

2025-26607 / Court: 55

CAUSE NO. _____

**JEREMIAH COUNSEL
CORPORATION,
Plaintiff,**

v.

**BEN YOUNG, HOMER
EDWIN YOUNG, et al.
Defendants**

§ **IN THE DISTRICT COURT**
§
§
§ **HARRIS COUNTY, TEXAS**
§
§ **____ JUDICIAL DISTRICT**

PLAINTIFF'S ORIGINAL PETITION

Plaintiff Jeremiah Counsel Corporation ("Jeremiah" or "Plaintiff"), a Texas non-profit corporation, files this action against Defendants Ben Young, Homer Edwin Young, Lee Maxcy, Dennis Brewer, Jr. and Second Baptist Church Corporation. Reserving all rights to amend this pleading, Plaintiff respectfully shows the following:

**I.
Parties**

Jeremiah is a nonprofit corporation organized under the laws of Texas. Jeremiah's place of business is in Harris County, Texas. Jeremiah's purpose is promote, develop, and restore integrity, accountable governance and donor protection for churches organized under the laws of the State of Texas, by endorsing member-elected independent boards of directors to oversee the financial, business and governance affairs of the churches. Jeremiah's members voluntarily joined the corporation; these members support its mission; these members receive updates about the preparations and status of this action from Jeremiah's president; and these members have the opportunity to have input and give direction for this case.

Each of Jeremiah's members either is or was a long-standing member at Second Baptist Church, and each was also a member of the church at the time of all the acts and events at issue in

the case and complained of here. Jeremiah's members would otherwise have standing to assert the claims made here in their own right. The interests that Jeremiah seeks to protect are germane to its purpose. Further, neither the claims asserted in this action, nor the relief requested herein requires the participation in the lawsuit of each of the individual members. Plaintiff Jeremiah has the capacity to assert the claims made here under laws including, but not limited to, Tex. Bus. Orgs. Code § 252.007. Plaintiff also has standing to pursue relief for Defendants' ultra vires acts under Tex. Bus. Orgs. Code § 20.002 (c) (1)-(2), (d).

Defendant Ben Young, an individual who is a resident of Texas, may be served with process at 6400 Woodway Dr., Houston, Harris County, Texas 77057. Ben Young is the son of H. Edwin Young and the brother of Edwin Barry Young. Ben Young asserts that he is Senior Pastor of Second Baptist Church.

Defendant Homer Edwin Young ("H. Edwin Young"), an individual who is a resident of Texas, may be served with process at 615 Voss Rd., Houston, Harris County, Texas 77024. H. Edwin Young is the former Senior Pastor of Second Baptist Church.

Defendant Lee H. Maxcy, an individual who is a resident of Texas, may be served with process at 6400 Woodway Dr., Houston, Harris County, Texas 77057. Lee Maxcy is an Associate Pastor at Second Baptist Church and longtime assistant to and friend of H. Edwin Young and Ben Young.

Defendant Dennis Brewer, Jr., is an individual who is an attorney licensed in Texas and is also a resident of Texas. He may be served with process at 920 South Main Street, Suite 100, Grapevine, Tarrant County, Texas 76051.

Defendant Second Baptist Church Corporation ("Second Baptist") is a nonprofit corporation organized under the laws of Texas with its principal place of business in Houston,

Harris County Texas. It may be served with process through its registered agent, Lee H. Maxcy at 6400 Woodway Dr., Houston, Harris County, Texas 77057.

II. Discovery Control Plan

Plaintiff intends to conduct discovery under Level 3 of the Texas Rules of Civil Procedure 190.3.

III. Jurisdiction

Each of the Defendants is a resident of Texas. Defendants have committed, or actively participated in, breaches of duty, torts and/or ultra vires acts within the state of Texas. Defendants are amenable to service by a Texas court. The amount at issue in this case is within the jurisdictional requirements of the Court.

IV. Venue

Venue is permitted in this Court because all or a substantial part of the events or omissions giving rise to this action occurred in Harris County, Texas. Venue is also permitted in Harris County because Defendants, or a number of them, resided in Harris County at the time Plaintiff's causes of action accrued. Defendants have also committed torts, breaches of duty and/or ultra vires acts in Harris County, or actively participated in torts, breaches of duty and/or ultra vires acts which others committed in Harris County. *See* Tex. Civ. Prac. & Rem. Code § 15.002(a)(1)-(2). All of Plaintiff's claims against Defendants arise out of the same series of transactions or occurrences.

V. Introduction

Second Baptist has served as a beacon of faith in Houston for nearly a century. Given tireless efforts by a vibrant and hard-working membership -- and given prudent management by dedicated and independent Board of Trustees -- the church has thrived for decades. Second Baptist is now blessed with approximately 94,000 members. In addition, the church has expanded the reach of its ministry through six campuses currently located throughout the Houston area. Guided by principles of faith, accountability and transparency, the Board of Trustees has ensured prudent governance and financial transparency for the Second Baptist congregation, with the intent that the church will be in the best position to serve many generations of Houstonians in the future.

Unfortunately, in 2023, H. Edwin Young became determined to secure the ascendance of his son, Ben Young, to H. Edwin Young's position as Senior Pastor to Second Baptist's 94,000 congregants. In doing so, H. Edwin Young and others circumvented the democratic processes which had long been observed under existing church Bylaws for 95 years. This move was not merely about family succession. It was also about consolidating power and control over church governance and church assets. H. Edwin Young collaborated with close allies -- including Ben Young, Lee Maxcy and Dennis Brewer, Jr. -- to orchestrate undisclosed and unvetted amendments to the Bylaws at Second Baptist. The represented and ostensible purpose for these amendments was to clarify the church's beliefs, and to reinforce its stance on social issues such as marriage and family, in response to the "woke agenda." However, the true objective for the amendments was to radically alter Second Baptist's long-observed democratic governance processes -- and to eliminate the congregants' voice in church matters in its entirety -- by, e.g., abolishing church members' rights to vote, installing an unelected and unaccountable board, and concentrating almost all power, including the power to select the future church Pastor, in the Pastor alone.

The subterfuge, and false statements about the purpose of the Bylaws amendments, worked. Amended Bylaws were approved at a sparsely attended meeting where the attendees were not even permitted to see or read a copy of the actual amendments before a purported vote was held.

What had once been an exemplar of transparency, accountability and genuinely-held Christian conviction for Houston's faith-based community was thus to be transformed into a business controlled by a small and self-interested group of people motivated largely by their own financial gain. Second Baptist's founding principles of shared governance, trust, and service to the faithful were to be abandoned in favor of a "megachurch" autocracy more concerned with the getting of dollars than the teaching of charity and goodwill.

As a result of the Defendants' self-interested acts, and their attempted takeover of Second Baptist's governance, properties, and financial assets, it has become a necessary to file this action. This situation is one that Plaintiff truly would have preferred to avoid. Defendants' misconduct, and their repeated refusals to reinstate the democratic processes of Second Baptist, have unfortunately required that this action be filed.

VI. Facts

A. Second Baptist and its ministry

Founded in 1928, Second Baptist is a 97-year old Houston institution. Before Defendants' self-dealing occurred, Second Baptist enjoyed decades of transparent governance under the leadership by an independent Board of Trustees. The Trustees, who were long-time members of Second Baptist and who were elected by the members of the church more than 20 years ago, acted pursuant to the church Bylaws, as is typical for non-profit entities, ensuring prudent and transparent church governance and sound financial management. As the result of at least twenty

years of good governance, the long leadership of Pastor H. Edwin Young, and the work of an educated congregation, Second Baptist grew until it now has approximately 94,000 registered members and six different campus churches throughout the area.

For years, the members and trustees had trusted Pastor H. Edwin Young's judgment, character, and leadership. His service had been characterized by selflessness, and personal sacrifice -- such as directing royalties from his book be put toward church finances. The members of Second Baptist saw him as a devoted servant of God, and his leadership was for years integral to the church's success. But as H. Edwin Young approached his 85th year, his vision for the church's future took a different turn, one placing his own family over faith and self-interest over transparency.

In 2023, H. Edwin Young began to consider ways that he could continue his ministry in a different manner at Second Baptist, and ensure that his son, Associate Pastor Ben Young, would succeed him as the Senior Pastor. He delegated much of responsibility for finance and accounting of the church to Associate Pastor Lee Maxcy, who has served as the Church Administrator for over 40 years. Ben Young and Lee Maxcy were thus tasked with attending to the management requirements for a very large congregation.

The annual budget for Second Baptist is now approximately \$84 million, and the church owns significant real estate and financial assets. In the past, finances of the church were overseen in a wholly transparent manner by the Trustees, and several committees comprised of church members. Church assets were managed for the benefit of the 94,000 church members.

B. The contrasting style of Edwin Barry Young and his multi-city Fellowship Church

Senior Pastor H. Edwin Young's eldest son, Edwin Barry Young, is also a minister. He serves as Senior Pastor of the Fellowship Church, a religious organization that he originally started

in a rented office space near Irving, Texas. But unlike the more traditional approach to worship found at Second Baptist, Edwin Barry Young's ministry practices the "megachurch" or televangelist style of pastoring which, some contend, sees religion as a business – and a business that ought to afford the pastor and his family a very nice living.

Edwin Barry Young's Fellowship Church has its principal location in Grapevine, Texas. But this church also operates satellite campuses in Plano, Fort Worth and Dallas, Texas, in North Point, Florida, in Columbia, South Carolina, in Norman, Oklahoma, and even in the Shoreditch District of London, UK.

Edwin Barry Young, however, is not a pastor without controversy. *See* [https://en.wikipedia.org/wiki/Ed_Young_\(Fellowship_Church\)](https://en.wikipedia.org/wiki/Ed_Young_(Fellowship_Church)). *See also* Christopher Wynn, Dear God: Is Dallas society ready for Fellowship Church's sex-loving, million dollar minister?, The Dallas Morning News at 1 (Dec. 12, 2013), available at res.dallasnews.com/interactives/2013_December/pastored/.

Edwin Barry Young's control of his church's assets has also been controversial. For example, in 2021, Fellowship Church abruptly sold its South Miami campus. This sale was not disclosed to the congregants in advance and it occurred only shortly after the congregants had been urged to make year-end gifts; this sale also was thought to have occurred because the campus was not as financially successful as others. *See* Julie Roys, *Fellowship Church Surprises Miami Congregation with News Church Has Been Sold*, The Roys Report at 3 (April 1, 2021) available at <https://julieroys.com/fellowship-church-sold-miami/>.

