

## BYLAWS

### HILLCREST BAPTIST CHURCH OF AUSTIN, TEXAS

#### PREAMBLE

For the more certain preservation and security of the principles of our faith, and to the end that this body may be governed in an orderly manner, and for the purpose of preserving the liberties inherent in each individual member of Hillcrest Baptist Church of Austin, Texas (“the Church”) and the freedom of action of this body with respect to its relation to other churches of like faith and order, we do declare and establish these Bylaws.

#### ARTICLE 1

##### NAME AND PURPOSE

###### 1.1 Name

The name of the Church shall be Hillcrest Baptist Church of Austin, Texas.

###### 1.2 Purpose

The Church is formed to support public worship and to proclaim the Gospel of Jesus Christ through such ministries as may be determined by the Church.

#### ARTICLE 2

##### CHURCH GOVERNANCE AND MEMBERSHIP

###### 2.1 Governance

This sovereign Baptist Church under the Lordship of Jesus Christ retains unto itself the exclusive right to the temporal life of the Church. The membership reserves the exclusive right to determine who shall be members of the Church and the condition of such membership. The Church is a democracy, its authority vested in its members, as set forth herein. The Church is subject to the control of no other ecclesiastical body, but enjoys mutual counsel and cooperation with other churches of like faith and order.

###### 2.2 Membership

(A) Any person may become a candidate for membership in the Church in any of the following ways:

- By profession of faith and for Baptism according to the policies of the Church.
- By promise of a letter of recommendation from another Baptist Church.
- By restoration upon a statement of prior conversion experience and Baptism in a Baptist Church where no letter is obtainable.
- By statement of faith and prior Baptism by immersion.

- (B) The actual election to membership shall take place at a regularly scheduled worship service after the candidate has fulfilled the membership requirements of the church.
- (C) Should there be any dissent as to any candidate becoming a member of the Church, the affirmative vote of two-thirds of the voting members present at the worship service shall be required to elect such candidate to membership.

### 2.3 Rights and Duties of Members

- (A) Any member of the Church is entitled to vote in all elections and on all questions submitted to the Church in conference, provided the member is present or special provision has been made by the Church for absentee balloting.
- (B) Any member of the Church is eligible for consideration by the membership as a candidate for elective office in the Church.
- (C) Every member of the Church may participate in the ordinances of the Church as administered by the Church.

### 2.4 Termination of Membership

Membership shall be terminated in the following ways: (1) death of the member, (2) transfer of letter to another Baptist church, (3) exclusion by action of the Church, or (4) upon request of member or proof of membership in a church of another denomination.

### 2.5 Discipline

- (A) It shall be the basic purpose of Hillcrest Baptist Church of Austin, Texas to emphasize to its members that every reasonable measure will be taken to assist any troubled member. The pastor, other members of the church staff, and the deacons are available for counsel and guidance. Redemption rather than punishment should be the guideline which governs the attitude of one member toward another.
- (B) Should some serious condition exist that would cause a member to become a liability to the general welfare of the Church, every reasonable measure will be taken by the pastor, other members of the church staff and by the deacons to resolve the problem, following the method of restoration described in Matthew 18:15-17. All such proceedings shall be pervaded by a spirit of Christian kindness and forbearance. But, finding that the welfare of the Church will be best served by exclusion of the member, the Church will take this action by a two-thirds vote of the voting members present at a special business meeting called for this purpose in accordance with Article 5.3(A)(2), and the Church may proceed to declare the offender to be no longer in the membership of the Church.
- (C) Any person whose membership has been terminated for any condition that has made it necessary for the Church to exclude that member may, upon the excluded member's request, and the demonstration of his repentance and reformation, be restored to membership by a two-thirds vote of the voting members present at a special business meeting called for this purpose in accordance with Article 5.3(A)(2)

## ARTICLE 3

### CHURCH OFFICIALS, STAFF AND COMMITTEES

3.1 All who serve as officials of the Church and those who serve as voting members of Church Committees and Ministry Support Teams shall be members of the Church.

#### 3.2 Church Officials

The officials of the Church shall be the Pastor, the Ministerial staff, the Deacons, the Moderator, the Clerk, the Treasurer, and the Trustees.

