AMENDED AND RESTATED BYLAWS
OF
JOHN WESLEY METHODIST CHURCH

These Amended and Restated Bylaws govern the affairs of John Wesley Methodist Church, a Texas nonprofit corporation (the “Church” or “Corporation”). The Church is organized under the Texas Business Organizations Code, as amended (the “Act”).

ARTICLE 1
NAME AND PRINCIPAL OFFICE

The name of this religious nonprofit organization is John Wesley Methodist Church. The principal office of the Church in the State of Texas shall be located in Harris County, Texas. The Board of Directors (hereafter “Core Leadership Team”) of the Church shall have full power and authority to change any office from one location to another, either in Texas or elsewhere. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may be, but need not be, identical with the Church’s principal office in Harris County, Texas. The Core Leadership Team may change the registered office and the registered agent as provided in the Act.

ARTICLE 2
STATEMENT OF FAITH

John Wesley Methodist Church is part of the historic Christian faith. We hold true to the same beliefs that Christians always and everywhere have believed. We believe in the one true God who is revealed in the three persons of the Father, Son, and Holy Spirit. We believe in salvation by grace through faith in Jesus Christ. We believe the Bible is the inspired Words of God. We also share other Christian beliefs like belief in the Church, the Kingdom of God, and in the sacraments of baptism and the Lord’s Supper. John Wesley Methodist Church is distinctly Christian in the Wesleyan Methodist tradition.

ARTICLE 3
AUTONOMY

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control.

ARTICLE 4
PURPOSES

The Corporation is formed for any lawful purpose or purposes not expressly prohibited under the Texas Business Organization Code. The Corporation 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 Corporation’s purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt
More particularly, but without limitation, the purposes of this Corporation are:

(a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Corporation’s combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.

(b) To spread the Gospel of Jesus Christ and the worship of God among its members and attendants, and practice the Christian virtues inculcated in the Holy Scriptures by any and all means possible.

(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 Corporation, and elsewhere.

(d) To collect and disburse any and all necessary funds for the maintenance of said Corporation 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 Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to 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 Corporation; and to 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 this Corporation. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

ARTICLE 5
POWERS AND RESTRICTIONS

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

(a) The Corporation shall not pay dividends and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its organizers, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in the Articles or these Bylaws. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 the Articles of Incorporation or these Bylaws, the Corporation 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 Corporation is in any one 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 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 Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation’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**

6.01 Membership. The Church shall have one class of membership. Membership in this Church shall consist of all persons who have met the qualifications of membership and are listed on the membership roll. The new members shall have all the rights, privileges and responsibilities of a member of the Church. The Core Leadership Team may adopt and amend application procedures for membership in the Church. Power to manage and govern the Church shall be vested in the Core Leadership Team as set forth in Article 7 of these Bylaws.

6.02 Qualifications for Membership. The minimum qualifications for membership are as follows:

(a) Profession of faith openly in Jesus Christ;
(b) Baptism in the name of the Father, Son, and Holy Spirit;
(c) Completion of the Church's membership class; and
(d) A commitment to abide by the Church's membership covenant.
6.03 **Suspension of Rights of Inactive Members.** Members may be considered inactive when a person voluntarily disconnects from the church by a lack of attendance, participation, or giving to John Wesley Methodist Church. A person may be considered to have voluntarily disconnected through a failure to have recorded attendance (in person or virtually) in worship or a discipleship group; have provided financial support to the church; and to have served the church for the preceding year. Those who have communicated a reason for their inactivity with the church leadership may be ruled on individually by the Lead Pastor. The rights and privileges of membership may be suspended without notice. An inactive member may be restored to full membership status by the Lead Pastor.

6.04 **Termination and Dismissal of Membership.** Members shall be removed from the Church roll for the following reasons: (a) by personal request of the member; (b) the transfer of membership to another church; (c) death; or (d) termination of membership by the Lead Pastor, as deemed necessary.

**ARTICLE 7**

**MANAGEMENT OF THE CHURCH**

**CORE LEADERSHIP TEAM**

7.01 **Management.** Power to manage and govern the affairs of the Corporation is vested in the Core Leadership Team of the Corporation, except for powers granted to members by these Bylaws. The term “Core Leadership Team” shall mean Board of Directors as required by the Act. The Core Leadership Team may hereafter be referred to as the “CLT” and an individual member of the CLT as “CLT Member.”

