The amount of the transaction is above any sum stated in these bylaws or as dictated by the Board.
2. The Instrument has the effect of seeking to wind-down or terminate or dissolve the Corporation, place the Corporation into receivership or bankruptcy, to confess a judgment of liability on behalf of the Corporation, to dispose of assets of the Corporation that equates to a wind-down or dissolution.
3. The instrument is related to any acquisition or sale of real property.
4. Is a transaction that involves a conflict of interest related to or involving the President.
5. It is a transaction otherwise reserved to the Board of Elders under these by-Laws.

LIMITS OF AUTHORITY

11.09 Because the Senior Pastor is responsible for all final decisions for Embrace Church, he shall seek the advice of the Treasurer and the Board of Elders regarding all major financial business decisions so as to protect the interest of the Corporation and the integrity of the church. The Senior Pastor shall preside over all decisions as long as the issue at hand does not involve a conflict of interest for the Senior Pastor. Matters regarding the Senior Pastor must be deferred to the Board of Elders and the Senior Pastor shall not vote on the matter.

VICE PRESIDENT

11.10. When the President is absent, is unable to act, or refuses to act, the Vice President may perform the duties of the President. When the Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. If there is more than one Vice President, the Vice Presidents shall act in place of the President in the order of the votes received when elected. A Vice President shall perform other duties as assigned by the President or Board of Elders.

TREASURER

11.11. The Treasurer shall:

1. Have charge and custody of and be responsible for all funds and securities of the Corporation.
2. Receive and give receipts for moneys due and payable to the Corporation from any source.
3. Deposit all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Elders or the President.
4. Write checks and disburse funds to discharge obligations of the Corporation.
5. Maintain the financial books and records of the Corporation.
6. Prepare financial reports at least annually.
7. Perform other duties as assigned by the President or by the Board of Elders.
8. If required by the Board of Elders, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Elders
9. Perform all the duties incident to the office of Treasurer.

SECRETARY

11.12 The Secretary shall:

1. Give all notices as provided in the Bylaws or as required by law.

2. Take minutes of the meetings of the members and of the Board of Elders and keep the minutes as part of the corporate records.
3. Maintain custody of the corporate records and of the seal of the Corporation.
4. Affix the seal of the Corporation to all documents as authorized.
5. Keep a register of the mailing address of each Elder, Officer and employee of the Corporation.
6. Perform duties as assigned by the President or by the Board of Elders.
7. Perform all duties incident to the office of Secretary.

ASSISTANT OFFICERS

11.13. The Board of Elders may appoint one or more assistant secretaries and one or more assistant treasurers. Each assistant secretary and each assistant treasurer shall hold office for such period as the Board of Elders may prescribe. Any assistant secretary may perform any of the duties or exercise any of the powers of the Secretary or otherwise as occasion may require in the administration of the business and affairs of the Corporation and any assistant treasurer may perform any of the duties or exercise any of the powers of the Treasurer at the request or in the absence or disability of the Treasurer or otherwise as occasion may require in the administration of the business and affairs of the Corporation. Each assistant secretary or an assistant treasurer shall perform such other duties and/or exercise such other powers, if any, as the Board of Elders shall prescribe. To establish the authority of an assistant secretary or an assistant treasurer to take any action on behalf of the Corporation in place of the Secretary or the Treasurer, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence or disability of the Secretary or Treasurer or any other assistant secretary or assistant treasurer, respectively.

SALARIES

11.14. Officers of the Corporation shall receive no pay. The salaries of the Officers and staff shall be fixed by or in accordance with the directions of the Board of Elders. All salaries shall be reasonable compensation for services rendered or to be rendered to the Corporation.

DISALLOWED PAYMENTS

11.15. Any payments made to an Officer of the Corporation such as a salary, commission, bonus, interest or rent or expense by the Internal Revenue Service, shall be reimbursed by such Officer to the Corporation to the full extent of such disallowance. It shall be the duty of the Elders, as a Board, to enforce payment of each such amount disallowed.

ARTICLE 12

DEACONS AND DEACONESSES

MANAGEMENT

12.01. Deacons and Deaconesses are selected to serve the Lord as servants to the church and shall act in a supportive capacity to the Senior Pastor in all matters pertaining to the assembly in its spiritual life and in the ministry of all its ordinances (1 Tim. 3:1-7; Titus 1:7-9; Acts 6:3; Rom. 16:1-2).