##### (A) Pastor

- (1) The Pastor is responsible for leading the Church to function as a New Testament church. The Pastor will lead the congregation, the committees and ministry support teams, and the Church staff to perform their tasks.
- (2) The Pastor is leader of pastoral ministries in the Church. As such he works with the Deacons and Church staff to: (1) lead the Church in the achievement of its mission, (2) proclaim the Gospel to believers and unbelievers, and (3) care for the Church's members and other persons in the community.
- (3) A Pastor shall be chosen and called by the Church whenever a vacancy occurs. The election shall take place at a special business meeting called for that purpose in accordance with Article 5.3(A)(2).
- (4) A Pastor Search Committee shall seek out a suitable Pastor, and its recommendation will constitute a nomination. Any Church member has the privilege of recommending candidates to the Pastor Search Committee for their consideration. The Committee shall bring to the consideration of the Church only one name at a time. Election shall be by ballot, an affirmative vote of ninety percent of the voting members present being necessary for approval. The Pastor, thus elected, shall serve until the relationship is terminated by his relinquishment or the Church's declaration as provided below.
- (5) The Pastor may relinquish the office of Pastor by giving at least two weeks written notice to the Church of the resignation. The Church may declare the office of Pastor to be vacant and the Pastor's employment terminated. Such action shall take place at a special business meeting called for that purpose in accordance with Article 5.3(A)(2). The meeting may be called upon the recommendation of a majority of the Personnel Committee or by written petition signed by a number of Church members not less than one-fourth of the average weekly Sunday School attendance for the preceding three months. The Church's elected Moderator shall preside in this meeting in lieu of the Pastor. The vote to declare the office vacant shall be by ballot, and the affirmative vote of two-thirds of the voting members present shall be necessary to declare the office vacant and the Pastor's employment thereby terminated. Upon declaring the office to be vacant, the Church will compensate the Pastor with no less than one-twelfth of his total annual compensation. The termination shall be immediate and the compensation shall be rendered in accordance with Texas state law.

(B) Ministerial Staff

- (1) The Ministerial Staff shall be called and employed as the need for such positions is determined.
  - (a) The Pastor, working with the Personnel Committee, shall determine the optimum approach to identifying candidates to fill existing ministerial staff positions that become vacant. Once identified, candidates for such positions shall be presented to the Church for election in accordance with paragraph (c) below.
  - (b) The Pastor shall cause a job description to be written and submitted to the Personnel Committee for approval when the need for a new ministerial staff position is determined. The Budget/Finance Committee shall review the feasibility of financing the new position and make its recommendations to the Personnel Committee. Should the Pastor and Personnel Committee choose to move forward with the addition of the new ministerial staff position, a special business meeting will be called in accordance with the provisions of Article 5.3(A)(2) for approval of the position. Approval of the new position shall be by an affirmative vote of the majority of the voting members present.
  - (c) A prospective staff member who comes in view of a call to fill the position (whether newly created or a vacant existing position) will be presented to the Church for election at a special business meeting called for that purpose in accordance with the provisions of Article 5.3(A)(2) at which meeting the election shall be by ballot. An affirmative vote of seventy-five percent of the voting members present shall be necessary for approval.
- (2) Each ministerial staff member shall serve until the relationship is terminated by the staff member's relinquishment or the Church's declaration as provided below. A ministerial staff member may relinquish the position by giving at least two weeks notice at the time of resignation. The Church may declare the position to be vacant and the ministerial staff member's employment terminated at a special business meeting called for that purpose in accordance with Article 5.3(A)(2). The meeting shall be called upon recommendation of a majority of the personnel committee or by written petition signed by a number of Church members not less than one-fourth of the average weekly Sunday School attendance for the preceding three months. The vote to declare the office of the ministerial staff member vacant shall be by ballot, and the affirmative vote of two-thirds of the voting members present shall be necessary to declare the office vacant and the ministerial staff member's employment thereby terminated. Such vacancy shall be effective immediately unless otherwise so stated. Upon declaring the office to be vacant, the Church will compensate the ministerial staff member with no less than one-twelfth of his total annual compensation. The termination shall be immediate and the compensation shall be rendered in accordance with Texas state law.
- (3) Temporary ministerial personnel may be employed for a period not to exceed ninety days upon approval of the Pastor and Personnel Committee in consultation with the Budget/Finance Committee.
- (4) Associate Ministers shall be employed as the need for such positions is determined. Associate Ministers are ministers who may be employed by the Church to assist called Ministerial Staff members in fulfilling their responsibilities and achieving the goals of their ministries.

- (a) When the need for such a position is determined, the Pastor shall cause a job description to be written and submitted to the Personnel Committee for approval. The Budget/Finance Committee shall review the feasibility of financing the new position and make its recommendations to the Personnel Committee. Should the Pastor and Personnel Committee choose to move forward with the addition of the new associate minister position, a special business meeting will be called in accordance with the provisions of Article 5.3(A)(2) for approval of the position. Approval of the new position shall be by an affirmative vote of the majority of the voting members present.
- (b) Once such positions are approved, the hiring, ongoing supervision and termination of Associate Ministers shall be the responsibility of the Pastor and the supervising Ministerial Staff Member. All activity in these areas shall be carried out in accordance with personnel policies and procedures promulgated by the Personnel Committee.