7.02 **Number of CLT Members.** The Core Leadership Team shall consist of the Senior Pastor (hereafter “Lead Pastor”), and until changed by amendment of the Articles of Incorporation or these Bylaws, such number of additional Team Members as may from time to time be nominated and elected in accordance with these Bylaws, provided that the total number of CLT Members shall not be less than nine (9) nor more than fifteen (15) as described in Article 9, Section 9.01(f).

7.03 **Appointment and Term of CLT Members.** Each CLT Member, other than the Clergy Staff, shall hold office for a period of one (1) year or until their successor is elected, appointed, or designated herein, and may serve successive terms. Clergy staff are not elected but automatically appointed to the CLT as full voting members. Clergy are those persons who regularly administer sacraments; conduct religious worship; have management responsibility for the Church; and are considered religious leaders of the Church. They must be ordained in the Methodist tradition by the United Methodist Church or this Church. The Church has established three clergy positions: Senior Pastor, Executive Pastor, and Reach Pastor.

CLT Members will be appointed every year at the annual Church Conference. A slate of possible appointees may be nominated by the church membership and finalized by the current CLT. A non-clergy CLT member can be appointed to five consecutive one-year terms.
In order for a previous member to be reappointed to the CLT, they must serve a one-year absence.

7.04 Chairman of the Board. The Chairman of the Core Leadership Team shall preside at all the meetings of the Core Leadership Team. The Chairman shall have the power in their sole discretion to select an Appointee, who shall be endued with all powers of the Chairman, in their absence, at any meetings of the Core Leadership Team. Any reference to the Chairman in these Bylaws shall, by default, make reference to their Appointee.

7.05 Powers. The Core Leadership Team shall have all of the rights, powers, and responsibilities of a Board of Directors pursuant to the Act, subject to any limitations under the Act, the Articles of Incorporation of the Church, and these Bylaws. All corporate powers shall be exercised by or under the authority of the Core Leadership Team. The Core Leadership Team shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Core Leadership Team shall be responsible for the acquisition and disposition of Church property, which includes the management of its financial resources. The Core Leadership Team shall have the power to buy, sell, mortgage, pledge or encumber any church property and incur related indebtedness.

7.06 Nomination and Election. The Lead Pastor shall nominate persons he deems qualified to serve on the Core Leadership Team. In addition, the Lead Pastor may appoint a Nomination Advisory Team to report to the Lead Pastor regarding suitable nominees. The persons nominated by the Lead Pastor shall be presented to the Core Leadership Team for election at a regular or special meeting. For the position of Chairman, the Lead Pastor shall recommend a candidate and said candidate is voted into office by a majority of the Core Leadership Team.

7.07 Vacancies. The Lead Pastor shall nominate persons he deems qualified to serve on the Core Leadership Team to fill any vacancy occurring on the Core Leadership Team, and any position to be filled due to an increase in the number of CLT Members serving. A vacancy is filled by the affirmative vote of the majority of the remaining CLT Members, even if it is less than a quorum of the CLT Members, or if it is a sole CLT Member. A person so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

7.08 Meetings. Regular or Special meetings of the Core Leadership Team may be held either within or outside the State of Texas, but shall be held at the Church’s principal office in Houston, Texas if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the CLT Members, 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 communication equipment, as long as all CLT Members participating in the meeting can hear one another. All CLT Members shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence. A regular meeting of the Core Leadership Team shall occur at least annually.
(a) **Regular Meetings.** Regular meetings of the Core Leadership Team may be held without notice if the time and place of such meetings are fixed by a resolution of the Core Leadership Team.

(b) **Annual Church Conference.** The Core Leadership Team shall conduct an annual business meeting open to all church members to celebrate the ministry and mission of the church. Election of CLT Members will occur at this meeting with a greater than 50% approval by active members who are in attendance physically and virtually.

Such other matters as the CLT seeks to establish congregational support for the business of the church will be brought forward for consideration and vote including a change in Lead Pastor; the initiation of any capital campaigns; or significant modifications to the properties and mortgage debt of the church. Due to the significance of these decisions, the CLT will suggest a minimum of 66% of voting members who are in attendance physically and virtually for approval.

(b) **Special Meetings.** A special meeting of the Core Leadership Team may be called by the Lead Pastor or any two (2) CLT Members.