QUALIFICATIONS

12.02. Only members who qualify can serve as Deacons and Deaconesses. Such qualifications are:

1. Be a person of mature Christian experience and knowledge, who shall be expected to meet the requirements of Christian character and honest reputation. Persons "full" of the Holy Spirit according to Acts 2:4. Persons whose Christian testimony is without reproach in matters of spiritual teaching and doctrine.
2. Persons who meet the scriptural qualifications outlined in 1 Timothy 3 and Titus I. They shall have been a member of Embrace Church. for a time determined by the Board of Elders to be sufficient to know and understand the church vision and known within the church leadership.
3. A person who subscribes to the Tenets of Faith of the church, who support the local church in attendance, contributes financially with their tithes and offerings, is in a Small Group and serves in a ministry of the church.
4. Shall be at least twenty-five (25) years old and shall be a member of the assembly.

NUMBER

12.03. The number of Deacons and Deaconesses shall be determined at the discretion of the existing Board of Elders.

NOMINATION

12.04. Members may nominate Deacons and Deaconesses who are deemed qualified to serve by submitting their names to the Senior Pastor Ninety (90) days before the annual meeting. The Senior Pastor will submit their names to the Board of Elders for approval and placed on the agenda for election by the members of Embrace Church.

TERM OF OFFICE

12.05. Deacons or Deaconesses may serve for as long as they are active members in good standing of Embrace Church and as long as they continue to fulfill the scriptural qualifications of Deacons.

SELECTION

12.06. Deacons and Deaconesses shall be nominated by the voting members, nomination of Deacons and Deaconesses should be done 30 days before the meeting to vote, no nominations will be excepted from the floor. Nominations shall be approved by the Board of Elders and announced to the membership at the annual business meeting. Deacons and Deaconesses serve for a one (1) year term and are eligible for reappointment for additional unlimited terms.

12.07. The Board may appoint men and women to serve as Deacons by unanimous vote of the Elders present at a regular meeting. They shall review those who have been nominated by the congregation to determine that they meet the spiritual qualifications contained in 1 Timothy 3 and who additionally have demonstrated discretion and wisdom in these areas:

1. Spiritual maturity and congregational ministry
2. Desire and gift of service
3. Member of Embrace Church

RESPONSIBILITIES

12.08. The Deacons shall be charged with those responsibilities assigned by the Board of Elders and will receive the required authority to accomplish the delegated duties. The ultimate responsibility for all delegated works will remain with the Board of Elders.

TERMINATION

12.09. A Deacon may be terminated by the Board of Elders for any reason or for no reason.

VACANCIES

12.10. Vacancies of deacons and Deaconesses shall exist upon:

1. Death
2. Resignation
3. Removal of less than the minimum authorized by these Bylaws. (The Board of Elders or Senior Pastor may remove a Deacon or Deaconess if such person is adjudged incompetent by a court, is convicted of a crime involving moral turpitude or does not accept the appointment in writing or by not attending a meeting within sixty (60) days' notice of appointment.)
 - A. The Board of Elders can remove any Deacon or Deaconess by an act of the majority of the membership at any regular or special called meeting. In the event that a Deacon or Deaconess is removed, the unexpired term shall be filled by appointment by the Senior Pastor and the Board of Elders.
 - B. Grounds for such action shall be:
 - a. Unscriptural conduct
 - b. Departure from the Tenets of Faith
 - c. Incompetence in office
 - d. Any good and sufficient cause.
 - C. Any incumbent under charges shall have opportunity for a hearing of his/her case before the Board of Elders if so requested in writing.

DUTIES

12.11. Deacons and Deaconesses shall meet when called upon by the Senior Pastor. Members present shall constitute a quorum for voting purposes. Due notice of meetings shall be given according to these Bylaws.

POWERS OF DEACONS AND DEACONESSES

12.12. Deacons and Deaconesses along with the Board of Elders have authority to transact business on behalf of the membership regarding selling real property and affiliation referenced in these Bylaws.

ARTICLE 13

MEMBERS

ELIGIBILITY

13.01. Any person who believes in and has accepted the Lord Jesus Christ as his personal Savior, who is endeavoring to follow Him by personal commitment to the Lordship of Jesus Christ in his daily life and who subscribes to the Tenets of Faith of Embrace Church and agrees to be governed by its Constitution and Bylaws shall be eligible for membership and:

1. Submit to the decisions, vision and direction established by the Senior Pastor and the Board of Elders.
2. The member must be committed to working out problems or disagreements through communication and love.
3. The member must accept and support the decisions of the Senior Pastor when disagreement deals with questions that are not sin or violations of the law.
4. Completion of the New Membership Class in good standing.
5. Financially supportive with their tithes and offerings to the church and its ministries.
6. Spiritually supportive of the vision and ministries of Embrace Church. And be a participant of a Small Group Meeting.
7. Be a faithful attendee.
8. Be governed by its constitution and bylaws as herein set forth.
9. Execution of a membership agreement that includes mandatory Christian Arbitration.