Another example is Edwin Barry Young's controversial use of a private jet. *See* WFAA News 8 Investigates: "Fellowship Church leased jet travels to exotic destinations."

<https://www.wfaa.com/article/news/local/investigates/fellowship-church-leased-jet-travels-to-exotic-destinations/287-411197825>.

During much of this time, Defendant Dennis Brewer, Jr., not only maintained his own law practice, but also served as the CFO for Fellowship Church. While a CFO should closely monitor a church's spending, Brewer apparently approved of Edward Barry Young's actions. He also failed to timely prevent other financial irregularities. For example, in 2021, former Fellowship business manager Lara Lynn Ford "received a 10-year prison sentence for stealing \$1.4 million from the Church's housing allowance." *See* Shambaugh at 11.

Edwin Barry Young's and Dennis Brewer, Jr.'s Fellowship Church has no voting members, and its bylaws, which concentrate all power and control in the senior pastor and his personally selected ministry leadership team with no independent oversight, are strikingly similar to the amended bylaws foisted upon Second Baptist by the Defendants.

C. Pastor H. Edwin Young's succession plans

H. Edwin Young was proud of the fact that his three sons followed him into the ministry. Edwin Barry Young has his own church, but Ben Young served under his father as an Associate Pastor at Second Baptist for many years, and son Cliff Young worked in music ministry and media ministries for the church. H. Edwin Young very much wanted Ben Young to succeed him as the Senior Pastor at Second Baptist. He also wanted the power to simply appoint Ben Young as his successor – without any need to be anxious about whether his son would be selected if Church members were to follow the traditional method of electing a Pastoral Selection Committee and subsequently voting on a pastoral candidate recommended by that committee. H. Edwin Young was also concerned that even if Ben Young were appointed as Senior Pastor, he could be removed by the members.

D. Senior Pastor H. Edwin Young's other sons saw the lifestyle their brother enjoyed – and determined to get the same for themselves.

Senior Pastor H. Edwin Young's immediate and extended families appear to be a close-knit group. They speak and confer, not only on family news, but also on management matters at their respective churches. As result, Ben Young, his brother Clifford Young, and their cousin Mac Richard were all aware of the financial success that Edwin Barry Young had achieved in building up the Fellowship Church into a seven-campus "entertainment ministry."

Ben Young with the support of his family members, sought the same power and control as Edwin Barry Young has with Fellowship Church. Thus these individuals began to plot changes at Second Baptist, and initiated a plan to co-opt its governance mechanisms, real properties, financial assets and resources for assimilation into another "entertainment ministry" which could be managed like the religion-as-a-business model practiced by Edwin Barry Young.

E. The takeover plan

With the dual motives of controlling Pastor succession and seizing control of church finances, H. Edwin Young, Ben Young and Lee Maxcy used the church to retain Dennis Brewer, Jr. (who is sometimes referred to as a "church lawyer") to draft amended Articles and Bylaws. After these four persons (the "Young Group") had discussed and agreed upon the details for plan, it was time for them and others to take the first step.

Under the guise of protecting Second Baptist from the "woke" agenda, the Young Group surreptitiously drafted amended Articles of Incorporation and Amended Bylaws, which while starting with traditional Baptist religious doctrines, sought to radically alter the governance and oversight of the Church. Despite the existence of an independent Board of Trustees and multiple Second Baptist committees which should have been in charge of any amendments to the governing documents, the Young Group circumvented these groups to surreptitiously draft a different set of

articles and bylaws intended to benefit them alone – at the expense of the church and congregants’ interests.

F. Second Baptist’s long-standing Articles, Bylaws, committees and officers

The right of the members of Second Baptist to vote is enshrined in the original 1928 Articles of Incorporation, which state that members of Second Baptist’s governing body – its Board of Trustees – “may be either elected annually, or in Classes with terms of office not exceeding three (3) years.” Ex. 1, Article V. This right of the members to vote was further affirmed by the fact that all subsequent changes to the Articles of Incorporation, *e.g.*, in 1978 and 2023, have been voted on by the members.

The existing Church Bylaws were then set out in a document titled “Bylaws and Policies, Second Baptist Church, Revised November 2005” (the “2005 Bylaws”). See Ex. 2. In addition to constituting the Bylaws for the church, this document also states that the 2005 Bylaws function as Second Baptist’s “Policy Manual.” *E.g.*, Ex. 2, 2005 Bylaws at 1 & Art. II, § 8; Art. III § 1.

A linchpin of the 2005 Bylaws is a provision continuing the tradition and right of Second Baptist’s members to control the governance of the church, to vote on all church business, including Second Baptist’s policies, its officers and its financial plans, and the opening of any new church locations in Houston. This power of the members is secured, *e.g.*, in Article I, which provides, “Every member of the church is entitled to vote at all church business conferences, provided the member is present.” Ex. 2, Art. I, § 2(1).

The 2005 Bylaws also provide that the officers of the church shall include, among others, the church Pastor, members of the Board of Trustees and the church Attorney. 2005 Bylaws Art. II. The Bylaws require that the Pastor be elected by the church members at a meeting conducted with at least one week’s public notice. *Id.* Art. II, § 1. The 2005 Bylaws further state that the

Board possesses the powers set out in Second Baptist's Articles of Incorporation, and that Trustees act "as the legal officers of the church." *Id.* Art. II, § 2. These Articles of Incorporation establish that the Trustees are the officers of the church who are the individuals expressly empowered to act on the church's behalf. Ex. 1, 1928 Arts. of Inc. & 1978 Arts. of Amend., Art. 10.

In addition, the 2005 Bylaws provide for a Policy Committee comprised of seven (7) to ten (10) members who "shall be responsible for receiving recommendations from church committees and staff concerning the creation, and/or revision of church policy" and "for formulating these recommendations into [the] Policy Manual," a/k/a the 2005 Bylaws, which is then to be "approved by the vote of the church before such policy will become effective." Ex. 2, 2005 Bylaws Art. III, § 2.

Similarly, the 2005 Bylaws provide for a Legal Committee comprised of five (5) to seven (7) members. *Id.* Art. III, § 2. This section states the Chairman of the Legal Committee "shall function as the Church Attorney," and the Legal Committee "shall be responsible for providing legal counsel concerning all business ... when requested by the staff ... or Trustees." *Id.* The Bylaws also confirm that the Church Attorney "shall be responsible for providing legal counsel concerning all legal matters of the church when called upon by the church staff or ... Trustees." Art. II, § 6. The 2005 Bylaws require that the Church Attorney "shall review all material and contractual documents, or agreements, entered into on behalf of the church before execution." *Id.* Art. II § 6.

Finally, the 2005 Bylaws make it clear that amendments to the Bylaws and Policies must be voted upon and approved by the members. Art. XIII.

The Defendants ignored all of these Bylaws provisions in attempts to implement their takeover plan.

G. The normal conduct of church business

On May 3, 2023, the Board of Trustees held a regular scheduled meeting. The agenda included discussion of a street easement, a water well at the West Campus and scholarships to be administered by the Weaver Foundation. Lee Maxcy attended this meeting. Despite the fact that the Young Group was then actually at work drafting purportedly new Bylaws for the church, Maxcy did not disclose the ongoing preparation of new bylaws or the activities of the Young Group to the Trustees.

H. The misleadingly noticed May 31, 2023 “Church Business Meeting”

On Friday May 19, 2023, Second Baptist posted at the end of a weekly newsletter on a little-read website that there would be a meeting of the Church Members to vote on amendments to the church Bylaws. And on Sunday, May 21, 2023, an announcement was made from the Sunday morning pulpit about this meeting; this announcement indicated the sole purpose of the meeting was protecting the church against the “woke agenda.” No announcement was made that these amendments would take away forever the members’ right to vote on any matter, including any new senior pastor, any sale of any church property, any merger, any name change or even transactions between the church and the senior pastor. At no time were the Board of Trustees or any church committee members informed of, or asked to review any, amendments to the Bylaws. In fact, the Trustees were unaware of this upcoming church meeting until one of the Trustees heard about the announcement on May 21, 2023.

At about 8:00 p.m. on Friday May 26, 2023, Senior Pastor H. Edwin Young emailed what appeared to be a routine church bulletin to Second Baptist members. The first two paragraphs, making up about 70% of the email, spoke to the upcoming Memorial Day and the church activities

relating to it. Ex. 3. Then, buried near the bottom of this ordinary-looking bulletin were three lines stating:

Also, on Wednesday night, May 31, 6 p.m. in the Woodway Campus Fellowship Hall, the church will have a called Church Business Meeting to update our Bylaws to protect our ability to continue to operate as a biblical church.

Ex. 3.

In other words, this deliberately inconspicuous, and legally insufficient, three (3)-line paragraph – buried in a routine posting primarily directed to other matters – advised members that a purported “called Church Business Meeting” was to occur on a mid-week evening only five (5) days later. The email was directed to a long list of recipients and may have been caught in many members’ spam folders.

None of these intentionally vague notices provided information about the actual content or effect of the purported Bylaws “updates.” This notice was also deceptive in that it did not mention the elimination of the members’ right to vote, nor major changes to governance giving the Senior Pastor and successive Senior pastors virtually complete control of the church assets. It further failed to disclose that the “called Church Meeting” was actually part of the Young Group’s plan to falsely claim that these radical changes to Second Baptist’s governance procedures and its Bylaws language had been approved at a fairly-noticed meeting of the church members.

Individuals, including the Trustees and other members who inquired about the meeting, were again advised that it was for the purpose of voting on Bylaws amendments that would protect Second Baptist from the “woke agenda.” These statements were part of an intentional plan to alert as few members as possible to the other purpose for this church meeting, and to mislead those who did see the notices.