(c) **Notice of Special Meetings.**

1) **Manner of Giving.** Notice of the date, time and place of special meetings shall be given to each CLT Member 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 CLT Member or to a person at the CLT Member’s office or home who the person giving the notice has reason to believe will promptly communicate the notice to the CLT Member; (d) by telecopier to the CLT Member’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 CLT Member 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 CLT Member at a meeting shall constitute waiver of notice of such meeting, except where the CLT Member attends a meeting for the express purpose of objecting that the meeting is not properly called.

7.09 **Action Without Meeting.** Any action required or permitted to be taken by the Core Leadership Team may be taken without a meeting if all of the CLT Members, 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.
7.10  **Quorum.** A majority of the number of CLT Members then in office shall constitute a quorum for the transaction of business at any meeting of the Core Leadership Team. The CLT Members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough CLT 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 CLT Members in attendance required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the CLT Members present may adjourn and reconvene the meeting one time without further notice.

7.11  **Proxies.** Voting by proxy is prohibited.

7.12  **Duties of CLT Members.** CLT Members shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. CLT Members 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. A CLT Member is not relying in good faith if the CLT Member has knowledge concerning a matter in question that renders reliance unwarranted.

CLT Members 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.

7.13  **Delegation of Duties.** The Core Leadership Team 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. CLT Members have no personal liability for actions taken or omitted by the advisor if the Core Leadership Team acts in good faith and with ordinary care in selecting the advisor. The Core Leadership Team may remove or replace the advisor, with or without cause.

7.14  **Interested Parties.** Pursuant to the Act and the provisions of Article 12 below, a contract or transaction between the Church and an CLT Member of the Church is not automatically void or voidable simply because the CLT Member has a financial interest in the contract or transaction.

7.15  **Actions of Core Leadership Team.** The Core Leadership Team shall try to act by consensus. However, the vote of a majority of the CLT Members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Core Leadership Team unless the act of a greater number is required by law or the bylaws. An CLT 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 decision of the Core Leadership Team.
7.16 No Compensation. CLT Members, including the Lead Pastor, shall not receive salaries or compensation for their services to the Core Leadership Team. The Core Leadership Team may adopt a resolution providing for payment to CLT Members for expenses of attendance, if any, at a meeting of the Core Leadership Team. An CLT Member may serve the Church in any other capacity and receive reasonable compensation for those services.

7.17 Removal of CLT Members other than the Lead Pastor. The Core Leadership Team may vote to remove a CLT Member, other than the Lead Pastor, at any time, with or without cause. A meeting to consider the removal of an CLT Member may be called and noticed following the procedures provided in these Bylaws. An CLT Member may be removed by the affirmative vote of a majority of the CLT Members. For provisions regarding removal of the Lead Pastor, see Section 8.07.

7.18 Resignation of CLT Members. Any CLT Member may resign at any time by giving written notice to the Church. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.19 Church Disruptions. Any person deemed by the Clergy Staff in counsel with the CLT to: (a) be in substantial disagreement with the doctrine and interpretation of the Holy Bible espoused by the Church; or (b) pose a physical or psychological threat to any person or to the Church; or (c) be causing, about to cause, or capable of causing disruption to the religious services and activities of the Church shall be considered a trespasser on Church property and may be ejected summarily. No CLT Member shall incur any liability for acting in good faith in the interests of the Church pursuant to this section.

7.20 Deadlock. In the case where the Core Leadership Team shall, by reason of deadlock (whether because an even number of CLT Members is seated on the Core Leadership Team, or because certain CLT Members are absent even though a quorum is present, or because of abstention, or for any other reason), be unable to reach a conclusive vote on any issue before the Core Leadership Team, then, in such instance, the Lead Pastor-President or his Appointee, shall cast an additional ballot which shall be known as a “majority ballot,” so that an official act or decision may be taken by the Core Leadership Team. The majority ballot shall be cast in addition to the regular CLT Member’s vote cast by the Lead Pastor-President.

ARTICLE 8
OFFICERS

8.01 Officer Positions. The officers of the Church shall be the President, Vice President, Secretary, Treasurer, and any other officers chosen at the discretion of the Lead Pastor. The Lead Pastor shall serve as the President and chief executive officer of the Church and shall act as the moderator of the Church. The Lead Pastor may appoint a member of the Church to act as moderator. In the event of a vacancy in the office of Lead Pastor, the Core Leadership Team shall appoint a member of the Church to act as moderator. The moderator shall establish the agenda, protocol and
rules of order for each meeting and shall conduct the meeting accordingly. The Lead Pastor may create additional officer positions, define the authority and duties of each such position, and appoint persons to fill the positions.