APPLICATION

13.02. Application for membership at Embrace Church shall be initiated by the person desiring membership. Application for membership shall be made on the forms provided by the church and submitted to the Senior Pastor. No applicant shall be accepted as a member within thirty (30) days before an annual business meeting or within ten (10) days before a special business meeting.

PROCEDURE FOR RECOGNITION

13.03 The Senior Pastor shall present the names of those who apply for membership with his recommendation to the Board of Elders who shall act upon the recommendation and shall have the right and authority to determine the eligibility and acceptability of all applicants for membership by majority vote. All persons who shall have met the membership requirements and have been approved shall be added to the membership roll.

PRIVILEGES OF MEMBERSHIP

13.04 The member has the privilege of being associated with this work of God and the ministries of Embrace Church.

ACTIVE VOTING MEMBERSHIP

13.05. All those who meet the scriptural standards for membership, whose names appeared on the original membership roll of the assembly at the time the assembly was first organized, together with those names

that shall be added from time to time, shall constitute the legal voting membership of the assembly, provided they are eighteen (18) years of age or over, that they regularly attend and take part in the services, contribute with their tithes and offerings, are living consistent Christian lives and are in agreement with our distinctive testimony, faithfully attending, serving and being a part of a Small Group. Membership shall be available for young people under eighteen (18) years of age who give evidence of the new birth, having received Christ as their personal Savior, and who meet the usual qualifications for membership established by this assembly. They shall have voting privileges at eighteen (18) years of age.

13.06. Members will have the privilege of voting for a new Senior Pastor, nominating Deacons and voting to amend Bylaws. Governance of the church, organization and the Corporation shall be done by the Senior Pastor, Board of Elders and Apostolic Board of Elders.

INACTIVE MEMBERSHIP

13.07. Enrolled members who shall without good cause absent themselves from the services of the assembly for a period of three (3) consecutive months or more, or who cease to contribute financially to its support, or who may be out of harmony with its teachings, or who shall be under charges of misconduct, or who may have fallen under condemnation through sinful or worldly behaviors shall be considered as inactive member until they are restored to the fellowship, their standing to be settled by the definite action of the assembly through its elected Officers.

ASSOCIATE MEMBERS

13.08. The Board of Elders shall be authorized to make provisions for associate members when such persons may have to be absent from their home assembly for prolonged periods of time such as attending college in the city where this church is located.

REVIEW OF MEMBERSHIP

13.09 The Senior Pastor and Board of Elders shall periodically review the member roll. Members who no longer meet the requirements for membership as outlined shall be purged from the member roll after an affirmative vote by the Board of Elders.

TRANSFER

13.10. Members in good standing, who may wish to discontinue their relationship with the assembly, or who may desire to be transferred to some other congregation, may request a letter of transfer which shall be granted on the approval of the Senior Pastor or Board of Elders. Said letter is to be signed by the Senior Pastor or the Secretary of the assembly.

RESOLVING DISPUTES

13.11. In any dispute between members and the church leadership related to ministry activities and church administration, all parties involved will cooperate in good faith to resolve the dispute. The first appeal to resolving a dispute would be to Embrace Church, Board of Elders and Apostolic Board of Elders by contacting the Senior Pastor and notifying him of an irresolvable dispute.

13.12. If the parties cannot resolve a dispute by these means, they shall settle the matter by mediation and, if necessary, legally binding arbitration in accordance with the Rules of Procedure for Christian Conciliation of the Institute for Christian Conciliation, a division of Peacemaker Ministries (hereinafter the "Rules"). The complete text of the Rules may currently be obtained by assessing www.HisPeace.org. Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. The parties understand that these methods shall be the sole remedy for any controversy, claim, or dispute arising between members relating to the congregation's activities, and they expressly waive their rights to file a lawsuit in any civil court against one another for such controversies, claims or disputes, except to enforce an arbitration decision.