I. The Associate Pastor’s denials

When asked why the Trustees and others were not consulted about any Bylaws “updates,” nor included in any discussions for the purported “updates,” Associate Pastor Maxcy claimed that no Board of Trustees at Second Baptist even existed, even though Maxcy had called a meeting of the Board of Trustees on May 3, 2023, just 16 days before the first announcement of the called meeting of members. Then, in a contradictory statement, Maxcy stated that the persons involved in creating the “updates” to the amendments had engaged an attorney, Dennis Brewer, Jr., and that the attorney had found a way to “go around” the Trustees and get the “updates” approved by the members without the involvement of the Trustees. Maxcy claimed that there was no obligation on the part of those behind the purported Bylaws’ “updates” to involve any other persons in the process. Instead, he claimed that the only requirement for the proposed Bylaws amendments to become effective was a simple majority vote of the members who would attend the purported May 31, 2023 “called Church Business Meeting.”

Maxcy’s statements had the effect of denying that the Trustees, the Church Attorney, the Legal Committee, the Policy Committee or other committees needed to be in any way involved in, or apprised of, any plans to amend or revise the 2005 Bylaws. The Young Group’s actions denied the Board of Trustees and the committees the proper opportunity to conduct an appropriate legal and good governance process review of the purported Bylaws “updates.”

J. The purported notices concealed the true intent for the purported Bylaws “updates”

The purported notices advising recipients of the May 31 meeting were intentionally misleading by omitting material facts about the impact these radical changes would have on church governance – when the “updates” had been billed as changes to address the “woke agenda.” The notices were also deceptive in that they were intended to minimize the number of members who would become aware of the meeting. Alarming, despite the false description advanced by the

Young Group, most of the “updates” were directed to **permanently abolishing (1) church members’ rights to vote and to elect, e.g., Second Baptist’s Pastor and officers, to the governing body of the church, (2) church members’ rights to inspect Second Baptist’s books, financial records and governing documents, and to provide input on its financial direction and obligations, and (3) church members’ rights to provide input on church policies.**

Nowhere did any of the notices disclose or state that – if the purported Bylaws “updates” were to be validly enacted – **Second Baptist’s members would never again have any right to elect their Pastor or church officers, nor to examine church books and financial records, nor to provide any input on church policies and financial decisions.**

Simply put, comparing the descriptions in the notices to the actual language of the purported Bylaws “updates” shows that the intent was to draw as little attention as possible to a meeting only 12 days later meant to give H. Edwin Young, and then his son Ben Young, full power and authority over all Church matters without any involvement of the Church’s members. The timing, phrasing and means of delivery for this email all show that its true purpose was simply to give the Young Group control of Second Baptist’s financial assets, real property, governance structure and congregation – with a “fig leaf” to claim that “notice” had been given to the members.

K. The alarming changes sought in the purported Bylaws “updates” that would give Ben Young and the Young Group complete control over Second Baptist’s resources

The first four Articles of the purported Bylaws “updates” did in fact address the church’s Biblical positions, purpose and membership. However, buried in the membership provisions between how to become a member of Second Baptist and how to terminate that membership was a sentence completely eliminating the right to vote on any matter by any members. This radical

change was effectively concealed in such a way as to not allow a reader to realize that the elimination of voting rights did not apply just to membership matters but to all matters, contrary to how the Church's members had voted on for almost 97 years. This one sentence eliminated virtually all the Church members' rights on matters including voting for the members of the Board of Trustees and committee members, voting to approve the budget and major decisions to buy real estate or build new buildings, as well as the right to vote on any new senior pastor. This portion of the "updates" was meant to effect radical – and unconscionable – changes to the existing Second Baptist governance structures by eliminating all members' voting right and turn control over to the senior pastor and his hand-picked board members.

1. Complete elimination of church members' voting rights

The real purpose of the purported May 31, 2023 amendments was to concentrate all governance power at Second Baptist in the Senior Pastor, together with his small group of his hand-picked allies and family members. The "updates" make this intent to establish a megachurch-type autocracy clear by **completely abolishing church members' right to vote on absolutely any matters pertaining to Second Baptist**. The Young Group knew that they could not overtly seek these changes, because Tex. Bus. Orgs. Code §§ 22.105(b) requires that the members be provided with a written copy of the proposed amendment or with a summary of the changes effected by the amendment.

Thus to hide this radical change to the Articles of Incorporation, the Young Group wrote the amendment to the Articles of Incorporation so as to disguise the fact that it was designed to eliminate the members' right to vote. This amended language did so by subsuming the Young Group's changes in what appeared to be a simple update only to the *number* of directors, and then cross-referencing the "updates" to the Bylaws. *See* Ex. 4, Art. III ("This Corporation shall have

no less than the minimum number of directors as required by law up to the maximum number established by the Corporation's Bylaws, who shall hold office for a period of one year or until his successor is elected, appointed, or designated, and may serve successive terms").

The purported "updates" to the Bylaws then state:

Every member of the church shall comply with all guidelines and regulations as set out in any church policies. ... Plenary power to manage and govern the Church shall be vested as set forth in Article 5 of these Bylaws. As such, **members are not entitled to vote in person, by proxy or otherwise.**

Ex. 5, Art. 4.03(b) (emphasis added). This provision, eliminating the vote of members of the Church forever, was inserted as the last sentence of section 4.03 (b) of Article IV, which innocuously purports to deal with the qualifications of who may become a member of Second Baptist.

Unbelievably, this intent to completely abolish members' historical right to vote on its governing body and on church business was **not disclosed** by Maxcy, H. Edwin Young or Ben Young – whether in the purported notice for the May 31, 2023 meeting or at that meeting itself. In fact, despite requests for disclosure, neither the actual proposed Bylaws "updates" nor the proposed amendments to the Articles of Incorporation were provided to the members either before or during the meeting¹.

2. Replacement of the independent Board of Trustees with a newly-created "Ministry Leadership Team" handpicked by the new Senior Pastor from family members and allies

One principal effect of the referenced Article 5 of the "updates" was eliminating Second Baptist's independent Board of Trustees and replacing it with a so-called "Ministry Leadership

¹ Since the meeting, Ben Young and Lee Maxcy have continued to try to prevent the members from seeing the amended Bylaws by only allowing a member to *read* a copy during an appointment in Maxcy's office.

Team” (“MLT”), which H. Edwin Young, the Senior Pastor would initially chair. Ex. 5, Art. 5.01. The “updates” state that the MLT “shall be considered the board of directors of the Church, the governing body of the Church, and shall have all the rights, powers and responsibilities of the board of directors.” Ex. 5, Arts. 5.01- 5.02. In addition, “[a]ll corporate powers” of Second Baptist are to “be exercised by or under their authority,” and they would have “final authority” over “management of its financial resources” and “power to buy, sell, mortgage, pledge or encumber any church property.” *Id.*

The composition of the MLT would be completely controlled by the Senior Pastor, who would have exclusive authority to appoint the new members of the MLT. Subsequent members of the MLT would be nominated by the Senior Pastor, and would then be voted on – not by Second Baptist’s members – but by the then other members of the MLT. Ex. 5, Art. 5.03. (“The Senior Pastor ... shall nominate persons who he deems qualified to serve on the MLT. The persons nominated by the Pastor shall be presented to the MLT for election.”).

3. Control, and the ability to dispose of, all church property and financial assets – while having no fiduciary duty to Second Baptist

The purported Bylaws “updates” also provide that “the MLT shall be responsible for the **acquisition and disposition of Church property, which includes the management of its financial resources, and shall have the power to buy, sell, mortgage, pledge or encumber any church property and in related indebtedness.**” *Id.* Art. 5.02 (boldface added). In other words, Defendants who now claim to be a part of this so-called MLT assert they would have the right to control and/or sell any or **all of the Second Baptist property and financial resources which the church has accumulated since 1928, and to control all of its financial transactions.**

Perhaps most disturbingly, these bylaws “updates” also **expressly disclaim any fiduciary duties on the part of purported MLT Members**, including the Senior Pastor, while handling or

disposing of any church property or assets. The purported “updates” provide that “Team 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.** ...” 1st Am. Bylaws Art. 5.08 (boldface added). The Bylaws “updates” also would eliminate the usual conflicts of interest resulting from a trustee’s engaging in non-arm’s length transactions with the church, stating, “Contracts or transactions between Team Members, officers or members of the Church who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Team Member, officers or member of the Church is present at or participates in the meeting that authorizes the contract or transaction” Ex. 5, 1st Am. Bylaws Art. 5.10.

4. Elimination of members’ right to vote, or provide input on, the selection or discharge of the Senior Pastor

Since 1928, and as further provided by the 2005 Bylaws, Second Baptist members possessed the power to select and remove the Senior Pastor upon a vote conducted in church conference. Ex. 2, 2005 Bylaws Art. II, § 1. Like Second Baptist members’ other rights, this power would be permanently abolished under the purported Bylaws “updates.” Instead, authority to appoint the Senior Pastor resides solely with the existing Senior Pastor. Ex. 5, 1st Am. Bylaws §5.03. Likewise the power to remove the Senior Pastor would be vested solely in the MLT – the composition of which the Senior Pastor controls. *See* Ex. 5, 1st Am. Bylaws Art. 6.03. (“the Senior Pastor shall only be removed ... by the affirmative vote ... of two-thirds (2/3) of the Team Members present.”). Even then, the Pastor could only be removed on very limited circumstances evincing extreme misconduct. *See Id.*, 1st Am. Bylaws Art. 6.03.

5. The Senior Pastor’s nearly dictatorial power and control over Second Baptist business.

Under the purported Bylaws “updates,” the Senior Pastor would also have nearly dictatorial authority over church business and staff. These purported “updates” state, “The Senior Pastor shall supervise and control all the business in day-to-day affairs of the Church; shall be responsible for hiring a staff of his choice; shall supervise directly or by delegation all staff members so hired; and shall be vested with the authority, subject to ... contract, to terminate any staff member’s employment with or without cause.” Ex. 5, 1st Am. Bylaws Art. 6.05. In addition, under the purported “updates,” the Senior Pastor would also choose all the Deacons of the Church. *See* Ex. 5, 1st Am. Bylaws Art. 8 (“The Pastor or his designee will select Deacons from each campus.”). The purported “updates” further give the Senior Pastor complete control over the Second Baptist K-12 School, stating, “The Head of School, faculty, and staff of the school are considered members of the staff of Second Baptist Church and therefore are responsible to the Senior Pastor.” Ex. 5, 1st Am. Bylaws Art. 12.01.