8.02 **Election and Term of Office.** The Lead Pastor of the Church is Rev. Dr. Martin M. Dunbar, and he shall hold office until he resigns, is removed pursuant to Section 8.07, or dies. In the event of a vacancy, for any reason, in the office of Lead Pastor, the Core Leadership Team shall adopt a resolution establishing a Lead Pastor Selection Committee. The recommendation of the Lead Pastor Selection Committee shall constitute a nomination for the office of Lead Pastor. The election shall take place at a regular or special meeting of the church body called for the purpose of electing a new Lead Pastor.

All other officers of the Church shall be appointed by the Lead Pastor. The term of office of all offices other than that of Lead Pastor-President shall be one year; however, such officers may serve consecutive terms without limitation.

8.03 **Lead Pastor-President.** The Lead Pastor shall be the President of the corporation and shall be in charge of all the ministries of the Church. The Lead Pastor shall supervise and control all of the business and day-to-day affairs of the Church. The Lead Pastor shall be responsible for hiring a staff of his choice and shall supervise directly or by delegation all staff members so hired. The Lead Pastor shall be vested with the authority, subject to any rights under any contract of employment, to terminate any staff member's employment with or without cause.

The Lead Pastor of the Church is responsible for leading the Church in accordance with Biblical principles and church doctrine. As such, the Lead Pastor shall be the leader of the Church congregation, the Church staff, all Church organizations, all Church ministries, the Core Leadership Team, and all Church Advisory Committees, to accomplish the mission and purposes of the Church. The Lead Pastor is expressly authorized to do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incident to the office of President.

8.04 **Vice President.** The Lead Pastor shall appoint the Vice President of the Church. When the Lead Pastor is absent, is unable to act, the Vice President shall perform the duties of the Lead Pastor. When the Vice President acts in place of the Lead Pastor, the Vice President shall have all the powers of and be subject to all the restrictions upon the Lead Pastor. The Vice President shall perform other duties as assigned by the Lead Pastor or Core Leadership Team. Except as expressly authorized by the Core Leadership Team, the Vice President shall have no authority to sign for or otherwise bind the Church.

8.05 **Treasurer.** The Lead Pastor shall appoint the Treasurer of the Church. The Treasurer, or their designee, of the Church shall: (a) have charge and custody of and be responsible for all funds and securities of the Church; (b) receive and give receipts for moneys due and payable to the Church from any source; (c) deposit all moneys in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Core Leadership Team; (d) write checks and disburse funds to discharge obligations of the Church; (e) maintain the financial books and records of the Church; (f) prepare financial reports at least annually; (g) perform
other duties as assigned by the Lead Pastor or by the Core Leadership Team; (h) if required by the Core Leadership Team, give a bond for the faithful discharge of their duties in a sum and with a surety as determined by the Core Leadership Team; and (i) perform all of the duties incident to the office of treasurer.

8.06 Secretary. The Lead Pastor shall appoint the Secretary of the Church. The Secretary of the Church shall: (a) give all notices as provided in the Bylaws or as required by law; (b) take minutes of the meetings of the members and of the Core Leadership Team and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records and of the seal of the Church; (d) affix the seal of the Church to all documents as authorized; (e) keep a register of the mailing address of each member, Director, officer, and employee of the Church; (f) perform duties as assigned by the Lead Pastor or by the Core Leadership Team; and (g) perform all duties incident to the office of secretary.

8.07 Removal of Lead Pastor-President. Subject to the rights, if any, under any contract of employment with the Church, the Lead Pastor shall only be removed involuntarily, by recommendation of the majority of the CLT and the affirmative vote of three-fourths (3/4) of the Membership of the Church present in person or virtually at any general or special meeting duly noticed pursuant to Section 7.08 of these Bylaws. The Lead Pastor shall only be removed from office, subject to the terms of any employment agreement, for any of the following reasons: (a) falling into sinful and worldly practices without repentance; (b) engaging in conduct that could hinder the influence of the Church in its community; (c) teaching doctrines inconsistent with The Holy Bible (d) neglect of duties; (e) resignation; or (f) death or disability.

8.08 Removal of Other Officers. All other Church officers may be removed, with or without cause, by a vote of the Lead Pastor and a majority vote of the members of the Core Leadership Team.