DISCIPLINE

13.13. Conduct deserving of discipline shall consist of:

1. Any member of the assembly who shall willfully absent themselves from the regular services for a period of three (3) consecutive months, or who is under charges, shall be temporarily suspended from active voting membership pending investigation and final decision in their case.
2. Unscriptural, divisive conduct or doctrinal departure from the tenets of faith held by this assembly shall be considered sufficient grounds upon which any person may be removed as a member (Matt. 18:15-18; Rom. 16:17-18; 1 Cor. 5:11; Gal. 1:8-9; Titus 3:1-15).
3. Any member removed may request the action to be reviewed within (30) days of notification of said action. After thirty (30) days the action is final with no further appeal.

TERMINATION OF MEMBERSHIP

13.14. Termination of membership shall be accomplished in one of the following ways:

1. At the member's request.
2. By transfer of membership to another church.
3. By determination of the Board of Elders for good and sufficient cause.
4. By failure to continue to meet the requirements of Membership stated in Article 10.01.
5. Death.

MEMBER MEETINGS

13.15. An annual business meeting of the members may be held each year at a date and time designated by the Board of Elders at which time the election of Deacons will take place. The Annual Meeting shall be held before July 31 of each year.

13.16. The annual business meeting of the members shall be to deliver financial report, including a report of the prior year's activities and a budget for the following years' activities and to update the members on any business matters that the Elders decide.

13.17. Notice of the Annual Meeting shall be announced from the microphone on the two weekends preceding the meeting and either by mail or letter sent through the U.S. Postal Service or other approved methods of communication (i.e. email, Facebook, text messages). No conformational business other than that specified in the notice of the meeting shall be transacted at any meeting.

ORDER OF BUSINESS

13.18. The regular order of business for the annual meeting of the assembly shall be as follows:

1. Devotional
2. Reading of previous minutes
3. Report of treasurer
4. Report of committees
5. Unfinished business
6. Vote of Deacons
7. New business
8. Adjournment

SPECIAL BUSINESS MEETINGS

13.19. Special business meetings of the assembly may be called by the Senior Pastor or by a majority of the Board of Elders or by a petition signed by not less than one-third of the active voting members of the assembly. Only those members who have regularly attended services, financially supported through tithing, serving and attending a Small Group in this assembly for a period of at least 3 consecutive months prior to signing the petition shall be counted.

13.20. Petitions pertaining to the business affairs of the church shall be submitted to the Senior Pastor or the Secretary of the Board of Elders.

13.21. A petition pertaining to the status of the Senior Pastor shall be directed to the Apostolic Board of Elders, who shall arrange for a special business meeting of the assembly.

13.22. No more than one petition on a given subject shall be recognized in any twelve (12) month period.

NOTICE

13.23. Notice of the date, time, place, and purpose of each special business meeting shall be announced in all public worship services on each of the two weekends immediately preceding the date to the meeting.

QUORUM

13.24. Members present shall constitute a quorum at any meeting where due notice was given according to these Bylaws. For election and re-election of Senior Pastor, a quorum of one-third of active voting members is required.

ARTICLE 14

DEPARTMENTS AND COMMITTEES

ESTABLISHMENT OF DEPARTMENTS AND COMMITTEES

14.01. This assembly may create and maintain such ministries, departments and committees as may be necessary and advisable for the extension of its work. All such departments, shall be subordinate to the Senior Pastor and shall contribute to the harmony and development of the whole. They shall be under the

general supervision of the Senior Pastor and the Board of Elders. The Senior Pastor shall be a member of all committees, ministries and departments.

COMMITTEES

14.02. The Board of Elders may adopt a resolution establishing one or more committees delegating specific authority to a committee and appointing or removing members of a committee. A committee may include two or more Elders and may include persons who are not Elders. If the Board of Elders delegates any of its authority to a committee, the majority of the committee shall consist of Elders. The Board of Elders may establish qualifications for membership on a committee. The Board of Elders may terminate any committee.

14.03. The Board of Elders may delegate to the President its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Elders. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Elders, or any individual Elder, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Board of Elders to:

1. Amend the Articles of Incorporation
2. Adopt a plan of merger or a plan of consolidation with another corporation
3. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation
4. Authorize the voluntary dissolution of the Corporation
5. Revoke proceedings for the voluntary dissolution of the Corporation
6. Adopt a plan for the distribution of the assets of the Corporation
7. Amend, alter, or repeal the Bylaws
8. Elect, appoint or remove a member of a committee or an Elder or Officer of the Corporation
9. Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest
10. Take any action outside the scope of authority delegated to it by the Board of Elders
11. Approve or recommend to the members any action that requires the member's approval under this chapter.

