

BY-LAWS OF HOUSTON NORTHWEST BAPTIST CHURCH

ARTICLE I CHURCH AUTHORITY AND GOVERNANCE

Section 1. The authority of Houston Northwest Baptist Church (hereinafter referred to as "Houston Northwest" or "Church") is granted by the Lord Jesus Christ. Its governance shall be in accordance with the Scriptures. These by-laws, and any other governing documents and/or procedures shall be secondary to the inspired Word of God. If at any point these by-laws are found to be truly inconsistent with or directly contrary to God's inerrant Word, they are, in that point, null and void. The final authority in all matters of faith and conduct shall be the Holy Bible.

ARTICLE II OFFICES

Section 1. Principal Offices

(a) The principal office of the Church in the State of Texas shall be located in Harris County, Texas. The Church may have other such offices either within or outside the State of Texas, as the Church may determine.

Section 2. Registered Office and Registered Agent

(a) The Church shall have and continuously maintain in the State of Texas a registered office and a Registered Agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but not need be, identical with the principal office of the Church in the State of Texas, and the address of the registered office may be changed from time to time as determined by the Council of Elders.

ARTICLE III STATEMENT OF VISION AND MISSION

Section 1. The Vision of Houston Northwest is to reflect the glory of God as we are transformed into the likeness of Jesus Christ, who died for our sin so we could have abundant life. (2 Corinthians 3:18; 2 Corinthians 5:21; John 10:10)

Section 2. The Mission of Houston Northwest is to declare the Good News of salvation and lead those who believe to live in obedience to the Scripture and bring honor and glory to Jesus Christ. (Matthew 28:18-20; Matthew 5:16; 2 Corinthians 4:6)

**ARTICLE IV
STATEMENT OF FAITH**

Section 1. Houston Northwest affirms the Holy Bible as the inspired Word of God and as the only basis for our beliefs. This Church accepts "The Baptist Faith and Message 2000," as adopted by the Southern Baptist Convention as an affirmation of basic Christian beliefs, and as a general statement of faith.

Section 2. This Church acknowledges that the Holy Bible alone is God's infallible and inerrant Word and is the standard by which all matters of belief and conduct are to be decided.

Section 3. Houston Northwest believes the Bible and the historical Christian church have held that sex is reserved for one man and one woman within the covenant of marriage as a reflection of the love Christ has for His church. Consistent with the church's First Amendment rights, it is the church's sincerely held belief that marriage is a God ordained covenant between one man and one woman.

**ARTICLE V
AFFILIATION**

Section 1. Houston Northwest is autonomous and retains unto itself the right of self-government in all phases of the spiritual and temporal life of this church. Recognizing, however, the benefits of cooperation with other churches in world missions, Houston Northwest voluntarily affiliates with the Southern Baptist Convention in its national, state, and local expressions as it deems appropriate.

**ARTICLE VI
CHURCH MEMBERSHIP**

Section 1. General

(a) Membership in Houston Northwest shall consist of all persons who have met and maintained the qualifications for membership.

Section 2. Qualifications for Membership

(a) Any person meeting all of the following qualifications is a member of Houston Northwest:

- (1) Is a believer in Jesus Christ and has trusted Him alone for salvation.
- (2) Has been baptized by immersion after salvation.
- (3) Has completed the Houston Northwest membership class, or was a member in good standing of Houston Northwest Baptist Church prior to January 1, 1998.
- (4) Agrees to abide by the Houston Northwest Membership Covenant.

Section 3. Voting Rights of Members

(a) Every member of Houston Northwest is entitled to vote in all elections or other matters submitted to the church for a formal vote in a duly called meeting.

Section 4. Termination of Membership

(a) Membership shall be terminated in the following ways:

- (1) Death of the member
- (2) Transfer to another Baptist church
- (3) Erasure upon request or proof of membership in a church of another denomination
- (4) Exclusion by action of this Church (See Discipline and Conflict Resolution Section outlined below in Article XIV)
- (5) Inactivity in the life of this Church for a significant period of time as determined by the Council of Elders.

Section 5. Restoration

(a) The Church may restore to membership any person previously excluded, upon request of the excluded person, and when the Council of Elders determines it to be acceptable, having received evidence of the excluded person's repentance and reformation.