8.09 Resignation of Officers. Any Officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.10 Vacancies. A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

ARTICLE 9
COMMITTEES AND ADVISORY TEAMS

9.01 Establishment. The Core Leadership Team may, at its discretion, adopt a resolution establishing one or more Committees or Advisory Teams. Any and all Advisory Teams shall conform to rules established by the Core Leadership Team. Committees and Advisory Teams shall include at a minimum:

(a) Ministry Leadership Team (MLT) comprised of the chairpersons (or their
(b) **Finance Team** shall oversee the financial resources of John Wesley Methodist Church. The Finance Team shall administer the funds received according to instructions from the CLT in alignment with the mission, vision, and yearly goals of the church. The team shall be comprised of at least nine active members recommended by the MLT and CLT. The Finance Team Chair will be a member of the CLT.

(c) **Property Trustee Team** will assist with oversight, use and care of all real property owned by John Wesley Methodist Church. This includes all property and equipment acquired directly by the church or by any group, board, class, commission, or similar organization connected with it. This team will work in partnership with the operations staff to care for the property/facilities owned by the church. This team is the agent of authority for building use policies.

Organization: The Chairperson will be a full voting member of the CLT. This team will consist of at least four, but not more than six, members of the church, provided that all members shall be of legal age as determined by the relevant and controlling civil law. Members of the PTT may be elected to a one- to three-year term. Members may be re-elected for no more than one additional term, and no member may serve longer than six consecutive years. The team shall meet at the call of the Property Trustee Chairperson or agent of the operations staff agent at least three times per year.

(d) **Endowment Committee** shall support and maintain the Endowment Fund of the church in keeping with established governance documents including bylaws of John Wesley Methodist Church and related gift acceptance and investment policies in support of the purposes of John Wesley Methodist Church.

(e) **John Wesley Christian School Board** will oversee the school’s operations, accreditation, ministry, and mission. The school is an extension ministry of John Wesley Methodist Church and seeks to fulfill the church’s mission.

Organization: The Board of Directors will be composed of at least nine voting members divided into three classes for staggered terms of three years. Voting members must include at least one JW Christian School parent and one JW Christian School teacher, neither of whom is required to be a church member; one member of the CLT; and two church members.

John Wesley Methodist Church will be fully connected and represented on the Board.
of Directors by the JW Christian School Director, a member of the JW Christian School Administrative Team, the Director of NextGen Ministries, and the Executive Pastor or their designee. The JW Christian School Director will select the Chairperson of the JW Christian School Board of Directors, who shall be a member of John Wesley Methodist Church. The Director of the School and Chairman of the School Board shall be members of the JW Ministry Leadership Team. A representative of the clergy staff shall conduct an annual evaluation of the Director of the JW Christian School.

(f) **Other Teams and Committees** shall be established as needed by the CLT.

(g) **Composition of CLT** shall include an odd number of no more than 15 total voting persons including, but not limited to, all clergy staff; a Chairperson; the Chairs or a designated representative of established teams and committees including Finance, Property Trustee Team, Endowment, JW Christian School Board, and at least one at-large member.

**9.02 Independent Compensation Committee.** Annually, the Core Leadership Team shall adopt a resolution establishing an Independent Compensation Committee. The Lead Pastor shall not be the chairman or a voting member of the Committee. At least two of the persons serving on the Committee shall be CLT Members. The Committee shall be elected by a vote of the Core Leadership Team. The Independent Compensation Committee shall determine and approve the Lead Pastor's compensation, as well as that of any of his family members. In so doing, the Independent Compensation Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information. The Lead Pastor shall not participate in the Independent Compensation Committee's discussion and formulation of, or vote regarding, his salary and benefits, or any family member's salary or benefits. The Lead Pastor shall determine the executive staff’s salary and benefits, other than any family member of his, subject to the approval of the Independent Compensation Committee.

**9.03 Delegation of Authority.** Each Committee shall consist of two or more persons. If, in addition to the Independent Compensation Committee, the Core Leadership Team establishes or delegates any of its authority to a Committee, it shall not relieve the Core Leadership Team, or Director, of any responsibility imposed by these Bylaws or otherwise imposed by law. The Core Leadership Team shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all Committees.