(5) Interim ministers shall be employed, as the need for such positions is determined.

#### (C) Deacons

Deacons of the Church shall be ordained to provide service to the fellowship of the Church. They shall encourage the unity of spirit within the Church.

- (1) In accordance with the New Testament, Deacons are to be servants of the Church. The ministry of the Deacon is to serve with the Pastor and to carry out God's work in the Church and community by helping Church members and others in the community in any way they can.
- (2) Every Deacon of the Church is expected to seek out and occupy a chosen place of service in the Church in addition to performing services as a Deacon. All Deacons shall actively support, with time and finances, the work of the Lord through the various ministries of the Church. All Deacons are expected to attend the Church worship services and perform assigned duties incident to the conduct of the Sunday services.
- (3) The Church shall elect Deacons from time to time as desired by the Church according to the process established by the Pastor and the Deacons.
- (4) There shall be no obligation to recognize a Deacon who comes to the Church from another church.
- (5) The deacon body shall elect from among themselves a chairperson and such other officers as they deem appropriate.
- (6) The Pastor shall be notified of Deacon meetings and invited to attend.

#### (D) Moderator

- (1) The Pastor shall serve as Moderator, presiding over Church business meetings. Additionally, the Church shall annually elect a Moderator from the membership to act as its presiding officer at business meetings upon the request of the Pastor or in his absence. In the absence of the Moderator, the chairman of the Deacons shall preside or, in the absence of both, the Clerk shall call the Church to order and preside for the election of an acting Moderator.

- (2) In guarding and maintaining the fellowship of the Church, the aim of the Moderator is to bring about unity among people of different views, ideas, and convictions. The objectives of the Moderator should be to maintain the spirit of Christian love while presiding, to be fair and courteous to all members, to help members understand parliamentary procedures without embarrassment to them, to insist that motions be stated and seconded before discussed, and to alternate discussions so as to bring out both sides of a discussion.
- (3) The Moderator must maintain a neutral position while presiding and work to bring motions to a vote in an orderly manner.

(E) Church Clerk

- (1) The Church shall annually elect a Clerk as its clerical officer, who shall serve until a successor has been elected. The Clerk shall be responsible for keeping a suitable record of all official actions of the Church and recording minutes of Church business meetings.
- (2) All Church records are Church property.

(F) Church Treasurer

The Church shall annually elect a Church Treasurer as its financial officer who shall serve until a successor has been elected. The primary responsibility of the Church Treasurer is to act as a signatory on checks in accordance with signatory authorities approved by the Budget/Finance Committee.

(G) Trustees

- (1) The Church shall elect four or more trustees to act for the Church in legal matters. They shall serve until successors are elected. They shall hold Church real estate in the corporate name of the Church. Upon specific vote of the Church authorizing each action, they shall have the power to buy, sell, mortgage, lease or transfer any Church real estate. When the signatures of the Trustees are required, any two or more shall sign legal documents involving the sale, mortgage, purchase, or rental of real estate, or other legal documents related to Church approved matters.
- (2) The Trustees shall elect from among themselves two members who shall serve as officers of the corporation for the express purpose of executing those documents necessary to carry out actions authorized by the Church which, by statute, require the signature of specific corporate officers. One member so elected shall serve as President of the Corporation and the other shall serve as Secretary of the Corporation until successors are elected.
- (3) The Trustees shall also, as the need arises and at the request of the Budget/Finance Committee, select and designate depositories for the funds and securities of the Church.

3.3 Non-ministerial Staff

- (A) Non-ministerial staff members shall be employed within the financial parameters established by the approved budget as the need for their services is determined.

- (B) The hiring, ongoing supervision and termination of Non-ministerial Staff shall be the responsibility of the Pastor and the supervising Ministerial Staff Member. All activity in these areas shall be carried out in accordance with personnel policies and procedures promulgated by the Personnel Committee.

### 3.4 Ministry Support Teams and Church Committees

#### (A) Ministry Support Teams

Ministry Support Teams shall be established from time to time, as needs are identified, to assist in carrying out the ministries of the Church. Ministry Support Teams shall serve to promote and accomplish the objectives of the specific ministry or program area they are created to support. The Pastor, working with the Ministerial Staff, shall be afforded wide discretion in determining the need for specific Ministry Support Teams.