**ARTICLE VII
MEMBERSHIP MEETINGS**

Section 1. Place

(a) Meetings of the members shall be held at a building on the Church property or at such other place or places within or outside Texas as may be designated from time to time by the Council of Elders. Membership meetings may be held outside of Texas only in emergency situations.

Section 2. General Meetings

(a) A general meeting of the members shall be held in the final month of the fiscal year. This general meeting shall be the annual membership meeting of the Church. The purpose of this meeting shall be to adopt an annual budget for the Church. Subject to the notice requirements outlined below, any other proper business may also be conducted at this meeting.

Section 3. Special Meetings

(a) Special meetings may be called at any time by the Senior Pastor or by a quorum of no less than two thirds of the Council of Elders for any purpose by giving notice to the members in accordance with the requirements outlined below.

Section 4. Notice Requirements for Formal Membership Meetings

(a) General Requirements. Whenever members are required or permitted to take any formal action at a meeting, notice shall be given to members no less than two (2) weeks prior to a meeting. Notification of membership meetings shall be given in any of the following manners which shall be deemed to be a reasonable method of calling a membership meeting:

- (1) Distribution of written material to the congregation in attendance at a regular weekend service;
- (2) Announcement of the meeting in the Church newsletter, either electronic or printed;
- (3) Oral announcement to the congregation at a weekend service; or
- (4) Delivery by United States mail or e-mail to each member identified on the membership roll.

(b) Notice of Certain Agenda Items and Related Actions. Formal action by the members on any of the following items is valid only if the notice specifies the nature of the item. Formal action on the items listed below or any other formal action required to be taken shall proceed under procedures as outlined in these by-laws or as established and announced by the Senior Pastor or Council of Elders. Any established procedures, however, shall not be in direct conflict with any specific provision of these By-laws. The most recent edition of Robert's Rules of Order shall serve as a general guideline regarding the establishment of meeting procedures.

- (1) Calling or removal of a member of the Council of Elders;
- (2) Amending the Articles of Incorporation;
- (3) Adopting, amending or repealing by-laws;
- (4) Disposing of all or substantially all of the Church's assets;
- (5) Adopting or amending a merger agreement;
- (6) Approving the election to wind up and dissolve the Church;
- (7) Approving the acquisition of real property and related indebtedness; or
- (8) Adoption of the annual budget
- (9) Calling of the Senior Pastor

Section 5. Moderator

(a) All meetings of the church shall be moderated by the Senior Pastor or in his absence, a designee of the Council of Elders. In the absence of a Senior Pastor or designee, a moderator shall be elected by the church from among members present and voting at said meeting.

Section 6. Quorum

(a) Those members present and voting at a meeting duly noticed and called shall constitute a quorum of the membership for the transaction of business.

ARTICLE VIII LEADERSHIP AND ORGANIZATION

Section 1. Congregational Involvement

(a) Under the authority of Jesus Christ and the Word of God, the congregation of Houston Northwest is the final authority within this local Church. This authority is normally exercised through the calling of certain vocational pastors to lead the Church and the election of non-vocational Elders to serve on the Council of Elders. The vote of the membership of Houston Northwest at a properly called meeting as provided in these By-laws shall be required to effect the specific actions as outlined in Section 4(b) of Article VII of these By-laws.

Section 2. Leadership Structure

(a) Houston Northwest recognizes two (2) scriptural offices in the Church; that of Elder (also referred to as Pastor or Overseer) and Deacon. Men who serve as Elders/Pastors/Overseers must meet the Scriptural requirements of 1 Timothy 3:1-7 and Titus 1:5-9. The purpose of the officers of the Church is to lovingly govern, care for and equip the membership to do the work of the ministry.

- (1) The Council of Elders shall consist of biblically qualified men called by the Holy Spirit to serve in this capacity. The actual number of Elders serving at any given time shall be determined by the Council of Elders as the needs of the Church shall dictate. The Council of Elders shall be comprised of a fairly balanced combination of non-vocational Elders and vocational pastors/Elders. The Council of Elders, under the leadership of the Senior Pastor, will serve to uphold the theology, advance the vision and guard the unity of Houston Northwest.
- (2) Deacons shall serve as ministers and servants of the Church. Specific scriptural qualifications for and functions of the office of Deacon are outlined in Article XI.