6. Anticipating litigation as a result of their actions, the Young Group included indemnification provisions in the purported Bylaws “updates”

Anticipating that their attempted coup to gain total control of Second Baptist property, financial assets and governance might encounter resistance, the Young Group carefully included indemnification provisions in their Bylaws “updates.” The updates provide, “The Church shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or completed action ... by reason of the fact that said person is or was an MLT Member (director) or officer of the Church (a ‘covered person’) to the fullest extent permitted by the Texas Business Organization’s Code” Ex. 5, 1st Am. Bylaws Art. 13.01.

Once again showing their true colors, the Young Group thus sought to make the Church pay for their legal fees even to defend future actions they might take to the detriment of the Church.

L. The Young Group’s rejection of wholly reasonable requests

The Trustees and others were concerned about the insufficient notice and inadequate explanation given for these undisclosed Bylaws changes. Initially, Lee Maxcy only wanted a single Trustee to see the proposed new bylaws until that Trustee could speak with H. Edwin Young and only when all portions of the new Bylaws were in final form. Maxcy then asked that Trustee to only send the first four Articles to the other Trustees. Although the Trustee forwarded the first four articles on May 25, 2023 as he was asked to do, the Trustee specifically asked Maxcy to postpone the members meeting until the Board of Trustees could have adequate time for review and discussion. Maxcy refused.

The remaining Articles were then provided 2 days later, on Saturday May 27, 2023. Unbeknownst to the Trustees, the intended effect of this split was to further obscure the removal of voting rights, buried in Article 4 ("Church Membership, Marriage, Family") from the governance provisions in Article 5 ("Management of the Church, Ministry Leadership Team"), Article 6 ("Officers"), and Article 7 ("Teams").

With the Church business meeting already scheduled for May 31, 2023, the Board of Trustees held a hastily called meeting on May 30, 2023. Under pressure from long term Senior Pastor H. Edwin Young, and trusting that H. Edwin Young would exhibit the character to agree to correct onerous provisions in the Bylaws "updates," the Trustees reluctantly acquiesced in submitting the proposed amendments to a vote of the members. At the end of the Trustees meeting, the Trustees specifically requested that Maxcy furnish actual copies of the Bylaws "updates" and governing documents to the members at the meeting before the vote. This request was likewise rejected by Lee Maxcy.

M. The Young Group's position: Any members' rights to select the church Pastor and officers, or to provide input on church financial transactions and policies, were permanently abolished at a mid-week

evening meeting of less than one-quarter of one percent of the church membership.

Second Baptist currently has approximately 94,000 registered members. Given (1) that the purported May 31, 2023 meeting was called in a rushed and improperly-noticed manner over Memorial Day weekend for a Wednesday night meeting, (2) that the real purpose of the purported Bylaws “updates” was concealed, and (3) that transparent information about the effect of purported Bylaws “updates,” and copies of the “updates” themselves, were not provided, circulated or otherwise disclosed or explained to the church membership, only about 200 of Second Baptist’s 94,000 members attended on May 31. Many, if not most, of the attendees were Church staff members, who were told by the Young Group to attend and vote for the amendments. Prior to and at the purported meeting, H. Edwin Young and others acting in concert with the Young Group made misleading statements about the effect of the “updates.” These misleading statements included, but were not limited to, express representations that:

- That the new Board, or “Ministry Leadership Team” created by the amendments “would look just like” the old Board of Trustees; and
- That the purpose of “updates” was – not to effect any change in governance of the church – but to protect Second Baptists and its values from the “woke agenda.”

Although H. Edwin Young provided copies to a few select members of the church requesting their specific attendance and support for these bylaws, the other Church members, including even those attending the meeting, were never provided a copy of the proposed Amended Bylaws or the proposed Amendments to the Articles of Incorporation. Instead, different individuals addressed the Bylaws “updates” in a vague or general manner --- with no mention of how the amendments were drafted, the onerous effect of the amendments on members’ rights, and most significantly, no mention at all of the elimination of the members’ rights to vote as previously allowed per the

Articles of Incorporation and the existing Bylaws. As a result, a majority of the 200 or so members present voted in favor of the alleged amendments with only a few dissents.

Based on this purported “majority vote” at an inadequately-noticed meeting of less than **one-quarter of one-percent** of church’s members, the Defendants contend, among other things, that:

- Members’ rights to vote on any matters affecting church governance, finances, property or policies have been completely eliminated;
- Defendants and their hand-picked allies completely control all of Second Baptist’s governance, real property and assets;
- Defendants have abolished Second Baptist’s independent Board of Trustees;
- Defendants have replaced the prior independent Board of Directors with a so-called Ministry Leadership Team (“MLT”) first selected by H. Edwin Young, and now handpicked by Ben Young from among Ben Young’s family members, relatives, close friends or staff under his control;
- Senior Pastor Ben Young has sole going-forward final authority to nominate the potential future members of the MLT – and thereby now controls the future membership of the MLT;
- The MLT alone has power to control and dispose of church real property and financial assets as it sees fit;
- Members’ rights to elect the Senior Pastor and church officers have been permanently eliminated, and any members’ voice or input into church governance and policy likewise permanently eliminated;
- Members’ rights to review and inspect Second Baptist’s financial books and records have been eliminated; and
- The Senior Pastor has been granted nearly total control over church policies, finances, and hiring and firing decisions.

N. The new Senior Pastor’s purported termination of H. Edwin Young and others at Second Baptist, and his picks for the so-called “Ministry Leadership Team”

On Sunday, May 26, 2024, less than one year following the purported May 31, 2023 meeting, and in contravention of 2005 Bylaws requiring that the Pastor of Second Baptist be elected by church members, *see* Bylaws Art. II, § 1, then Senior Pastor H. Edwin Young, from the

pulpit, stated that he and his wife, Lisa, were not stepping down or retiring, but stepping “up” to serve the church in new ways and with particular media ministries. Therefore he, H. Edwin Young stated, he was appointing his own son, Ben Young, as the new Senior Pastor of Second Baptist, with the approval of the MLT. At that time, many Church members were confident that the Church would be governed in the manner as it had been -- with H. Edwin Young still involved and mentoring Ben Young. This confidence was short lived.

Knowing the true effects of the purported amended Bylaws, on the very next day, May 27, 2024, and less than 24 hours later, Ben Young ordered his father to vacate his office and cease his involvement in the church. That same day Ben Young also summarily fired the Headmaster of Second Baptist’s K-12 School and the Choir Director. Then, as part of efforts to consolidate power among those who had participated in the surreptitious attempt to update the Bylaws and hi-jack church governance, Ben Young formally appointed his brother Cliff Young to the MLT. Ben Young also then appointed Mac Richard, his cousin, and Dennis Brewer, Jr. the Fellowship Church CFO and attorney, to the MLT.

Dennis Brewer, Jr. has spent years representing televangelists and “megachurch” pastors including his involvement with the Youngs. Dennis Brewer, Jr. serves or has served as general counsel and CFO of Edwin Barry Young’s Fellowship Church for many years. Plaintiff asserts on information and belief that Brewer’s firm has helped create a template for TV ministers, televangelists, mega-church pastors and/or to operate large, purportedly religious enterprises in almost complete financial secrecy.

MLT member Thomas McClain (“Mac”) Richard is the founding pastor and Senior Pastor of Lake Hills Church in Austin, Texas, and is also a director of Edwin Barry Young’s Fellowship Church. Mac Richard is who Edwin Barry Young called to help defuse the unrest over the

Fellowship Church jet. Richard is married to the cousin of Edwin Barry, Ben and Cliff Young. Richard and his wife Julie Richard are managers of a company called Double Wide Ranch LLC, which was registered with the Secretary of State by Lara Lang of Brewer's firm. Dennis Brewer, Jr. is also on the board of the Lake Hills Church with Mac Richard.

In addition, Ben Young retained fellow Associate Pastor Lee Maxcy as a member of the new Ministry Leadership Team.

This closely-knit group now purports to hold the reins of power over Second Baptist and all the church's finances and assets.

O. The initial fruits of the Young Group's plan

With complete control vested in him and his hand-picked MLT, with no independent oversight, Ben Young has already begun financial improprieties. The first being the purported transfer of "The Winning Walk" program to H. Edwin Young.

The "Winning Walk" is a copyrighted multi-media platform that uses a website, books, videos, podcasts and an on-line bookstore to share the Second Baptist ministry with people across the country. This program was developed by Second Baptist's employees and officers using church resources, funds and facilities and constitutes the intellectual and physical property of the Second Baptist congregation.

Unfortunately, Second Baptist members have come to understand that, as part of their would-be coup and attempt to gain control of Second Baptist's governance, Ben Young and the MLT conveyed the rights to The Winning Walk program to H. Edwin Young, so that he can use the program for his own fundraising and to his own benefit and direction. Ben Young and the MLT has no right, legal or moral, to effect such transfers of church property. This alleged transfer lacked reasonable consideration and fair terms.

P. The future implications of the Young Group's misconduct

With this consolidation of power, Ben Young and the MLT are poised to make decisions dramatically altering the future of Second Baptist -- including the potential sale or of any church campus that they deem to be “underperforming.” The church’s assets, once protected by the oversight of an independent Board of Trustees, can now be liquidated at the discretion of a few – and liquidated for that few’s benefit. The new leadership could even approve mergers with other churches, including Ben Young’s brother’s and cousin’s churches, Fellowship Church and Lake Hills Church, to further cement the family’s financial control over an amalgamated religious “business” managed for their benefit². Without an independent Board of Trustees and enfranchised members, there is nothing to prevent the plundering and wholesale dismantling of Second Baptist.

Q. Defendants rebuffed all attempts to avoid legal action

Prior to this action being filed, numerous long-time members of Second Baptist have approached Ben Young in good-faith and asked that he, Maxcy and others cease these attempts to interfere with and usurp with the transparent church governance provided under the 2005 Bylaws. These requests have fallen on deaf ears, making this suit necessary.

**VII.
Causes of Action**

Each paragraph or subpart of this Petition is incorporated into all other paragraphs and subparts.

² This possibility is confirmed by the events in Florida, where Edwin Barry Young’s Fellowship Church merged with First Baptist Church of South Miami (established in 1945), and then subsequently sold the campus with no notice or explanation to the congregation.