#### (B) Committees

Committees are established to assist in the administration of the Church. There shall be three standing committees as follows:

##### (1) Committee on Committees

- (a) In order to staff the various Committees and Ministry Support Teams of the Church, a Committee on Committees shall first be formed. The prospective members of the Committee on Committees shall be recommended to the Church for election annually by the Pastor at any regularly scheduled business meeting. The candidates shall be elected by majority vote of the voting members present at the meeting. Those elected shall serve until successors are elected.
- (b) The primary responsibility of the Committee on Committees is to:
- Identify and select Church members who are qualified and willing to serve on the various committees and teams that have been established to assist in carrying out the ministries of the Church.
  - Present the candidates to the Church for election.
  - Appoint a chairperson for each committee.

##### (2) Personnel Committee

All matters related to personnel fall within the scope of the Personnel Committee's responsibility. The committee is primarily responsible for the following:

- Formulating personnel policies and procedures.
- Monitoring the administration of personnel policies and procedures.
- Ensuring the Church is staffed with qualified ministerial and non-ministerial personnel.
- Approving the Church's personnel management structure.
- Annually reviewing salaries and benefits and, where appropriate, recommending changes and increases.
- Assisting, when requested, with recruiting and interviews.
- Making recommendations to the Church with respect to the hiring or dismissal of ministerial staff.

(3) Budget/Finance Committee

The committee is primarily responsible for the following:

- Ensuring that appropriate policies and procedures are developed, maintained and employed to properly handle, safeguard, account for and report on all funds received and expended by the Church.
- Working with the Pastor, appropriate Ministerial staff, Committees and Ministry Support Teams to develop and present an annual budget to the Church for approval.
- Assisting with financial feasibility studies as requested.
- Meeting to review the financial performance of the Church and consider other financial matters on a regular basis.

(C) Organization and Governance

- (1) The Church shall vote annually on the candidates for Committees and Ministry Support Teams proposed by the Committee on Committees at any regular business meeting. Election shall be by majority vote of the voting members present.
- (2) A majority of each Committee or Ministry Support Team shall constitute a quorum for any meeting, and all actions of a Committee or Ministry Support Team, not otherwise set forth herein, shall be by majority vote of the voting members present including the chairman. Committee or Ministry Support Team members shall receive actual verbal or written notice of meetings prior to any meeting of a Committee or Ministry Support Team. Committee and Ministry Support Team meetings shall be called by the chairman or by a majority of the Committee or Ministry Support Team members.

3.5 Transition Team

- (A) In the event of a vacancy in the Pastor position, a Transition Team shall be formed. This team will be composed of six members: two Deacons, one representative from the Budget/Finance Committee, one from the Personnel Committee and two Ministerial Staff members. The Deacons and the Committees will elect their representatives, the Ministerial Staff members will be selected according to seniority and willingness to serve. If an Interim Pastor is called, he will act as a non-voting ex-officio member.
- (B) The purpose of the Transition Team will be to support the Ministerial Staff in carrying out the duties of their positions, and to fulfill the administrative duties of the Pastor as needed. They will meet as needed and recommend any necessary Church action to facilitate the ongoing ministries of the Church. They will work with appropriate Committees, Ministry Support Teams and the Deacon body and others to address any needs or requests.
- (C) The Transition Team will be responsible for pulpit supply.
- (D) If the Church votes to call an Interim Pastor, the Transition Team will act as the search committee to recommend the Interim Pastor to the Church for a vote at a special meeting called in accordance with Article 5.3(A)(2).
- (E) The Transition Team shall be responsible to present a process for the selection of a Pastor Search Committee to the Church for approval.



## ARTICLE 4

### CHURCH ORDINANCES

#### 4.1 Baptism

The Church may receive for Baptism any person who has acknowledged Jesus Christ as their Savior by faith, who professes Him publicly and who indicates a commitment to follow Christ as Lord. Baptism shall be by immersion in water. The Pastor, or whomever he may authorize, shall administer Baptism.

#### 4.2 Lord's Supper

The Church shall observe the Lord's Supper as scheduled. All those present who have received Jesus Christ as their Savior may participate. The Pastor and Deacons, or whomever the Pastor may authorize, shall administer the Lord's Supper.

## ARTICLE 5

### CHURCH MEETINGS

#### 5.1 Worship Services

The Church shall meet regularly for worship as scheduled.

#### 5.2 Special Services

Revival services and any other Church services for the advancement of the Church's objectives shall be held from time to time as deemed appropriate by the Pastor or other Church officials.

#### 5.3 Business Meetings

(A) There are three categories of business meetings as outlined below.