ARTICLE IX COUNCIL OF ELDERS

Section 1. Selection of Council of Elders

(a) Calling a Vocational Pastor

(1) Calling the Senior Pastor

- (i) The Senior Pastor serves as leader of the staff and as chairman of the Council of Elders (see Article X). When seeking to fill the position of Senior Pastor, a Pastor Search Team will be selected according to the process prescribed in these By-laws. In the absence of a Senior Pastor, the Council of Elders shall elect a non-vocational Elder to serve as Chairman.
- (ii) Once the Pastor Search Team identifies a candidate, he will be presented to the Council of Elders. Upon approval of the Council of Elders he will be presented to other staff members and the Deacons. After final

consideration of the Pastor Search Team and the Council of Elders the candidate will be presented to the Church for affirmation. Such an affirmation shall require no less than 75% approval from all members present at a meeting called for this purpose.

(2) Calling Pastors other than the Senior Pastor

- (i) When seeking to fill a position on the Council of Elders of a pastoral staff member, the Senior Pastor will recommend to the Council of Elders a biblically qualified pastor to serve in this capacity. Once affirmed by the Council of Elders, the candidate will be presented to the Church for affirmation and will thus be eligible to serve on the Council of Elders.

(b) Calling a Non-Vocational Member

- (1) When seeking to fill a position on the Council of Elders of a non-vocational member, nominations shall be requested once a year from all church members. Following receipt of the nominations, the Senior Pastor and other vocational pastors from the Council of Elders shall review all nominations and determine the biblical qualifications of each candidate. A nominating committee consisting of the Senior Pastor, vocational pastors and current non-vocational Elders from the Council of Elders shall prepare a proposed slate of nominees from the qualified nominations to be submitted to the Council of Elders for final consideration. The final slate of nominees shall be presented to the Church for affirmation at its annual meeting or a special meeting called for this purpose. Once approved, a nominee shall assume office immediately and shall serve according to the term of service described in these By-laws.

Section 2. Duties, Responsibilities and Authority

(a) In keeping with the principles set forth in Acts 6:1-6 and 1 Peter 5:1-4, the Council of Elders shall devote their time to prayer, the ministry of the Word (by teaching and encouraging sound doctrine) and shepherding God's people. The Council of Elders shall recognize the unique vocational calling and responsibilities placed upon pastors and ministry staff. Under the leadership of the Senior Pastor, the Council of Elders shall serve to uphold the theology, advance the vision and guard the unity of Houston Northwest. The Council of Elders will provide counsel, encouragement and exhortation to vocational staff.

Section 3. Term of Service

(a) Vocational Pastors

- (1) The Senior Pastor and other pastors (see Article IX Section 1a) shall serve on the Council of Elders until such a time as they are called to another place of service or removed by action of the Council of Elders as outlined in Article IX Section 4.

(b) Non-Vocational Members

- (1) Non-vocational members of the Council of Elders shall serve three (3) year terms on a staggered basis. Terms shall commence at the beginning of each respective fiscal year. At the completion of a member's term and at the recommendation of the Council of Elders, he will either rotate off or be eligible for another three (3)

year term. After rotating off, no Elder shall be eligible to serve another term on the Council of Elders until one (1) year has elapsed. No Elder shall hold the office of Deacon during his tenure.

Section 4. Removal of a Member of the Council of Elders

(a) An Elder's term of office may be terminated by resignation or by dismissal. If at any time a member of the Council of Elders fails to maintain the biblical standards of 1 Timothy 3:1-7 or Titus 1:5-9 and/or to live by and uphold the Membership Covenant of this Church, he may be dismissed from the Council of Elders by a unanimous vote of all other members. The procedure for dismissal shall be subject to the biblical guidelines as set forth in 1 Timothy 5:19-20, Matthew 18:15-17 and Galatians 6:1-2. Any formal action for dismissal must be presented to the Church during a meeting called for this purpose as outlined in Article VII Section 4.