Plaintiff's members have a concrete and direct interest in Second Baptist governance decisions occurring as directed in the 2005 Bylaws and Articles of Incorporation. The Articles and 2005 Bylaws enfranchise Second Baptist's members and assure those members of, *e.g.*, a right to vote on pastors and church business, and of meaningful input into Second Baptist's governance. Second Baptist's assets have been funded and purchased through the donations of its members, who relied on the facts that there was independent oversight and that its leaders had fiduciary duties. Thus the members have a concrete and direct interest in ensuring that any actions affecting Second Baptist's personnel decisions, finances, property and governance are made in a manner consistent with the Articles and 2005 Bylaws.

A. Claim for declaratory relief

Plaintiff and its members are interested persons under the Second Baptist's pre-May 31, 2023 Articles of Incorporation and 2005 Bylaws and possess actionable rights in Second Baptist's governance processes and its management per those governing documents. Plaintiff and its members have derivative standing to vindicate those rights, including, but limited to, standing as provided by Tex. Bus. Orgs. Code § 20.002 (c) (1)-(2) and (d).

Plaintiff requests declaratory relief under Tex. Civ. Prac. & Rem. Code §§ 37.003 - 37.004 construing the 2005 Bylaws and pre-May 31, 2023 Articles of Incorporation in relation to the challenged actions of the Defendants and those acting in concert with them. Specifically, Plaintiff seeks a declaration that the actions of Defendants in purporting to "update" or amend the 2005 Bylaws and the Articles of Incorporation were and are ultra vires acts which, in addition to being ultra vires, violated other legal duties of the Defendants, and are void and of no effect. The purported amendments to Second Baptist's Articles of Incorporation and the Bylaw "updates" are ultra vires acts and should be adjudged void acts for at least the following reasons:

- Tex. Bus. Orgs. Code §§ 22.105(b) and 22.156 require that the members voting on any changes to a non-profit corporation's articles of incorporation be provided with a written copy of the proposed amendment or a summary of the changes to be effected by the amendment. Defendants never provided, or caused to be provided, to Second Baptist members at the purported meeting held on May 31, 2023 a written copy of the purported amendments to Second Baptist's Articles of Incorporation, nor a summary disclosing that the effect of the amendments (as well as the Bylaws "updates") would be to eliminate the members' rights to vote on church business and to elect the members of Second Baptist's governing body.
- The Second Baptist Church Attorney as provided in the 2005 Bylaws Art. III § 2 did not review the purported "updates" to the amendments, as would be required under the 2005 Bylaws Art. II § 6 before those purported "updates" or amendments were executed or otherwise acted upon by Second Baptist.
- The Policy Committee of Second Baptist was not allowed to receive recommendations from church committees or staff concerning the creation or revision of church policy contemplated in the purported "updates" or amendments. Such receipt and review are required by 2005 Bylaws Art. III § 2. Nor were the revisions, additions, or deletions of church policy contemplated by the purported "updates" or amendments approved by a vote of the church occurring only after the necessary Policy Committee receipt and review, as required by 2005 Bylaw Art. III § 2.
- The purported "updates" and amendments were never reviewed by Second Baptist's Legal Committee. Instead, the Senior Pastor, Associate Pastors and other staff "went around" the Legal Committee and sought legal counsel, advice and review from Dennis Brewer, Jr. They also sought advice and counsel from Brewer on plans for claiming that the purported "updates" and amendments now control the governance of Second Baptist. This consulting with Brewer, instead of with the Legal Committee (including the Church Attorney) violated the 2005 Bylaws Art. III § 2.
- The 2005 Bylaws Art. VI require that the Pastor or church Moderator provide "reasonable advance public notice to the church membership" of church conference business meetings. The purported notice of the meeting on May 31, 2023, to update Second Baptist Bylaws was not reasonable advance public notice, given the size of Second Baptist's congregation, given that Memorial Day fell on May 29, and given other factors.

B. Breaches of fiduciary duty and ultra vires acts, including breaches subject to Tex. Bus. Orgs. Code § 20.002 (c)(2)

1. Breaches of fiduciary duty

Senior Pastor H. Edwin Young and Associate Pastors Lee Maxcy and Ben Young were at all relevant times officers and/or agents of Second Baptist. H. Edwin Young, Lee Maxcy and Ben

Young owed Second Baptist fiduciary duties. Upon information and belief, Plaintiff asserts that Dennis Brewer, Jr. had been retained by H. Edwin Young, Lee Maxcy and/or Ben Young to act as an attorney on Second Baptist matters, and thus he also owed Second Baptist fiduciary duties.

Rather than faithfully serving Second Baptist and its members, H. Edwin Young, Ben Young and Lee Maxcy put their own interests above the interests of the 94,000 members of Second Baptist. Although retained by Second Baptist, Brewer counseled H. Edwin Young, Lee Maxcy and Ben Young on taking the surreptitious steps needed in their attempt to seize control of Second Baptist's governance, and to obtain control of Second Baptist's property, financial assets and facilities for their own purposes. These surreptitious measures included, but were not limited to, the following:

- Concealing from the Board of Trustees, the Policy Committee, the Legal Committee and the Church Attorney the plans of H. Edwin Young, Lee Maxcy and Ben Young to draft purported "updates" or amendments to Second Baptist's 2005 Bylaws;
- Using Second Baptist's funds or resources, and/or the promise of such funds and resources in the future, to compensate Dennis Brewer, Jr. for his time incurred in counseling H. Edwin Young, Lee Maxcy and Ben Young on the surreptitious measures intended to gain control of Second Baptist's governance and finances and in drafting purported "updates" and amendments to the 2005 Bylaws;
- Sending a purported email notice of a "Church Business Meeting to update [Second Baptist] Bylaws" intended to protect Second Baptist's "ability to continue operating as a Biblical Church" with full knowledge that this notice was deceptive and omitted material details about the true purpose of the meeting, and with further knowledge that the short notice of the meeting, together with its mid-week date, would mean that only a fraction of a percent of Second Baptist's registered members would attend; and
- Denying requests by church Trustees and members that Lee Maxcy, H. Edwin Young and Ben Young (1) provide to church members transparent information about the true purpose of the May 31 meeting, (2) an actual copy of purported "updates" and amendments to be discussed and purported voted on the at the purported "Church Business Meeting," (3) disclose that the Purported Amendments were not confined to protecting Second Baptist from the "woke agenda" but were intended to effect a seizure of control over Second Baptist property, financial resources and governance mechanisms from the Trustees and from members entitled to vote on Church business under the 2005 Bylaws, and (4) postpone the purported "Church Business Meeting," and reschedule any such meeting until

a date after fully transparent information about the purported “updates” and amendments had been distributed to and understood by Second Baptist’s members.

Each of the above acts and/or omissions constituted breaches of fiduciary duty, in addition to being an *ultra vires* act. Further, to any extent that Dennis Brewer, Jr., provided counsel to H. Edwin Young, Lee Maxcy and Ben Young and others on the above acts and/or omissions, whether before or after May 31, 2023, while acting as counsel to Second Baptist – rather than to these persons in their individual capacities – he likewise breached his fiduciary duties to Second Baptist.

Defendants’ breaches of fiduciary duty and *ultra vires* acts caused damages to Second Baptist. Upon information and belief, those damages include, but are not limited to, excess compensation, improper dispositions of church property and improper expenditures.

2. Relief under Tex. Bus. Orgs. Code § 20.002 (c)(2)

Jeremiah is comprised of members of Second Baptist. Second Baptist is a non-profit corporation and organization. Under Tex. Bus. Orgs. Code § 20.002 (c)(2), Jeremiah asserts claims for its members in a representative suit and capacity against the current purported officers and directors of Second Baptist who are part of the Young Group. As set out above, the members of the Young Group exceeded their authority under the 2005 Bylaws and the Articles of Incorporation. These actions are *ultra vires*. These *ultra vires* acts by members of the Young Group are also a breach of their fiduciary duties to Second Baptist within the meaning of section 20.002(c)(2) and, *e.g.*, *Carmichael v. Tarantino Properties, Inc.*, 604 S.W.3d 469, 475 (Tex. App. – Houston [14th Dist.] 2020, pet. denied). Jeremiah requests damages on behalf of Second Baptist for the injuries that members of the Young Group have caused Second Baptist.

C. Civil conspiracy to commit *ultra vires* acts and breaches of fiduciary duties

As set out above, two or more persons, including H. Edwin Young, Ben Young, Lee Maxcy and Dennis Brewer, Jr. desired the success of the above-described surreptitious acts meant to seize control of Second Baptist's properties, financial resources, facilities and governance mechanisms. All these Defendants had a combination or meeting of the minds on the object or course of action, *i.e.*, seizing of control of Second Baptist's properties, financial resources, facilities and governance mechanisms by the above described ultra vires acts and breaches of fiduciary duty. Each of these Defendants engaged in one or more unlawful, overt acts to affect their plan to seize control of Second Baptist by means of steps taken both before and after the purported "updates" of or amendments to the Bylaws. Second Baptist has suffered damages from the breaches of duty and ultra vires committed by these Defendants.

D. Conversion and violation of section Tex. Bus. Orgs. Code § 22.230(b)

"The Winning Walk" is an item of Second Baptist property which the Defendants possessed no legal right to control, dispose of or convey. Defendants, however, purported to convey rights to and control of The Winning Walk to H. Edwin Young. Second Baptist owned, had legal possession of, or was entitled to possession of this property. Defendants assumed and exercised dominion and control over the property in an unlawful and unauthorized manner, to the exclusion of and inconsistent with Second Baptist's rights. Second Baptist suffered damages.

In addition, the transaction purporting to convey The Winning Walk property to H. Edwin Young was not approved by a majority of disinterested directors or Trustees of Second Baptist. Instead, this decision was purportedly undertaken by the Young Group and/or other relatives of H. Edwin Young, and those who perceived it was in their financial interest to approve the transaction to facilitate the smooth execution of their plan. Accordingly, this transaction is void or voidable as made in violation of Tex. Bus. Org. Code § 22.230(b).

