

NEW LIFE BORGER Amended and Restated Bylaws

These Amended and Restated Bylaws ("Bylaws") govern the affairs of New Life Borger, a Texas religious nonprofit corporation (the "Church"). The Church is organized under the Texas Business Organizations Code, Chapter 22, as amended (the "Code").

ARTICLE 1 NAME AND OFFICE

The name of this religious nonprofit organization is New Life Borger. The Board of Directors of the Church (hereinafter referred to as the "Board of Elders") shall have full power and authority to change any office from one (1) location to another, either in Texas or elsewhere. The Church shall comply with the requirements of the Code and maintain a registered office and registered agent in the State of Texas. The registered office may be, but need not be, identical with the Church's principal office. The Board of Elders may change the registered office and the registered agent as provided in the Code.

ARTICLE 2 STATEMENT OF FAITH AND BELIEFS

2.01 What We Believe. The Holy Bible is the inspired word of God and is our sole authority for any statement of faith. This church subscribes to the doctrinal statement of "The Baptist Faith and Message" as adopted by the Southern Baptist Convention in 2000 although it is not to be regarded as complete statements of our faith, having any quality of finality or infallibility. The ordinances of the church are baptism and the Lord's Supper. Accordingly, we believe that:

(a) the Bible is the word of God Himself. This book is fine, inspired, authoritative, indisputable, and applicable to our everyday life.

(b) there is only one (1) eternal God who is the Creator of all creation. This eternal God reveals Himself to us as Father, Son, and Holy Spirit, with distinct personal attributes, but without division of nature, essence, or being. He is infinitely loving and completely holy.

(c) God created man perfect, but sin has separated each of us from God and His purposes for our lives. Mankind has lost a relationship with Him and cannot return to this communication by their own efforts.

(d) the Lord Jesus Christ was fully God and fully man, one who can reconcile us. He gave us an example of holy sinless life, died on the cross in our place, paying for our sins and rose from the dead, proving His victory over sin and giving us the strength to live a righteous life.

This Church's Marriage Policy specifically prohibits acts or omissions including but not limited to permitting any Church assets or property, whether real property, personal property, intangible property, or any property or asset of any kind that is subject to the direction or control of the Church, to be used in any manner that would be or could be perceived by any person to be inconsistent with this Church's Marriage Policy or the Traditional Definition of Marriage, including but not limited to permitting any church facilities to be used by any person, organization, corporation, or group that would or might use such facilities to convey, intentionally or by implication, what might be perceived as a favorable impression about any definition of marriage other than the Traditional Definition of Marriage.

We believe this Church's Marriage Policy is based upon God's will for human life as conveyed to us through the Holy Scriptures, upon which this Church has been founded and anchored, and this Marriage Policy can only be changed by a majority vote of the board and shall not be subject to change through popular vote; referendum; prevailing opinion of members or the general public; influence of or interpretation by any government authority, agency, or official action; or legal developments on the local, state, or federal level.

2.03 Membership and Employment Policy. In no case shall persons be accepted into Church membership and/or Church employment that are known to be living in a manner inconsistent with the Church's teaching on marriage or sexuality pursuant to Article 2.02 and/or Article 2.04 of these Bylaws.

2.04 Sexuality Policy. Sexuality and the divinely prescribed boundaries for the expression thereof is covered clearly in the Holy Scriptures, which limit sexual expression to the marital relationship of one (1) man with one (1) woman. Homosexual acts, adultery, bestiality, and all forms of fornication are categorically condemned in the Holy Scriptures. *See 1 Cor. 6:18; 1 Thes. 4:3; Rom. 1:26-27; Prov. 5:3-5, 8-13; 7:21-27; Gal. 5:19; Exodus 20:14; Deut. 5:18; Matt. 5:27; 19:18; Luke 18:20; Rom. 13:9; James 2:11; Lev. 20:10-21; 1 Cor. 10:8; and 6:18; Jude 7.* Furthermore, the Church believes that sexuality is assigned by God at birth, whatever that may be, and the Holy Scripture does not permit an individual to alter their sexual identity physically or otherwise. *See Deut. 23:1.*

2.05 Bathroom Policy. Consistent with the Church's sincerely held religious beliefs, gender specific bathroom facilities may only be utilized consistent with gender assigned at birth and not gender identity or expression. Optional family (non-gender specific) bathrooms may also be made available.