CHAIR AND VICE-CHAIR

14.04. One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair shall be appointed by the President of the Corporation and the Vice-chair shall be elected by the members of the committee. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. A vice-chair shall have all the powers of and be to all the restrictions upon the chair.

QUALIFICATIONS

14.05. Chair and Vice-Chair shall meet the following qualifications:

1. Be a person of mature Christian experience and knowledge, who shall be expected to meet the requirements of Christian character and honest reputation. Persons "full" of the Holy Spirit

according to Acts 2:4. Persons whose Christian testimony is without reproach in matters of spiritual teaching and doctrine.

2. Persons who meet the scriptural qualifications outlined in 1 Timothy 3 and Titus 1. They shall have been members to know and understand the church vision and known within the church leadership.
3. A person who subscribes to the Tenets of Faith of the church, who supports the local church in attendance, contributes financially with their tithes and offerings, is in a Small Group and serves in a ministry of the church.
4. Shall be at least twenty-five (25) years old and shall have been a member of the assembly for at least two (2) years.

APPOINTMENTS AND REMOVALS

14.06 Appointments of ministry and department leaders shall be according to the policy approved by the Senior Pastor. The Senior Pastor shall appoint the lead person to head all committee's departments and ministries. No committee shall have the authority of the Board of Elders.

14.07. Any member of a committee, department or ministry may be removed by the Senior Pastor or person authorized to appoint such member whenever in their judgment the best interest of the church shall be served by such removal.

14.08. The establishment of a committee or the delegation of authority to it shall not relieve the Senior Pastor, Board of Elders or any individual Elder of any responsibility imposed by the Bylaws or otherwise imposed by law.

TERM OF OFFICE

14.09. Each member of a committee shall continue to serve on the committee until a successor is appointed or the committee is terminated. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

NOTICE OF MEETINGS

14.10. Written or printed Notice of a committee meeting shall be delivered to each member of a committee not less than seven (7) or more than thirty (30) days before the date of the meeting. The notice shall state the place, day and time of the meeting and the purpose or purposes for which the meeting is called.

QUORUM

14.11. One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum.

If a quorum is not present during a meeting the chair may adjourn and reconvene the meeting one time without further notice.

ACTIONS OF COMMITTEES

14.12. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

PROXIES

14.13. A committee member may vote by proxy executed in writing by the committee member. No proxy shall be valid after eleven (11) months from the date of its execution.

COMPENSATION

14.14. Committee members may not receive salaries for their services.

RULES

14.15. Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board of Elders.

ARTICLE 15

MINISTRIES

15.01. All ministries departments, small groups, multi-sites, Network affiliates, advisory councils, Parent Affiliated Churches, and committees shall be subordinate to the assembly and shall contribute to the harmony and development of the whole. They shall be under the general supervision of the Senior Pastor and Board of Elders and the Senior Pastor shall be an ex officio member of all.

CLASSES AND GROUPS

15.02. There may be discipleship classes and groups created and conducted as a branch of the church activities. Such classes and groups can meet either on or off the church campus as approved by the Senior Pastor.

YOUTH MINISTRY

15.03. There may be a Youth Ministries Department which shall be conducted under the supervision of the Senior Pastor.

MEN AND WOMEN'S MINISTRIES

15.04. There may be Men's and Women's Departments which shall be conducted under the supervision of the Senior Pastor.

SMALL GROUP MEETINGS

15.05. Small Group Meetings: Smaller more intimate team meetings may be held regularly at a convenient time and place deemed by the participants of such a group under the direction of the Senior Pastor. The purpose of all Small Groups is to merely be an extension of the church at large. Since all Small Groups are to remain open and non-exclusive, members shall welcome unconvinced friends to participate. To protect the attitudes and view of current members and subject to the judgment of the Senior Pastor, Small Groups are not open to former members who have disassociated themselves due to unresolved grievances. Small Groups shall adhere to the Tenets of Faith stated herein.

OTHER MINISTRIES

15.06. As need arises other departments or committees may be established. The Senior Pastor shall be an ex officio member of all ministries.

ARTICLE 16

MINISTERIAL STAFF, OTHER STAFF AND CONSULTANTS

16.01. Ministerial staff, consultants, volunteers and other staff who may or may not receive compensation from the church and oversee subordinate elements of the church's overall ministry; such as assistant pastors, consultants, ministers of music, youth, children, small groups, advisors but not limited to these shall be appointed and removed by Senior Pastor. The Senior Pastor supervises all staff, employees, volunteers and advisors. The employee and Staff Policy Manual outlines procedures and guidelines for paid staff, employees and consultants.