##### (1) Regular Business Meetings

The Church shall hold regular business meetings quarterly, on the Wednesday after the third Sunday in January, April, July and October. Notice of regular business meetings is not required unless such meetings are rescheduled. Notice of any rescheduled meeting shall be announced at the worship services for the two Sundays immediately preceding the rescheduled meeting.

##### (2) Special Business Meetings

Special business meetings may be called to consider matters of special nature and significance. The notice of a special business meeting shall include the subject(s), the date, the time, and the place of the meeting. Notice must be given by announcement at the worship services for the two Sundays immediately preceding the day of the meeting. No business except that for which the meeting was called may be transacted.

##### (3) Emergency Business Meetings

Issues of an immediate and urgent nature, which by definition do not require a Special Business Meeting in accordance with Article 5.3(A)(2), may be addressed in an emergency meeting. Notice for emergency business meetings must be given in the Sunday morning worship service(s) immediately preceding the meeting.

(B) Quorum

A quorum shall consist of those members who attend any regular, special, or emergency business meeting.

(C) Rules of Procedure

The most recently revised version of Robert's Rules of Order is the authority for parliamentary rules of procedure for all business meetings of the Church.

(D) Scheduling

Scheduling of special and emergency business meetings and any rescheduling of regular business meetings shall be the responsibility of the Pastor or the Moderator.

ARTICLE 6

CHURCH FINANCES

6.1 Budget

- (A) The Budget/Finance Committee shall, working with the Pastor, Ministerial Staff and Church Committees and Ministry Support Teams, prepare and submit an annual budget to the Church for approval to provide for the operating expenses of the Church. The budget shall include all ministries, programs, personnel, facilities and administrative activities of the Church that require funding.
- (B) If, during any budget year, circumstances dictate that modifications to the budget are advisable, the Budget/Finance Committee, working with the appropriate parties, shall submit recommendations for budget revisions to the Church for approval.
- (C) The annual budget will be discussed and voted on at a special business meeting called for that purpose in accordance with Article 5.3(A)(2). Modifications to the budget and adoption of the budget will be approved upon an affirmative vote of the majority of the voting members present.

6.2 Accounting and Internal Control

- (A) The Budget/Finance Committee shall have the responsibility to ensure appropriate policies and procedures are employed to adequately handle, safeguard, account for and report on all funds received and expended by the Church. Additionally, the Budget/Finance Committee shall work with the Ministerial Staff member responsible for Church administration and the Personnel Committee to ensure staffing is adequate and that duties are assigned in a manner consistent with standard internal control practices.
- (B) Upon identification of the need for a depository or depositories for the funds and/or securities of the Church, the Budget/Finance committee shall recommend to the Trustees that they select such specific depository or depositories as the Trustees shall deem proper to satisfy the need.
- (C) All checks, notes, and contracts (except those involving the purchase, sale, lease or transfer of real estate) of the Church, and all orders for transfer or withdrawal of securities from the designated depository or depositories shall be signed by the Church Treasurer or others as designated by the Budget/Finance Committee.

### 6.3 Fiscal Year

The Church fiscal year shall begin on January 1<sup>st</sup> and end December 31<sup>st</sup>.

## ARTICLE 7

### AMENDMENTS

7.1 Changes to these Bylaws can be made only in the following manner:

- Any member may submit proposed changes to the Bylaws to the Pastor.
- The Pastor will cause an Ad Hoc committee to be formed for the purpose of reviewing the proposed changes.
- The composition of the Ad Hoc committee shall be the same as that of the Transition Team as described in Article 3.5(A).
- Prior to any vote, the Ad Hoc committee will bring a report on the effect of the proposed changes to the Church, without recommendation.
- Two special business meetings for the purpose of voting on the proposed changes shall be called in accordance with Article 5.3(A)(2), with at least a 4 week interval between the two meetings.
- Two separate affirmative votes of two-thirds of the voting members attending each of the special business meetings are required to approve the proposed changes. The first vote, for the purpose of adopting the proposed changes for consideration, will take place at the first special business meeting. The second vote, for the purpose of adopting the modified bylaws, will take place at the second special business meeting.
- Proposed changes to the Bylaws must be made available to the Church in written form at least 2 weeks prior to each vote.
- Any modification to the original proposed changes must be reviewed and reported on by the Ad Hoc committee, and submitted for two separate votes in accordance with the above procedures.

## ARTICLE 8

### OPERATION AND DISSOLUTION

8.1 The Church is to be organized, operated, and dissolved in a manner consistent with the Articles of Incorporation.

The undersigned, being the duly elected and qualified Secretary of the Corporation, hereby certifies that the foregoing Bylaws of the Corporation were duly adopted by the Corporation on October 22, 2003.

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Signature of Corporate Secretary