2.06 Child Dedication Policy. The Church believes that children are a gift from the Lord and desire to affirm the dedication of a child to the Lord, recognizing that dedication does not offer salvation but only serves as a reminder that all good gifts come from the Father of Heavenly lights. *See Psalm 127:3; James 1:17.* The Church reserves the right to dedicate children in the most God-honoring manner that, in its discretion and understanding of Biblical principles and methodology, the Church determines is best.

(e) the only way by which one can be reconciled to God, receive forgiveness, and receive new spiritual birth is to repent of their sins, believe that Jesus Christ is Lord, and submit to His will in our lives.

(f) in order to live a holy and fruitful lives that God has prepared for us, we must be baptized in water and filled with the power of the Holy Spirit. The Holy Spirit moves through us and allows us to have spiritual gifts for the edification of the Church.

(g) God has personally outfitted each of us with everything necessary to ensure that we have successfully achieved the objectives in our lives. And for this purpose, all of life to worship God, all are called to fulfill their role in the Church and to serve his generation in which we live.

(h) God wants to heal and transform us so that we are able to live a healthy and prosperous life and were better able to help others.

(i) the final destination of each of the life journey to eternity, either heaven or hell, is a choice that depends on us and on how each of us responds to the call of the Lord Jesus Christ to follow Him.

(j) the Lord Jesus Christ will return once again in His Second Coming, as He promised.

2.02 Marriage Policy. We believe that because God our Creator established marriage as a sacred institution between one (1) man and one (1) woman, the idea that marriage is a covenant only between one (1) man and one (1) woman has been the traditional definition of marriage for all of human history ("Traditional Definition of Marriage"). Because of the longstanding importance of the Traditional Definition of Marriage to humans and their relationships and communities, and, most importantly, the fact that God has ordained that marriage be between one (1) man and one (1) woman, as clearly conveyed in God's inerrant Scriptures, including for example in *Matthew 19:4-6* where in speaking about marriage Jesus referred to the fact that "he which made them at the beginning made them male and female," the Church hereby creates this policy, which shall be known as the "Marriage Policy."

Under this Church's Marriage Policy, the Traditional Definition of Marriage is the only definition of marriage that will be recognized or accepted. No director, elder, trustee, officer, employee, servant, agent, or any person, corporation, organization, or entity under the direction or control of this Church shall commit any act or omission, or make any decision whatever, that would be inconsistent with, or that could be perceived by any person to be inconsistent with, full support of this Church's Marriage Policy and strict adherence to the Traditional Definition of Marriage rather than any alternative to the Traditional Definition of Marriage.

ARTICLE 3 AUTONOMY

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches and ministries and otherwise, this Church may voluntarily affiliate with Gateway Church and any other churches and ministries of like precious faith.

ARTICLE 4 NONPROFIT PURPOSES

The Church is formed for any lawful purpose or purposes not expressly prohibited under Title 1, Chapter 2, or Title 2, Chapter 22 of the Code, including any purpose described by Section 2.002 of the Code. The Church is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:

(a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a corporation, ministry, charity, school, or charitable institution; without limitation.

(b) To provide means of carrying out the Great Commission of Christ as recorded in Matthew 28:19-20 (NKJV) "Go therefore and make disciples of all the nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, teaching them to observe all things that I have commanded you; and lo, I am with you always, even to the end of the age. Amen."

(c) To ordain, employ and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Church, and elsewhere.

(d) To collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the State of Texas and elsewhere.