ARTICLE 17

MINISTERIAL CREDENTIALING

17.01. Embrace Church recognizes a Divine call into the ministry and is able to ordain, commission or license persons for ministry. (Eph. 4:11-13, Acts 13:2). An ordained, commissioned or licensed minister is given the authority to conduct religious worship, perform sacerdotal functions and administer ordinances or sacraments according to the prescribed tenants and practices of Embrace Church.

17.02. Ministers ordained, commissioned or licensed by Embrace Church must meet all requirements of the application, interview, education and policy as outlined in the Embrace Church manual, and must be in compliance with the Local Church Credential as stated in the General Council of the Assemblies of God Bylaws. A three (3) member Ministerial Credentialing Committee approved by the Board of Elders, reviews all applicants and renewals. The Ministerial Credentialing Committee approves and/or renews a minister's ordination, commission or licenses with Embrace Church.

17.03. The Ministerial Credentialing Committee and/or the Senior Pastor/Chairman may suspend, revoke or terminate ministerial credentials (with or without cause). Ministerial credentials with Embrace Church expire immediately upon death, resignation, revocation, non-renewal, decision of Ministerial Credentialing Committee or decision of Senior Pastor/Chairman.

17.04. A minister that is ordained, commissioned or licensed by Embrace Church is considered a minister in performing ministerial functions and serving the Lord and the church according to the moral, ethical and professional requirements of the Bible and Embrace Church manual. A Embrace Church minister shall not:

1. Do any act in violation of the Bylaws Embrace Church Manual.
2. Do any act with the intention of harming Embrace Church or any of its operations.
3. Wrongfully use influence or authority, directly or indirectly including intangible such as good will.
4. Use the name of the church (or any substantially similar name) or any trademark or trade name adopted by the church, except on behalf of the church in the ordinary course of ministry.
5. Abuse, misuse, violate, usurp or ignore any guidelines of Embrace Church Manual.

ARTICLE 18

PROPERTY

DISSOLUTION

18.01. Upon the dissolution of the Corporation, the Corporation shall after payment or making provision for payment of all the liabilities of the Church, shall distribute all of the assets of the Corporation to the South Texas Network Ministry of the Assemblies of God, and provided that said Network Ministry at that time qualifies as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). Any such funds or assets not so disposed of shall be distributed to the federal government or to a state or local government for public purpose dispose of any such assets not disposed of by a court of appropriate jurisdiction in which the principal office of the Corporation is then located exclusively for such purposes or to such organizations as said court shall determine which are organized and operated exclusively for such purposes.

PURCHASE AND IMPROVE

18.02. The Corporation upon approval of the Board of Elders shall have the right to buy, assign, and mortgage or lease any interest in real estate and personal property as well as construct and maintain improvements thereof, as shall be necessary or incident to the accomplishment of its purposes. The Board of Elders on behalf of the Corporation shall have the power to borrow and issue evidence of indebtedness in furtherance of any or all the objectives of its operations and to secure the same by mortgage, pledge, or other lien on the Corporation's property. All property real or personal shall be taken, held, sold, transferred and conveyed in the name of the Corporation or its subsidiary or its Network Affiliates.

SALE OF PROPERTY

18.03. No real property of the Corporation shall be sold or otherwise alienated without having been authorized by a two-thirds vote of the Board of Elders and Apostolic Board of Elders. The Senior Pastor and the Secretary of the assembly shall certify in such conveyance that the same has been duly authorized and recommended by a vote of the Board of Elders and the Board of Apostolic Elders. Such certificates shall be held to be conclusive evidence thereof.

ARTICLE 19

PARLIAMENTARY ORDER

19.01. In the conducting of its affairs, the Corporation shall be governed by parliamentary procedure as set forth in the current edition of Roberts' Rules of Order Newly Revised, in keeping with the spirit of Christian love and fellowship.

ARTICLE 20

TRANSACTIONS

OFFERINGS

20.01. All funds for the operation of the assembly shall be provided by the tithes and offerings of the members and friends of the organization, endowments, investments, assets or other income sources. Offering, income and assets shall be accepted by the assembly at such times and in such ways as agree upon by the Senior Pastor and Board of Elders and shall be administered under the direction of the Senior Pastor.

CONTRACTS

20.02. The Board of Elders may authorize any Officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be listed to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

DEPOSITS

20.03. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies or other depositories that the Board of Elders approves.