Section 5. Removal of the Council of Elders

(a) If at any time Houston Northwest shall recognize the need for the removal of all sitting members of the Council of Elders, a meeting of the Church may be called for such a purpose. Such a meeting shall require a petition signed by no less than one third (1/3) of all members. Upon receipt of such a petition by the Council of Elders, a duly called meeting of the church body with at least thirty (30) days notice shall be held as soon as practicable, but no later than ninety (90) days after receipt of the petition. Any vote to remove/replace the Council of Elders shall require an affirmative vote of two-thirds (2/3) of all members present and voting for such an action. At the duly called meeting, a moderator of the meeting, other than a current member of the Council of Elders, shall be elected by a majority vote of all members present and voting. The Moderator shall establish and implement meeting procedures for the duly called meeting. The most recent edition of Robert's Rules of Order shall serve as a general guideline to the Moderator regarding the establishment of meeting procedures.

**ARTICLE X
PASTORAL STAFF**

Section 1. Senior Pastor

(a) Function

- (1) The Senior Pastor shall lead the Church to fulfill its biblical mission. This shall include, but is not limited to, leading God's people to: (1) worship in spirit and truth; (2) grow in the grace and knowledge of Christ; (3) be equipped for effective ministry; (4) love one another; and (5) share the good news of Jesus Christ wherever they go. The Senior Pastor shall ensure that each of these actions is accomplished through sound doctrine.
- (2) The Senior Pastor shall oversee the ministries of the Church, manage the day-to-day operations of the Church, and supervise the staff of the Church. In consultation with the Human Resources Team and the Council of Elders, it shall be the responsibility of the Senior Pastor to make decisions related to the structure, calling/hiring, and dismissal of all Pastoral and Ministerial Staff. Certain key staff positions which shall include, but are not limited to, the Pastors

for Worship, Administration and Discipleship/Education, shall be presented to the Church for affirmation prior to their service at Houston Northwest.

(b) Selection Process

- (1) When seeking to fill the position of Senior Pastor, a Pastor Search Team consisting of between six (6) and nine (9) men will be selected. These men must feel called to this responsibility, fulfill the qualifications of a mature believer (1 Timothy 3:8-13), and have been a member of Houston Northwest for a minimum of three (3) years.
- (2) Any individual member in good standing may submit two (2) names to the Council of Elders to be considered as prospective members of the Pastor Search Team. The Council of Elders shall compile a short list of potential team members. Potential team members shall be interviewed by the Council of Elders. The Pastoral Search Team members will then be presented to the Church for affirmation.
- (3) One Lay member of the Council of Elders shall serve on the Pastor Search Team. No vocational staff members shall serve on the Pastor Search Team.
- (4) The Council of Elders and Pastor Search Team will be in unity on the decision of a recommended Senior Pastor before the selection of that Senior Pastor goes to the Church for affirmation.
- (5) The Senior Pastor shall be affirmed by the body at a duly called meeting. Upon receiving a 75% affirmation of members at this meeting, he will serve until his services are terminated upon his request or until removed by action of the Church subject to Article VII Section 4.

Section 2. Pastors and Ministers

(a) Function

- (1) Staff pastors are ordained Elders of the Church who, in response to God's call, have devoted their lives to the ministry of the Word and prayer in the service of the Church of the Lord Jesus Christ. Staff ministers are the non-ordained ministers of the Church who, in response to God's call, serve the Church as their primary vocation. Under the leadership of the Senior Pastor, pastoral and ministerial staff shall lead the respective ministries of Houston Northwest to fulfill its biblical mission. This shall include, but is not limited to, leading God's people to: (1) worship in spirit and truth; (2) grow in the grace and knowledge of Christ; (3) be equipped for effective ministry; (4) love one another; and (5) share the good news of Jesus Christ wherever they go.

ARTICLE XI TRUSTEES

Section 1. It shall be the duty of the Trustees to hold in trust all property of the church. Trustees will have no authority to buy, sell, mortgage, lease, or transfer any real property of the church without a specific vote of the church authorizing such action.