(e) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(f) This Church is also organized to: promote, encourage, and foster any other similar religious, charitable, and educational activities; accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same

to, the foregoing purposes of the Church; and do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of the Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 5 POWERS AND RESTRICTIONS

Except as otherwise provided in these Bylaws and the Certificate of Formation, and in order to carry out the above-stated purposes, the Church shall have all those powers set forth in the Code, as it now exists or as it may hereafter be amended. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

(a) The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers, or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in these Bylaws. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Church shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event this Church is in any one (1) year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Church shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Church's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE 6 MEMBERSHIP

The Church shall have no corporate members pursuant to the Code, as amended. The Church and the management of its affairs shall be vested in the Board of Elders pursuant to Article 7 of these Bylaws. The Church may offer non-corporate "membership," granting the right of affiliation with the Church without conveying any corporate rights or responsibilities. The Board of Elders may adopt and amend application procedures for membership in the Church. Church members are not entitled to vote in person, by proxy, or otherwise.

ARTICLE 7 BOARD OF ELDERS

7.01 Management. The Board of Elders (also, "Elders") shall oversee the vision and direction of the Church on a day in and day out basis through the Lead Senior Pastor and his management of the staff. The term "Board of Elders" shall mean, and is the functional equivalent of, the Board of Directors as required by the Code.

7.02 Number of Elders. The powers of the Church shall be exercised by or under the authority of the Board of Elders, and the property, business and affairs of the Church shall be managed under the direction of a board of not less than three (3) and not more than nine (9) Elders, as may be determined by the Board of Elders from time to time and as elected in accordance with these Bylaws. The decrease in the number of Elders shall not have the effect of shortening the term of any incumbent Elder.

7.03 Term of Elders. The Lead Senior Pastor shall serve as a permanent member of the Board of Elders and shall act as Chairman of the Board of Elders. Subject to the provisions of these bylaws, 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 for an Elder as outlined in I Timothy 3 and Titus 1.

7.04 Qualification.

All Elders shall be natural persons and current and active members of the Church. The Board of Elders shall be made up of both Staff-Elders and Non-Staff Elders without consideration to the balance of numbers between the two groups. Staff-Elders whose employment at the Church is terminated for any reason, shall automatically be ineligible for continued service as a Staff-Elder, but not disqualified from nomination to serve as a Non-Staff Elder.

The Lead Senior Pastor shall serve as a permanent member of the Board of Elders and shall act as Chairman of the Board of Elders, as provided for by Article 7.03 of these Bylaws.

Members of the Board of Elders shall be men who meet the scriptural qualifications outlined in *1 Timothy 3* and *Titus 1*. They shall have been members of the Church for a time determined by the Elder Board to be sufficient to know and understand the church vision and to be known within the church leadership.

7.05 Nomination and Election of Elders.

Only Elders may nominate persons to serve on the Board of Elders. A person who meets the qualification requirements to be an Elder, as set forth in Article 7.05 of these Bylaws, and who has been duly nominated may be elected as an Elder. Elders shall be elected by the unanimous vote of the then-existing Board of Elders at any regular or special meeting.

7.06 Ordination. Individuals who have been selected to be an Elder and have accepted such position 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.

7.07 Vacancies.

Vacancies on the Board of Elders shall exist upon: (a) the death, leave of absence, resignation, or removal of any Elder; (b) an increase in the authorized number of Elders; or (c) 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.

The Board of Elders may declare the office of an Elder vacant if a court adjudges the Elder incompetent, is convicted of a crime involving moral turpitude, or does not accept the office of Elder in writing or by attending a meeting of the Board of Elders within thirty (30) days' notice of election.

Any vacancy occurring in the Board of Elders, and any Elder position to be filled due to an increase in the number of Elders, shall be filled by the Board of Elders (subject, however, to the limitations set forth in the Code). A vacancy is filled by the unanimous vote of the remaining 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.

7.08 Leave of Absences. From time to time, it is necessary for an Elder to temporarily stand down from his eldership responsibilities and take a leave of absence. An Elder on a leave of absence, regardless of the type specified in Article 7.08(a)-(c) below, shall not be considered in office for purposes of establishing a quorum under Article 7.11 of these Bylaws.

(a) *Voluntary Leave of Absence.* At any time, an Elder may request a Leave of Absence by applying to the Chairman of the Board in writing including the reasons for the request. The length of leave shall not be less than sixty (60) days and not more than twelve (12) months. The Board of Elders shall approve the application before it takes effect.