GIFTS

20.04. The Board of Elders may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

LOANS AND RELATED PARTIES

20.05. The Corporation shall not make any loans to an Elder or Officer of the Corporation.

AFFILIATED TRANSACTIONS

20.06. No contract or transaction between the Corporation and one or more of its Elders or Officers or between the Corporation and any other Corporation, Partnership or Association or other Organization in which one or more of its Elders or Officers are Elders or Officers or have a financial interest, shall be void or voidable solely for this reason, if:

1. The material facts concerning the financial interest are disclosed to the Board of Elders or committee and the Board of Elders or committee authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Elders or committee members.
2. The contract or transaction is fair to the Corporation at the time of the approval. Nothing herein shall prevent retroactive approval of a transaction.

3. The interested Elder or committee member that is present may be counted towards a quorum for purposes of voting on the contract or transaction. The interested Elder or committee member may participate in the discussion of the matter but may not vote.

PROHIBITED ACTS

20.07. As long as the Corporation is in existence and except with the prior approval of the Board of Elders, no Elder, Officer or Committee member of the Corporation shall:

1. Do any act in violation of the Bylaws or a binding obligation of the Corporation
2. Do any act with the intention of harming the Corporation or any of its operations.
3. Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation
4. Receive an improper personal benefit from the operation of the Corporation.
5. Use the assets of this Corporation, directly or indirectly for any purpose other than carrying on the business of this Corporation.
6. Wrongly transfer or dispose of Corporation property, including intangible property such as good will.
7. Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation except on behalf of the Corporation in the ordinary course of the Corporation's business.
8. Disclose any of the Corporation business practices, trade secrets or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE 21

BOOKS AND RECORDS

21.01. The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

1. A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the Articles of Incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation and statement of change of registered office or registered agent.
2. A copy of the Bylaws, and any amended versions or amendments to the Bylaws.
3. Minutes of the proceedings of the Board of Elders and committees having any of the authority of the Board of Elders.
4. A list of the names and addresses of the Elders and Officers of the Corporation.
5. A financial statement showing the assets, liabilities and net worth of the Corporation at the end of the three most recent fiscal years.
6. A financial statement showing the income and expenses of the Corporation for the most recent fiscal year.
7. All rulings, letters and other documents relating to the Corporation's federal, state and local tax status.
8. The Corporation's federal, state and local information or income tax returns for each of the Corporation's three most recent tax years.

INSPECTION AND COPYING

21.02. Any Elder or Officer of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the Bylaws. Such a person may inspect or receive copies if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so. A person entitled to inspect the Corporation's books and records may do so at a reasonable time no later than required by Internal Revenue Regulation after the Corporation's receipt of a proper written request. The Board of Elders may establish reasonable fees for copying the Corporation's books and records by members. The fees may cover the cost of materials and labor but may not exceed the Internal Revenue Service guidelines for providing copies. The Internal Revenue Service requires that copies to be made available to the legitimate, requesting public. The Corporation shall maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.

ARTICLE 22

FISCAL YEAR

22.01. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE 23

INDEMNIFICATION

WHEN INDEMNIFICATION IS REQUIRED, PERMITTED AND PROHIBITED

23.01. The Corporation shall indemnify an Elder, Officer, committee member, employee or agent of the Corporation who was, is or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the request of the Corporation as an Elder, officer, partner, venture, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged the person liable and all appeals have been exhausted.

1. The termination of a proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.
2. The Corporation shall pay or reimburse expenses incurred by an Elder, officer, committee member, employee of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding. In addition, the situations otherwise described in this paragraph, the Corporation may indemnify an Elder, officer, Committee member, employee or agent of the Corporation to the extent permitted by law. However, the Corporation shall not

indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 23.01.1 above.

3. Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: The person is a named defendant or respondent in a proceeding brought by the Corporation or the person is alleged to have improperly received a person benefit or committed other willful or intentional misconduct.

If the Corporation may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

23.02. PROCEDURES RELATING TO INDEMNIFICATION PAYMENTS

1. Before the Corporation may pay any indemnification expenses (including attorney's fees), The Corporation shall specifically determine that indemnification is permissible. authorize indemnification and determine that expenses to be reimbursed are reasonable, except as provided in 23.02.3 below. The Corporation may make these determinations and decisions by any one of the following procedures:
 - A. Majority vote of a quorum consisting of Elders, who at the time of the vote, are not named defendants or respondents in the proceeding.
 - B. If such a quorum cannot be obtained by a majority vote of a committee of the Board of Elders designated to act in the matter by a majority vote of all Elders consisting solely of two or more Elders who at the time of the vote are not named defendants or respondents in the proceeding.
 - C. Determination by special Christian legal counsel selected by the Board of Elders by vote as provided in paragraph 23.02.1(A) or 23.02.1 (B), or if such a quorum cannot be obtained and such a committee cannot be established by a majority vote of all Elders.
2. The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 23.02.1(C), above, governing the selection of special legal counsel. A provision contained in the Articles of Incorporation, the Bylaws, or a resolution of members or the Board of Elders that requires the indemnification permitted by paragraph 23.01 above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
3. The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified.