- (a) Trustees shall be composed of at least three Church members one of which shall be Chairman.
- (b) Trustees are accountable to the Council of Elders for conduct and performance of responsibilities.
- (c) Trustees shall be appointed by the Council of Elders.
- (d) A Trustee vacancy shall arise upon the death, resignation, or dismissal of a Trustee.
- (e) One Trustee shall be designated by the Council of Elders as the Registered Agent of the Church.

ARTICLE XII DEACONS

Section 1. Function

(a) The Deacons must meet the Scriptural requirements described in 1 Timothy 3:8-13 and Acts 6:3. Deacons shall serve as ministers and servants of the Church. They shall minister to the sick, comfort the bereaved, and provide counsel and assistance to the hurting. They shall also assist the pastoral staff in the administration of the ordinances. The Diaconate at Houston Northwest is not a decision making body. However, when requested by the Council of Elders, the Deacons may be called upon to provide input, make recommendations and offer counsel regarding various actions of the Church.

Section 2. Selection Process

- (a) The Chairman of the Deacons, who shall be a member of the Diaconate, shall be appointed annually by the Council of Elders. It shall be the duty of the Chairman of the Deacons to appoint the additional officers of the Diaconate (Vice Chairman and Secretary). No Chairman may serve more than two consecutive years.
- (b) The actual number of Deacons serving at any given time shall be determined jointly by the Council of Elders and the Deacon Officers. When it is determined that new deacons are needed or current vacancies should be filled, the Deacon Officers shall comprise a Deacon Selection Team, which, along with the Council of Elders, shall be responsible for the selection of new Deacons.
- (c) Nominations shall be received from church members. The Deacon Selection Team and Council of Elders shall determine the process by which these nominations are received. All recommendations will be received and reviewed by the Deacon Selection Team and Council of Elders. To be eligible to serve as a Deacon, a candidate must have been a member of Houston Northwest for at least one year.

(d) The Deacon Selection Team and Council of Elders shall screen nominees to make a preliminary assessment that the biblical qualifications of each candidate are met. The Deacon Selection Team shall then contact selected candidates to determine if he has an interest or desire to continue the selection process.

(e) Candidates will then enter into an interview process which will require written responses, doctrinal affirmations, and personal interviews as deemed necessary by the Council of Elders and the Deacon Selection Team.

(f) The final list of candidates will be approved by the Deacon Selection Team and the Council of Elders. Each candidate will then be notified of his selection by the Deacon Selection Team. Approved candidates are presented to the full Diaconate for affirmation.

(g) Candidates shall be required to serve a minimum of ninety (90) days before being presented to the church for affirmation and installation.

Section 3. Removal

(a) A Deacon may resign from office at any time.

(b) If at any time a Deacon fails to maintain the standards described in Article XI, Section 1(a), or to live by and uphold the Membership Covenant of this Church, he may be dismissed from the Diaconate by a two-thirds (2/3) vote of all active Deacons voting in a meeting called for that purpose; or by direct action of the Council of Elders.

ARTICLE XIII MINISTRY TEAMS

Section 1. The following ministry teams shall be formed along with other such ministry teams as the Council of Elders deems necessary from time to time. Council of Elders members shall serve as ex-officio members of all ministry teams.

Section 2. Stewardship Team.

(a) The Stewardship Team shall be made up of a minimum of five (5) members appointed by the Council of Elders. The Team shall be comprised of a combination of lay members and staff members. The Team shall be chaired by a lay member and lay members shall make up a majority of the Team. Lay members shall serve three (3) year terms on a staggered basis. Terms shall commence at the beginning of each respective fiscal year. Any vacancies shall be filled by appointment of the Council of Elders. The Stewardship Team shall assist in the preparation of the annual budget, the administration of church finances, and the encouragement of church members to be faithful in Christian stewardship. The Stewardship Team, under the direct leadership and guidance of the Council of Elders, is to ensure that thorough financial review, monitoring, direction and accountability exists in all ministries and activities of the Church. To be eligible to serve on the Stewardship Team, all potential team members must have been a member of Houston Northwest for at least one year.

Section 3. Human Resources Team.

(a) The Human Resources Team shall be made up of a minimum of five (5) members appointed by the Council of Elders. The Team will be comprised of a combination of lay members and staff members. The Team shall be chaired by a lay member and lay members shall make up a majority of the Team.