E. Claim for accounting

Due to the above described ultra vires acts and breaches of fiduciary duty, and due to Defendants' refusal to share transparent information about their use of affected funds, properties, monies and financial resources for their own purposes, rather than purposes authorized per the 2005 Bylaws, Plaintiff and Plaintiff's members lack up-to-date information on Second Baptist's financial transactions and position since May 31, 2023. Plaintiffs pray for a full and complete accounting of the Defendants' transactions involving any Second Baptist real property, personal property or monies since May 31, 2023.

In addition, Plaintiff demands that Defendants preserve for inspection and production to Plaintiff all post-May 31, 2023 records of transactions involving the church's real property, personal property, funds or monies, including but not limited to bank records, wire transfer records, tax filings and tax records, tax forms, records maintained by Certified Public Accountants for Second Baptist, records of salary expenditures, compensation or bonuses provided to Pastors, officers, directors, employees, contractors or attorneys, expense reports and records of any gifts or donations from May 31, 2023 through the date this action is resolved.

F. Request for permanent injunction, and injunctive relief and set aside under Tex. Bus. Orgs. Code §§ 20.002 (c)(1) and 20.002(d)

1. The Young Group should be enjoined from exercising control over Second Baptist Church through the defectively amended articles and bylaws

Though Defendants' ultra vires acts and breaches of duty have damaged Second Baptist, money damages alone are insufficient. Second Baptist has no remedy at law for the Defendants' continuing to conduct themselves as if (1) the purported "updates" or amendments to the 2005 Bylaws were validly or lawfully approved or adopted, (2) the so-called MLT is a validly and lawfully constituted Board of Directors for Second Baptist, and may act as its governing body

under the purported Bylaw “updates” or amendments, and (3) Ben Young was validly and lawfully appointed as Senior Pastor of Second Baptist and possesses the powers and authorities described in the purported “updates” or amendments to the 2005 Bylaws. Plaintiff requests that the Court set its request for a permanent injunction for trial. Plaintiff also requests that, after trial, the Court issue a permanent injunction requiring Defendants to cease and desist from all actions or conduct based on or resulting from the incorrect assertion that the purported “updates” or amendments to the 2005 Bylaws are valid, or that the MLT is the proper governing body of Second Baptist, or that Ben Young may act with the authority and powers of Senior Pastor of Second Baptist as set out in the purported “updates” or amendments to the 2005 Bylaws. Plaintiff further requests that the Court enjoin Defendants from any conduct contrary to, unauthorized by or inconsistent with the 2005 Bylaws.

2. Second Baptist should be enjoined from transferring any property or undertaking any further corporate reorganizations

Plaintiff also seeks injunctive relief as provided by Tex. Bus. Orgs. Code §§ 20.002 (c)(1) and 20.002(d). As set out above, the Young Group obtained approval of purported May 31, 2023 Bylaws “updates” through deceptive and self-serving means that were improper and invalid under the then-governing 2005 Bylaws. The Young Group obtained purported approval for these Bylaws “updates” through *ultra vires* acts -- making the purported Bylaws “updates” themselves an *ultra vires* act that exceeded the scope of the Second Baptist officers’ authority. To the entire extent that members of the Young Group or the MLT now purport to cause Second Baptist to perform acts, or to plan or perform transfers of property, pursuant to authority granted them by the May 31, 2023 Bylaws “updates,” any such acts or transfers likewise are or would be *ultra vires* acts.

Further, members of the Young Group and the MLT now purport to govern Second Baptist -- and to cause Second Baptist to take actions and/or effect or plan to effect transfers of property having more than a *de minimis* value -- pursuant to the authority granted them under the May 31, 2023 Bylaws “updates.” Under Texas law, these Bylaws “updates” constitute an alleged contract between the members of Second Baptist (including members of Jeremiah) on the one hand, and Second Baptist on the other. The governance decisions that members of the Young Group and the MLT regularly make for Second Baptist in causing the church to engage in acts or to transfer property are corporate acts being performed under that contract, to which Second Baptist is a party. As set out above, the Bylaws “updates” are the product of ultra vires acts and are ultra vires in themselves. This makes any acts or transfers that the Young Group or the MLT cause Second Baptist to take unauthorized actions. Jeremiah accordingly requests that, in addition to enjoining under section 20.002 (c)(1) any acts or transfers that the Young Group or the MLT purport to cause Second Baptist to take or make under authority of the Bylaws “updates,” the Court also set aside the Bylaws “updates” and enjoin any further performance under the Bylaws “updates” per section 20.002(d).

G. Proceeding regarding validity of defective corporate acts under Tex. Bus. Orgs. Code § 22.512 (b)(3)(A)

As set out above, the May 31, 2023, Bylaws “updates” purport in, *e.g.*, Article 4.03(b) to abolish the Second Baptist members’ rights to vote on any church business or governance. As also set above, the Bylaws “updates” are the product of deceptive acts, breaches of fiduciary duty and ultra vires acts, as well as constituting ultra vires acts themselves. Further actions by the Young Group or the MLT pursuant to the Bylaws updates should be enjoined, and the Bylaw “updates” set aside by the Court. Second Baptist members therefore possess and enjoy voting rights as set out in the 2005 Bylaws.

Jeremiah accordingly brings action under Tex. Bus. Orgs. Code § 22.512 (b)(3)(A), seeking a determination that the defective and *ultra vires* May 31, 2023 Bylaws “updates” are invalid and ineffective. Jeremiah further requests that the Court enter an order stating that any attempts by the Young Group, the MLT or others to ratify the defective May 31, 2023 Bylaws “updates” may only proceed under Tex. Bus. Orgs. Code §§ 22.501 to 22.516, including section 22.504(a), and may only proceed per the 2005 Bylaws provisions relating to the Trustees, Church Attorney, Church Committees, Business Conference, notice and membership voting, as well as all other applicable provisions of the 2005 Bylaws.

VIII.

Prayer for Relief

In addition to causing damages to Second Baptist, the self-interested and deceptive acts and misconduct on the part of the Young Group render their purported Bylaws “updates” and amendments to Second Baptist’s Articles of Incorporation unconscionable, ultra vires, invalid, void and unenforceable. Plaintiff requests that Defendants be cited to appear and answer, and the Plaintiff have judgment against Defendants for the following:

- Declaratory relief as stated above;
- An accounting;
- Money damages for Second Baptist as are proper;
- Injunctive relief, including but not limited to relief requiring Defendants to cease and desist all conduct or actions based upon the purported “updates” or amendments to the 2005 Bylaws, and requiring Defendants to faithfully observe and comply with the 2005 Bylaws as fully binding, effective and valid;
- Cost and reasonable necessary attorneys’ fees as are equitable and just, pursuant to Tex. Civ. Prac. & Rem. Code § 37.009;
- Prejudgment and post judgment interest as allowed by law; and

- All other relief, in law and in equity, to which Plaintiff is entitled.

Respectfully submitted,

STRAWN PICKENS LLP

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I, Marilyn Burgess, District Clerk of Harris County, Texas certify that this is a true and correct copy of the original record filed and or recorded in my office, electronically or hard copy, as it appears on this date.

Witness my official hand and seal of office this April 16, 2025

Certified Document Number: 120040565 Total Pages: 36

Marilyn Burgess, DISTRICT CLERK
HARRIS COUNTY, TEXAS

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and J. J. Hall and Dan Willett,
of the City of Houston, Harris County, Texas, in accordance with
a Resolution duly passed by the Second Baptist Church, domiciled in
the City of Houston, Texas, have associated and do hereby associate
ourselves together, and have associated and do hereby associate our-
selves with the other members of said Second Baptist Church whose
names appear as of this date upon the Roll of Membership of said
Church, and who are hereby designated as Charter Members, for the
purpose of forming, and do hereby form, a body corporate under and
by virtue of the Laws of the State of Texas, and agree upon the
following Charter:

I.

The name of this Corporation shall be SECOND BAPTIST
CHURCH.

II.

Its place of business shall be Houston, Harris County,
Texas, where its principal office shall be located, and its business
transacted.

III.

The purpose of this Corporation is, and shall be, the
support of public worship according to the doctrine and customs
of the Baptist Churches affiliated with the Baptist General Conven-
tion of Texas, and in connection with such support of public worship,
to conduct and maintain such beneficent and charitable institutions
as it may find necessary or desirable.

IV.

This Corporation has no Capital Stock, but has assets,
at the time of organization, of the approximate value of

Three Thousand (\$3,000.00) Dollars.

may be either elected annually, or in rotation
office not exceeding three (3) years, as this Corporation may,
from time to time, deem desirable.

The Trustees chosen for the first year, and their
respective places of residence, are as follows:

H. L. Davis,	of Houston, Harris County, Texas.
W.W. Davis,	of Houston, Harris County, Texas.
J. Howard Clark,	of Houston, Harris County, Texas.
E. E. Clark,	of Houston, Harris County, Texas.
J. W. Neal,	of Houston, Harris County, Texas.
A. C. Abell,	of Houston, Harris County, Texas.

VI.

This Corporation shall exist for a period of fifty
(50) years from and after the filing of this Charter.

WITNESS our hands, at Houston, Texas, this, the 26th
day of January, A.D. 1928.

E. Greepmore
J. J. Hall
Dan Willett

and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN under my hand and seal of office, this, the 26th day of January, A.D. 1928.

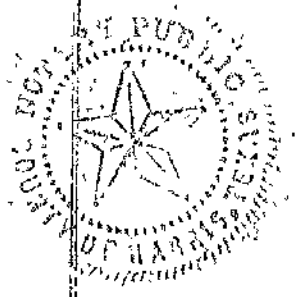


James I. Black
Notary Public in and for Harris County,
State of Texas.

STATE OF TEXAS,
HARRIS COUNTY.

BEFORE me, the undersigned authority, on this day personally appeared J. J. Hall, known to me to be the person whose name is subscribed to the foregoing instrument of writing, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN under my hand and seal of office, this, the 26th day of January, A.D. 1928.

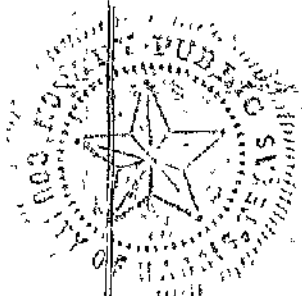


James I. Black
Notary Public in and for Harris County,
State of Texas.

STATE OF TEXAS,
HARRIS COUNTY.