No Committee shall have the authority to: (a) amend the Articles of Incorporation; (b) adopt a plan of merger or a plan of consolidation with another Church; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church; (d) authorize the voluntary dissolution of the Church; (e) revoke proceedings for the voluntary dissolution of the Church; (f) adopt a plan for the distribution of the assets of the Church; (g) amend, alter, or repeal the Bylaws; (h) elect, appoint, or remove a member of a Committee or an Elder or officer of the Church; (i) approve any transaction to which the Church is a party and that involves a potential conflict of interest as defined in Section 12 below; or (j) take any action outside
the scope of authority delegated to it by the Core Leadership Team or in contravention of the Act.

The Core Leadership Team may designate various Advisory Teams not having or exercising the authority of the Core Leadership Team. Such Advisory Teams shall only function in an advisory capacity to the Core Leadership Team. The Lead Pastor shall have the power to appoint and remove members of all Advisory Teams. The Lead Pastor shall serve as an ex officio member of all Advisory Teams. The Core Leadership Team shall define, by resolution, the scope of activities and the qualifications for membership on all Advisory Teams.

9.04 Term of Office. Each member of a Committee or Advisory Team shall serve until the next annual meeting of the Core Leadership Team, or until a successor is appointed. However, the term of any Committee or Advisory Team member may terminate earlier if the Committee or Advisory Team is terminated by the Core Leadership Team, or if the member becomes incapacitated or dies, ceases to qualify, resigns, or is removed as a member of the Church. A vacancy on a Committee or Advisory Team 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 or Advisory Team shall serve for the unexpired portion of the terminated Committee member's term.

9.05 Chair and Vice Chair. Unless otherwise expressly stated herein, one member of each Committee or Advisory Team shall be designated as the chair, and another member shall be designated as the vice chair. The chair and vice chair of each Committee and Advisory Team shall be appointed by the Lead Pastor with consultation from the outgoing chairman. The chair shall call and preside at all meetings. When the chair is absent, is unable to act, or refuses to act, the vice chair shall perform the duties of the chair. When a vice chair acts in place of the chair, the vice chair shall have all the powers of and be subject to all the restrictions upon the chair.

9.06 Quorum. One half the number of members of a Committee or Advisory Team shall constitute a quorum for the transaction of business at any meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough 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 members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting at a later time without further notice.

9.07 Actions. Committees and Advisory Teams shall try to take action by consensus. However, the vote of a majority of members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Committee or Advisory Team unless the act of a greater number is required by law or these Bylaws. A 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 or Advisory Team.

ARTICLE 10
TRANSACTIONS OF THE CHURCH
10.01 **Contracts and Legal Instruments.** Subject to Article 11 below, the Core Leadership Team may authorize individual officers or agents of the Church to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Church. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

10.02 **Deposits.** All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Core Leadership Team selects.

10.03 **Gifts.** The Core Leadership Team may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or any special purpose of the Church including, but not limited to, gifts of money, annuity arrangements, securities, and other tangible and intangible personal property, real property, and interest therein. The Core Leadership Team may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Articles of Incorporation, state law, or any requirements for maintaining the Church's federal and state tax status.

10.04 **Ownership and Distribution of Property.**

(a) The Church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

(b) “Dissolution” means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Church shall be paid and discharged, or adequate provision shall be made therefore; (2) assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the Corporation; this distribution shall be done pursuant to a plan adopted by the Core Leadership Team; and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church’s Statement of Faith and basic form of Government.

10.05 **Whistleblower.** The Core Leadership Team shall establish policies and procedures to allow and encourage any person having cause to believe that the Church is involved in any activity or transaction that is in violation of the law to report that belief to the Core Leadership Team or its designated representative and to have all such reports thoroughly investigated and the results reported to the Core Leadership Team. The reporting person shall not be subject to retaliation for making a good faith report. The Core Leadership Team shall take any remedial or other corrective action that is appropriate for any reported violation that is found to be valid or accurate.
ARTICLE 11
CONFLICT OF INTEREST POLICY

11.01 Purpose. The purpose of the conflict of interest policy is to protect the Church’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a CLT Member or officer of the Church, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

11.02 Definitions.

(a) Interested Person. Any director, principal officer, or member of a committee with powers delegated by the Core Leadership Team, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1) An ownership or investment interest in any entity with which the Church has a transaction or arrangement;

2) A compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement; or

3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

11.03 Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given opportunity to disclose all material facts to the Core Leadership Team.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.
(c) Procedures for Addressing the Conflict of Interest.