The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 23.02.1 above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

ARTICLE 24

NOTICES

24.01. Any notice required or permitted by the Bylaws to be given to an Elder, officer, or member of a committee of the Corporation may be given in any manner allowed by the Act. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation with postage prepaid and in a sealed wrapper. If notice is served by Fax or email, the person giving notice shall retain records sufficient to prove actual delivery to the appropriate number or email address. A person may designate his or her preferred notice method and shall provide all necessary information regarding the same by giving written notice to the Secretary of the Corporation. Without a preference designation, the person serving the notice shall give notice by mail.

SIGNED WAIVER OF NOTICE

24.02. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

WAIVER OF NOTICE BY ATTENDANCE

24.03. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 25

SPECIAL PROCEDURES CONCERNING MEETINGS

25.01. The Board of Elders and any committee of the Corporation, may hold a meeting by telephone conference call or other electronic means in which all persons participating in the meeting can hear each other. The notice of a meeting by electronic means conference must state the fact that the meeting will be held by electronic as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

VOTING BY PROXY

25.02. A person who is authorized to exercise a proxy may not exercise the proxy unless the proxy is delivered to the officer presiding at the meeting before the business of the meeting begins. The Secretary or other person taking the minutes of the meeting shall record in the minutes the name of the person who executed the proxy in the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy shall not be effective for that meeting. A proxy filed with the secretary or other designated officer shall remain in force and effect until the first of the following occurs:

1. An instrument revoking the proxy is delivered to the secretary or other designated officer.
2. The proxy authority expires under the terms of the proxy.
3. The proxy authority expires under the terms of the Bylaws.

ARTICLE 26

AMMENDMENTS TO BYLAWS

26.01. The Board of Elders and members may amend, alter, repeal or enact new Bylaws by a two-thirds vote of the membership of the assembly in attendance at any regular or special meeting called for that purpose, provided due notice of such proposed change shall have been made at all the services on at least two consecutive weekends immediately prior to the time of such meeting. It shall be understood that this does not apply to the Tenets of Faith, which stands regardless of majority.

26.02 The notice of any meeting at which the bylaws are altered, amended or repealed or at which new Bylaws are adopted shall include the text of the proposed Bylaw provisions as well as the text of any existing provisions proposed to be altered, amended or repealed. Alternatively, the notice may include a fair summary of those provisions.

26.03. These Bylaws, as revised and accepted, shall supersede and make null and void all other previous articles or agreements.

ARTICLE 27

MISCELLANEOUS PROVISIONS

LEGAL AUTHORITIES GOVERNING CONSTRUCTION OF BYLAWS

27.01 The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations or other sources of legal authority shall refer to the authorities cited or their successors as they may be amended from time to time.

LEGAL CONSTRUCTION

27.02. If any Bylaw provision is held to be invalid, illegal or unenforceable in any respect, the invalidity, illegality or unenforceability shall not affect any other provision and the Bylaws shall be construed as if they invalid, illegal or unenforceable provision had not been included in the Bylaws.

HEADINGS

27.03. The headings used in the Bylaws are used for convenience and shall not be considered in

construing the terms of the Bylaws.

GENDER

27.04. Whenever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural and all plural words shall include the singular.

SEAL

27.05. The Board of Elders may provide for a corporate seal.

POWER OF ATTORNEY

27.06. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Corporation to be kept with the Corporation records.

PARTIES BOUND

27.07. The Bylaws shall be binding upon and inure to the benefit of the Elders, officers, committee members, employees and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors and assigns except as otherwise provided I the Bylaws.

As adopted by the First Assembly of God, New Caney, TX.

(DATE) _____

Witnessed this day by:

Greg Harvey, Chief Executive Officer

CERTIFICATE OF SECRETARY

I hereby certify that I am duly elected and acting Secretary of said Corporation and that the foregoing Bylaws comprised of 38 pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of First Assembly of God, New Caney, TX.

held on _____

(Date) _____

Secretary of the Corporation