BEFORE me, the undersigned authority, on this day personally appeared Dan Willett, known to me to be the person whose name is subscribed to the foregoing instrument of writing, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

GIVEN under my hand and seal of office, this, the 26th day of January, A.D. 1928.



James I. Black
Notary Public in and for Harris County,
State of Texas.



I, Marilyn Burgess, District Clerk of Harris County, Texas certify that this is a true and correct copy of the original record filed and or recorded in my office, electronically or hard copy, as it appears on this date.

Witness my official hand and seal of office this April 16, 2025

Certified Document Number: 120040568 Total Pages: 3

Marilyn Burgess, DISTRICT CLERK
HARRIS COUNTY, TEXAS

In accordance with Texas Government Code 51.301 and 406.013 electronically transmitted authenticated documents are valid. If there is a question regarding the validity of this document and or seal please e-mail support@hcdistrictclerk.com

2025-26607 / Court: 55

**BYLAWS AND POLICIES
SECOND BAPTIST CHURCH
REVISED
NOVEMBER 2005**

POLICY MANUAL
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ARTICLE I. CHURCH MEMBERSHIP

Section 1. Candidacy

Any person may offer himself as a candidate for membership in this church. All such individuals shall be presented to the church at any regular church service as a candidate for membership in any of the following ways:

- (1) By profession of faith in the Lord Jesus Christ as personal Savior, and for baptism.
- (2) As a Christian from another denomination and for baptism, or as a Christian from another denomination without baptism upon statement of prior believer's baptism by immersion.
- (3) By promise of a letter of recommendation from another church of like faith and order.
- (4) By statement of a prior conversion experience and baptism in a church of like faith or order where no letter is attainable.

All persons presenting themselves as a candidate for membership by any of the above methods shall be presented by the Pastor, or his appointee, to the church in business conference for approval. Pending such approval, the candidate shall be considered a provisional member, entitled to all rights and privileges of church membership. After approval by church vote, the new members shall have all the rights and privileges granted by the church to its membership.

Any questions concerning whether an individual meets the qualifications for church candidacy and membership shall be referred to the Membership Committee for review.

Section 2. Membership Rights and Privileges

- (1) Every member of the church is entitled to vote at all church business conferences, provided the member is present.
- (2) Every member of the church is eligible for consideration as a candidate for elective and appointed offices in the church.
- (3) Every member of the church may participate in the ordinances of the church as administered by the church.
- (4) Every member of the church shall comply with all guidelines and regulations as set out in the church policies.

Section 3. Membership Termination

Membership may be terminated by the vote of the church in one of the following ways:

- (1) By a letter of recommendation to another church of like faith and order upon the request of said church.
- (2) By the personal request of the individual.

(3) Upon a member's uniting with a church of another faith and order.

(4) Upon the death of the member.

Membership may be terminated by the vote of the Membership Committee for Church Discipline as set out herein below.

Section 4. Church Discipline

It is the purpose and practice of this church to take every reasonable measure to minister to, and counsel with, any troubled member in a Biblical manner. However, should some serious condition exist which could cause an individual to become a liability to the general welfare of the church, this situation will be referred to the Church Membership Committee for review. The Membership Committee, in consultation with the ordained ministerial staff of the church, shall be empowered by the church to terminate an individual's membership in the church, or to terminate his right to participate in any affiliated organization within the church for disciplinary reasons. The church will continue to minister to an individual whose membership, or participation has been terminated in this manner, to ensure that this individual understands the church still is concerned about his physical, emotional and spiritual well being.

ARTICLE II. CHURCH OFFICERS

The officers of the church shall be the Pastor, the Trustees, the Moderator, the Clerk, the Treasurer, the Attorney, the Business Administrator, and such other officers as the church may

elect. These officers shall be elected to perform the administrative and business related functions of the church as outlined below:

Section 1. Pastor

The Pastor is responsible for leading the church in accordance with Biblical principles as set out in the New Testament. The Pastor will lead the congregation, the staff, all church organizations and boards to accomplish the purposes of the church, which shall include worship, proclamation, education, and ministry designed to reach the lost with the Gospel of Jesus Christ.

A Pastor shall be chosen and called by the church whenever a vacancy occurs. A Pastor Selection Committee shall be elected by the church to seek out a suitable Pastor, and its' recommendation shall constitute a nomination. The election shall take place at a meeting called for that purpose, of which at least one-week public notice has been given. The Pastor thus elected shall serve until the relationship is terminated by his request, or the request of the church, voting in church conference.

Section 2. Trustees

The Board of Trustees shall be composed of six (6) members. The officers of the Board of Trustees shall consist of a Chairman, one or more Vice-Chairmen, a Secretary, and an Assistant Secretary.

In addition to the powers and responsibilities provided in the Articles of Incorporation, the Board of Trustees shall also serve as the legal officers of the church. Upon a specific vote of the

church, authorizing each action, they shall be empowered to buy, sell, mortgage, lease, or transfer any church property; and to execute all legal documents on behalf of the church, and to authorize any church officer to execute such documents to accomplish the above transactions. The term of office for a trustee shall be three years, to be served on a staggered, rotational basis.

Section 3. Moderator

The Acting Chairman of the Deacons shall automatically assume the office of Church Moderator. In the absence of the Moderator, the Pastor will appoint a temporary replacement to preside. The Moderator shall preside at all church conferences, be well acquainted with Robert's Rules of Order Revised, the Church Articles of Incorporation, Bylaws and Policies, and conduct all church conferences in an orderly and proper manner. The Moderator will serve as an ex-officio member on all committees, boards, and organizations of this church.

Section 4. Clerk

The church clerk will keep complete and accurate minutes of all church conferences, and will be responsible for safeguarding all minutes from prior years. The clerk will also be responsible for publishing major actions taken by the church, in church conference, in the church newsletter in a timely manner. The clerk shall also prepare a report showing the enrollment and attendance of the church's organizations, and present the recommendations for church membership additions and terminations for each quarterly church conference. The term of office of the church clerk shall be one year.

Section 5. Treasurer

The treasurer is to ensure that all offerings are properly received, accounted for, and safeguarded. The Treasurer also is to assist in the check-signing procedures to ensure that proper accounting control is maintained in the disbursement of church funds. The Treasurer will automatically be a member of the Finance Committee, and will assist the Chairman of the Finance Committee whenever called upon to do so. The term of office of the Treasurer shall be one year.

Section 6. Attorney

The Church Attorney shall be responsible for providing legal counsel concerning all legal matters of the church when called upon by the church staff, or Board of Trustees. The Church Attorney will be the Chairman of the Legal Committee. The Church Attorney shall review all material and contractual documents, or agreements, entered into on behalf of the church before execution. The term of office of the Church Attorney shall be one year.

Section 7. Business Administrator

The Business Administrator shall be a full-time staff position, and shall be responsible for managing the business-related operations of the church on a day-to-day basis. The Business Administrator shall be empowered to sign contracts, leases, and other documents required in the ordinary course of business, within the guidelines of the church general fund budget. Any contractual commitments obligating the church for the disbursement of non-budgeted funds, or for capital expenditures in excess of \$50,000, shall be approved by the Finance Committee. All contractual documents relating to real estate, or the incurrence of indebtedness by the church,

shall be signed only by the Trustees. In the absence of the church Business Administrator, the Pastor may appoint another staff member to assume his responsibilities.

Section 8. Nomination and Election of Church Officers

The Trustees, Moderator, Clerk, Treasurer, and Attorney of the church, and any other church officers as may be added from time to time, shall be nominated by the Committee on Committees each year, except for the Pastor and other church staff, which shall be selected according to the procedures as set out elsewhere in this Policy Manual. The above-mentioned officers shall be presented to the church in conference for election by the vote of the church, in accordance with the church Policy Guidelines. Church officers may serve more than one term of office if re-nominated and re-elected.

ARTICLE III. CHURCH COMMITTEES

Section 1. Procedures for Committee Selection

1. The committees of this church shall be as listed in Article III, Section 2 of the Church Policy Manual. Additional standing, or special committees, may be added from time to time in accordance with the provisions of the Church Policy Manual as set out below.
2. The Pastor shall appoint the members of the Committee on Committees, and the Budget Planning Committee. All other committee members shall be nominated by the Committee on Committees, and elected by vote of the church.

3. No church member shall be elected to a committee without his, or her prior consent.
4. All committee members shall be elected by the church, following nomination by the Committee on Committees, with the exception of Committee on Committees, and Budget Planning Committee; which shall be appointed by the Pastor. The election should take place not later than October 1 of each year, which is the beginning of the committee member's term of office.
5. All committee members shall be elected to serve for three years (unless otherwise specified). One-third of each committee is subject to rotation each year. A member must be inactive one year before re-election to the same committee. Because of extenuating circumstances, the Committee on Committees may consider exceptions to meet specific needs.
6. Whenever possible, no church member shall serve as chairperson of any more than one committee, or shall hold more than one major church-elected office concurrently.
7. Each committee, under its' chairman, is responsible for its' own organization and time of meeting. In this regard, the following suggestions are made:
 - a. That each committee select from its' membership a vice-chairman and a secretary.

- b. That each committee maintain records of all its' business proceedings, and that such records be filed by the committee secretary in the church office at the end of each church year.
 - c. That committee meetings be held as necessary, and scheduled so as not to conflict with other church meetings.
- 8. The Committee on Committees will serve as the nominating body for all church committees, church officers, and church messengers.
- 9. The Committee on Committees will nominate the chairman for all committees and boards.
- 10. The Committee on Committees may increase, or decrease, the size of a committee; and may add, or delete, committees with the vote of the church.
- 11. A staff member will be assigned to each church committee by the Pastor to serve in a leadership and liaison capacity. It is the role of every committee member to support and assist the Committee Chairman and Staff member, in order to create a harmonious and unified ministry team.
- 12. The Pastor shall have the authority to appoint special temporary committees from time to time, as he deems necessary.

13. The church will provide each committee with an outline of its' duties as agreed upon by the church.

14. Each committee shall be empowered to promulgate such other rules and regulations as it deems necessary to carry out its' duties and responsibilities within the guidelines as set out in the church policy manual.

Section 2. Committee Descriptions

BAPTISMAL COMMITTEE

Membership: This committee shall consist of between ten (10) and fourteen (14) members, to be nominated by the Committee on Committees.