(b) *Involuntary Leave of Absence.* The Chairman of the Board may recommend to the Board of Elders (with recusal of the affected Elder during deliberations and the vote) that an Elder be placed on involuntary leave of absence. The reasons for imposing involuntary leave are multitudinous. An Involuntary leave of absence shall commence upon the vote of the Board of Elders, and of length shall not be less than ninety (90) days and not more than twelve (12) months.

(c) *Staff-Elder Sabbatical.* A Staff-Elder beginning a regularly scheduled sabbatical from his work shall also take a Leave of Absence from the Board of Elders. The length of leave shall generally be the same duration as the sabbatical, but not to exceed twelve (12) months.

7.09 Meetings. Regular or special meetings of the Board of Elders may be held either within or outside the State of Texas but shall be held at the Church's principal office if the notice thereof does not specify the meeting location. A regular or special meeting may be held at any place consented to in writing by a majority of the Elders, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar remote communication technology, as long as all Elders participating in the meeting can communicate concurrently with all other participants. All Elders shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence. A regular meeting of the Board of Elders shall occur at least annually.

(a) *Regular Meetings.* Regular meetings of the Board of Elders may be held without notice if the time and place of such meetings are fixed by a resolution of the Board of Elders.

(b) *Special Meetings.* A special meeting of the Board of Elders may be called by the Chairman (or Executive Chairman) or any three (3) members of the Board of Elders.

(c) *Notice of Special Meetings.*

(1) Manner of Giving Notice. Notice of the date, time and place of special meetings shall be given to each Elder by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage paid; (c) by telephone communication, either directly to the Elder or to a person at the Elder's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Elder; (d) by telecopier to the Elder's office or home; or (e) by electronic mail ("e-mail").

(2) Time Requirements. Notice sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telecopier or e-mail shall be delivered, telephoned, faxed or e-mailed to the Elder or given at least twenty-four (24) hours before the time set for the meeting.

(3) Notice Contents. 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 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.

(4) Waiver. Attendance of an Elder at a 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.

7.10 Action Without Meeting. Any action required or permitted to be taken by the Board of Elders under the Bylaws may be taken without a meeting if all of the Elders then in office, individually or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceedings of the Church.

7.11 Quorum. A majority of the number of Elders then in office and not on leave as specified in Article 7.08 of these Bylaws 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 in attendance required to constitute a quorum. If a quorum is not present at any time during a meeting, a majority of the Elders present may adjourn and reconvene the meeting one time without further notice.

7.12 Proxies. Voting by proxy is prohibited.

7.13 Duties of Elders. Elders shall discharge their duties, including any duties as Committee members, in good faith, with ordinary care, and in a manner, they reasonably believe to be in the best interest of the Church. Elders may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church, professional advisors or experts such as accountants or legal counsel. An Elder is not relying in good faith if the Elder has knowledge concerning a matter in question that renders reliance unwarranted.

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

7.14 Delegation of Duties. The Board of Elders is entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. Elders have no personal liability for actions taken or omitted by the advisor if the Board of Elders acts in good faith and with ordinary care in selecting the advisor. The Board of Elders may remove or replace the advisor, with or without cause.

7.15 Interested Parties. Pursuant to the Code and the provisions of Article 15 of these Bylaws, a contract or transaction between the Church and an Elder of the Church is not automatically void or voidable simply because the Elder has a financial interest in the contract or transaction.

7.16 Actions of Board of Elders. The Board of Elders shall try to act by consensus. However, the vote of a majority of the 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. Elders may not be present by proxy.

7.17 No Compensation. Elders shall not receive salaries or compensation for their services to the Board of Elders. The Board of Elders may adopt a resolution providing for payment to Elders for expenses of attendance, if any, at a meeting of the Board of Elders. An Elder may serve the Church in any other capacity and receive reasonable compensation for those services.

7.18 Removal of Elders other than the Lead Senior Pastor. The Board of Elders may vote to remove an Elder, other than the Lead Senior Pastor, at any time, with or without cause. A meeting to consider the removal of an Elder may be called and noticed following the procedures provided in these Bylaws. An Elder may be removed by the affirmative vote of a majority of the Board of Elders. For provisions regarding removal of the Lead Senior Pastor, see Article 10.04 of these Bylaws.