1) An interested person may make a presentation at the Board meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2) The chairman of the Core Leadership Team may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3) After exercising due diligence, the Core Leadership Team shall determine whether the Church can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Core Leadership Team shall determine by a majority vote of the disinterested CLT Member whether the transaction or arrangement is in the Church’s best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

1) If the Core Leadership Team has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2) If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the Core Leadership Team determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

11.04 Records of Proceedings. The minutes of the Core Leadership Team shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director’s decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
11.05 Compensation.

(a) A voting member of the Core Leadership Team who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member’s compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member’s compensation.

(c) No voting member of the Core Leadership Team or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE 12
BOOKS AND RECORDS

12.01 Required Books and Records. The Church shall keep correct and complete books and records of account.

12.02 Fiscal Year. The fiscal year of the Church shall begin on the first day of January and end on the last day in December in each year.

12.03 Audited Financial Statements. The Church shall have each financial statement of the Church reviewed annually and audited at least every five years by a certified public accounting firm selected by the Finance Team.

ARTICLE 13
INDEMNIFICATION

13.01 Indemnification. To the full extent permitted by the Act, as amended from time to time, the Church shall indemnify any Elder, Pastor, officer, committee member, employee, or agent of the Church who was, is, or may be named a 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 Church. Reasonable expenses may be advanced by the Church in defending such actions.

13.02 Determination of Right. A determination of the right to indemnification under the Act shall be made by legal counsel selected by the majority vote of the Core Leadership Team.
ARTICLE 14
MISCELLANEOUS PROVISIONS

14.01 Amendments to Bylaws. These Bylaws may only be altered, amended, or repealed, and new bylaws may only be adopted by a majority vote of the Core Leadership Team.

14.02 Construction of Bylaws. These Bylaws shall be construed in accordance with the laws of the State 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. 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 the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male, female or neuter genders shall be deemed to include the other genders, all singular words shall include the plural, and all plural words shall include the singular.

14.03 Seal. The Core Leadership Team may provide for a corporate seal.

14.04 Power of Attorney. A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Church to be kept with the Church records.

14.05 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Church members, CLT Member, officers, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

14.06 Christian Alternative Dispute Resolution. In keeping with 1 Corinthians 6:1-8, all disputes which may arise between any member of the Church and the Church itself, or between any member of the Church and any Pastor, Director, officer, employee, volunteer, agent, or other member of this Church, shall be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and supervision of the Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation, or similar faith-based mediation and arbitration group. In the event that the Institute for Christian Conciliation ceases to exist during the course of this Agreement, arbitration under this section shall be conducted according to the rules of the American Arbitration Association. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding including payment of their own attorneys’ fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

If a dispute may result in an award of monetary damages that could be paid under a Church insurance policy, then use of the conciliation, mediation, and arbitration procedure is conditioned on
acceptance of the procedure by the liability insurer of the Church and the insurer’s agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Church, and shall in no way affect the authority of the church to investigate reports of misconduct, to conduct hearings, or to administer discipline of members.

ARTICLE 15
EMERGENCY POWERS AND BYLAWS

An “emergency” exists for the purposes of this section if a quorum of the Core Leadership Team cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Core Leadership Team may: (i) modify lines of succession to accommodate the incapacity of any Core Leadership Team member, officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional office, or authorize officers to do so. During an emergency, notice of a meeting of the Core Leadership Team only needs to be given to those Core Leadership Team members for whom such notice is practicable. The form of such notice may also include notice by publication or radio. One or more officers of the Church present at a meeting of the Core Leadership Team may be deemed Core Leadership Team members for the meeting, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Church and may not be the basis for imposing liability on any Core Leadership Team Member, officer, employee or agent of the Church on the ground that the action was not authorized. The Core Leadership Team may also adopt emergency bylaws, subject to amendments or repeal by the full Core Leadership Team, which may include provisions necessary for managing the corporation during an emergency including: (i) procedures for calling a meeting of the Core Leadership Team; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Core Leadership Team members. The emergency bylaws shall remain in effect during the emergency and not after the emergency ends.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of John Wesley Methodist Church and that the foregoing Bylaws constitute the Amended and Restated Bylaws of the Church. These Bylaws were duly adopted by the Core Leadership Team of the Church dated ________________.

By: ______________________________

Name: ARLENE ROLLINS

Title: Secretary