Lay members shall serve for three (3) year terms on a staggered basis. Terms shall commence at the beginning of each respective fiscal year. Any vacancies shall be filled by appointment of the Council of Elders. The Human Resources Team serves the church body by providing a reservoir of expertise and knowledge. The Human Resources Team shall assist in the preparation and implementation of employment policies, practices, procedures. The Human Resources Team will make recommendations to the Council of Elders and/or the Senior Pastor in the areas of compensation and benefits. The Human Resources Team will also assist in the preparation of the personnel budget, and in matters of employee dispute and resolution. To be eligible to serve on the Human Resources Team, all potential team members must have been a member of Houston Northwest for at least one year.

ARTICLE XIV DISCIPLINE AND CONFLICT RESOLUTION

Section 1. Discipline

(a) It shall be the practice of this church to emphasize to its members that every reasonable measure will be taken to assist any troubled member. The Council of Elders, church staff, and/or deacons are available for counsel and guidance. Should a member dishonor the name of our Lord Jesus Christ such that it negatively affects the welfare of the Church, the Council of Elders will take every reasonable measure to resolve the problem in accordance with Scripture (Matthew 18:15-17 and Galatians 6:1-2). The Council of Elders will also be responsible for any decision to exclude a member from fellowship and terminate membership.

Section 2. Conflict Resolution

(a) As commanded by scripture (Colossians 3:12-14), Christians are to make every effort to live at peace and resolve disputes with each other. Each dispute is to be resolved in accordance with scripture (Matthew 18:15-17 and Galatians 6:1-2). If a resolution is unreachable privately, the Council of Elders, church staff, and/or deacons are available for counsel and guidance.

ARTICLE XV INDEMNIFICATION

Section 1. Mandatory Indemnification

(a) If a legal claim or criminal allegation is made against a person because he or she is or was an officer, employee, or agent of the Church, the Church shall provide indemnification against liability and costs incurred in defending against the claim if the Council of Elders determines that the person acted (a) in good faith, (b) with the care an ordinarily prudent person in a similar position would exercise under similar circumstances, and (c) in a manner the person reasonably believed to be in the best interest of the church, and the person had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Permissive Indemnification

(a) At the discretion of the Council of Elders, the Church may also indemnify any person who acted in good faith and reasonably believed that his or her conduct was in the church's best interest and not

unlawful. If a particular member of the Council of Elders is the one being considered for indemnification under this paragraph, that particular member shall abstain from the decision to grant or not grant the indemnification.

ARTICLE XVI FINANCE

Section 1. Houston Northwest strongly endorses financial accountability within all ministries and activities of the Church. Our primary accountability is to Jesus Christ, and our mission is to appropriately use our financial resources in His service.

Section 2. Financial Responsibility

(a) It is the Responsibility of the Stewardship Team, under the direct leadership and guidance of the Council of Elders, to ensure thorough financial review, monitoring, direction and accountability exists in all ministries and activities of the Church.

Section 3. Financial and Budgetary Reporting

(a) The Stewardship Team is responsible for providing financial updates to clearly demonstrate fiscal responsibility. These will include, but are not limited to, the following:

- (1) Annual fiscal budget presented to the Church for their approval in a timely fashion.
- (2) A mid-year and year-end financial report made available to the Church.

(b) Proper accounting records with supporting documentation will be maintained to ensure that all financial transactions including all donations provided to the Church are clearly and accurately recorded.

Section 4. Financial Audit

(a) An independent audit will be prepared annually and presented to the Stewardship Team and the Council of Elders for review. The audit report shall be made available to any church member for review upon written request.

ARTICLE XVII CONSTRUCTION AND DEFINITIONS

Section 1. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Texas Non-Profit Corporation Act shall govern the construction of these by-laws.

ARTICLE XVIII AMENDMENTS

Section 1. These By-laws may be altered, amended, or repealed by the church membership upon an affirmative vote of two-thirds (2/3) of the members present and voting at any annual or special meeting duly

called by the Church. Proposed amendments must be presented in writing and must meet the notice and procedural requirements established under Article VII, Section 4 of these By-laws.