Purpose: This committee shall be responsible for rendering all needed assistance to the staff at pre-baptismal orientation meetings, and at all baptismal services.

BENEVOLENCE COMMITTEE

Membership: This committee shall consist of between six (6) and ten (10) members, to be nominated by the Committee on Committees.

Purpose: This committee shall be responsible for ministering to needy and distressed persons, providing assistance in emergencies with food, clothing, fuel, or shelter; and such other help as

necessary. This committee shall also coordinate benevolence efforts with community agencies, and provide other help as deemed wise.

BLOOD DONOR COMMITTEE

Membership: This committee shall consist of between ten (10) and twelve (12) members, to be nominated by the Committee on Committees.

Purpose: This committee shall be responsible for promoting the awareness for blood donation throughout the congregation, and for organizing blood donation drives at least quarterly.

BUDGET PLANNING COMMITTEE

Membership: This committee shall consist of between eight (8) and ten (10) members. The Chairman of the Personnel Committee, and the Chairman of the Finance Committee, will automatically be members of this committee. All other members of this committee shall be appointed by the Pastor for a one (1) year term.

Purpose: This committee will be responsible for the preparation and revision of the annual church and school, General Fund Budgets, for presentation to the church family. This committee will combine recommendations from the Personnel Committee, from the staff, from any other committees, and from the congregation itself into a comprehensive budget to be voted on by the church in business session.

BUDGET PROMOTION COMMITTEE

Membership: This committee will be composed of between eight (8) and ten (10) members, to be nominated by the Committee on Committees. The members of this committee shall serve for a one-year term.

Purpose: This committee shall be responsible for presenting and promoting the approved church budget to the church family. This may be done in several ways in order that the church family might understand the programs, ministries, and needs of the church family for the coming year.

CHILDREN'S COMMITTEE

Membership: This committee shall be composed of between six (6) and eight (8) members, to be nominated by the Committee on Committees.

Purpose: This committee shall cooperate and advise with the Children's Director in planning, supervising, and promoting the best possible educational programs and activities for the children of the church.

CHRISTIAN LIFE COMMITTEE

Membership: This committee shall be composed of between six (6) and eight (8) members, to be nominated by the Committee on Committees.

Purpose: This committee shall assist the staff and the church in applying Christian principles, and Christian ethics to all aspects of church and community life. This committee shall also cooperate with various Baptist agencies and other educational organizations in accomplishing this goal.

COMMITTEE ON COMMITTEES

Membership: This committee shall be composed of between eight (8) and ten (10) members, to be appointed by the Pastor. The members of this committee shall serve for a one-year term.

Purpose: This committee shall be responsible for nominating members of all other standing church committees, in accordance with the church policies on committees, and for the presentation of these nominations to the church for election. This committee shall also serve as the nominating committee for all church officers, church messengers, and committee and board chairmen.

FACILITIES OPERATION COMMITTEE

Membership: This committee shall consist of between twelve (12) and sixteen (16) members, to be nominated by the Committee on Committees.

Purpose: This committee shall assist the Director of Facilities in the maintenance, decoration, and operation of all church properties and facilities, to insure that good building maintenance, grounds maintenance, and housekeeping practices are being followed.

FAMILY LIFE COMMITTEE

Membership: This committee shall be composed of between six (6) and eight (8) members, to be nominated by the Committee on Committees.

Purpose: This committee shall assist the Family Life Center Director in the planning, coordination, and promotion of a comprehensive recreational activities oriented program that would meet the spiritual, physical, and emotional needs of the families in the life of our church.

FINANCE COMMITTEE

Membership: This committee shall be composed of sixteen (16) members, to be nominated by the Committee on Committees. The members of this committee shall be elected for a one-year term. The Chairman of the Deacons, and the Chairman of the Associate Deacons, are automatic

members of this committee, along with the church Treasurer. It is also specified that at least five (5) of these members shall be current and active Deacons.

Purpose: The purpose of this committee is to review the monthly financial statements of the church, and to assist the Business Administrator in the administration of the church Operating Budget. This committee will also insure that sound financial practices are being followed in all areas of church finance.

FLOWER COMMITTEE

Membership: This committee shall consist of between ten (10) and twelve (12) members, to be nominated by the Committee on Committees.

Purpose: This committee shall be responsible for securing floral arrangements each Sunday for the church Sanctuary, and in other parts of the building, as needed.

HEALTH CARE COMMITTEE

Membership: This committee shall consist of between ten (10) and twelve (12) members, to be nominated by the Committee on Committees.

Purpose: This committee shall assist the Pastoral Staff in the visitation ministry of those who are ill in hospitals, homes, and other institutions, and for the promotion of health care to the congregation.

LIBRARY AND AUDIO/VISUAL COMMITTEE

Membership: This committee shall be composed of between eight (8) and ten (10) members, to be nominated by the Committee on Committees.

Purpose: This committee shall administrate the functions of the church library in keeping with sound library practices. This committee will also work with the school librarian in the use of the facilities, and will seek to promote the library as a source of books, materials, and audio/visual aids for Christian education and training.

LORD'S SUPPER COMMITTEE

Membership: This committee shall be composed of between eight (8) and twelve (12) members, to be nominated by the Committee on Committees.

Purpose: This committee shall be responsible for the preparation of the Lord's Supper elements, and to insure that these are available for the observance of the Lord's Supper, when needed.

MEDIA COMMITTEE

Membership: This committee shall be composed of between six (6) and eight (8) members, to be nominated by the Committee on Committees.

Purpose: This committee shall assist the Director of Media in the coordination of all television, radio, and other general promotion, as well as assisting in the operations for television and audio in the worship services.

MISSIONS COMMITTEE

Membership: This committee shall be composed of between eight (8) and ten (10) members, to be nominated by the Committee on Committees.

Purpose: This committee shall be responsible for assisting the Director of Missions in the review of mission needs in the community, and in the world; and for recommending mission programs to the church. This committee shall also cooperate with other Baptist agencies in promoting mission awareness to the congregation.

MUSIC COMMITTEE

Membership: This committee shall be composed of between six (6) and eight (8) members, to be nominated by the Committee on Committees.

Purpose: This committee will assist the Minister of Music in the planning, coordination, and promotion of the Music Ministry throughout the life of the church.

NURSERY COMMITTEE

Membership: This committee shall be composed of between six (6) and ten (10) members, to be nominated by the Committee on Committees.

Purpose: This committee shall assist the Preschool Directors in the planning, supervising and promotion of the best possible program of Christian education for the preschool-age child. This committee shall also assist in the enlisting of leadership, as needed.

PARKING AND TRANSPORTATION COMMITTEE

Membership: This committee shall be composed of between six (6) and eight (8) members, to be nominated by the Committee on Committees.

Purpose: This committee will be responsible for coordinating the parking of vehicles, both on site, and at remote, offsite parking facilities. This committee will also be responsible for coordinating transportation with church owned vehicles, and any other vehicles that may be used in a church-related functions.

PERSONNEL COMMITTEE

Membership: This committee shall be composed of three (3) members: The Chairman of the Deacons, the immediate, past Chairman of the Deacons, and the Chairman of the Finance Committee.

Purpose: This committee shall assist the Pastor in such matters as relate to employee personnel administration. This committee shall consider all areas of personnel, including employee evaluations, the determination of future staff needs, and the administration of salaries and benefits to existing personnel. The Pastor and the Personnel Committee shall review all salaries annually, and recommend to the Budget Planning Committee such adjustments as deemed necessary and proper. The Pastor shall have the authority and responsibility for hiring and dismissing all staff. Ordained ministers will be hired by the Pastor in consultation with the Personnel Committee, and with the consent of the church in church conference.

POLICY COMMITTEE

Membership: This committee shall be composed of between seven (7) and ten (10) members, to be nominated by the Committee on Committees.

Purpose: This committee shall be responsible for receiving recommendations from church committees and staff concerning the creation, and/or revision of church policy; and for formulating these recommendations into a broad, but comprehensive Policy Manual. This

manual and any revisions, additions, or deletions to it, shall be approved by the vote of the church before such policy will become effective.

PRAYER COMMITTEE

Membership: This committee shall be composed of between six (6) and eight (8) members, to be nominated by the Committee on Committees.

Purpose: This committee shall assist in coordinating and promoting the Prayer Ministry within the life of Second Baptist Church. This shall be done through the coordinating of the Prayer Room Ministry itself, and through all other avenues of prayer emphasis within the church program.

PRESCHOOL COMMITTEE

Membership: This committee shall be composed of between six (6) and ten (10) members, to be nominated by the Committee on Committees.

Purpose: This committee shall assist the Preschool Directors in the planning, supervising and promotion of the best possible program of Christian education for the preschool-age child. This committee shall also assist in the enlisting of leadership, as needed.

PUBLICITY COMMITTEE

Membership: This committee shall be composed of between four (4) and six (6) members, to be nominated by the Committee on Committees.

Purpose: This committee will coordinate the overall public relations and publicity needs of the entire church program. This committee will be primarily responsible for promotion outside the church, through all forms of the media, in order to increase the public awareness of the programs and ministries of Second Baptist Church.

RECREATION COMMITTEE

Membership: This committee shall be composed of between eight (8) and ten (10) members, to be nominated by the Committee on Committees.

Purpose: This committee shall cooperate and assist the Director of Recreation in developing and operating a Christ-centered, and comprehensive program of recreation for all ages of the church.

SCHOOL COMMITTEE

Membership: This committee shall be composed of between seven (7) and twelve (12) members, to be nominated by the Committee on Committees.

Purpose: The School Committee shall serve as an advisory committee to assist in all areas of the life of the school, as required by the Headmaster. Recognizing that the administrative responsibility and authority for the school's operation rests with the Headmaster, the School Committee will assist him in building a Christ-centered, and student-centered program of quality, Christian education.

STAR OF HOPE

Membership: This committee shall be composed of between four (4) and six (6) members, to be nominated by the Committee on Committees.

Purpose: This committee shall, in cooperation with the Pastoral Staff of the church, be responsible for services at the Star of Hope Mission, when requested.

YOUTH COMMITTEE

Membership: This committee shall be composed of between eight (8) and ten (10) members, to be nominated by the Committee on Committees.

Purpose: This committee shall cooperate and advise with the educational staff in planning, supervising and promoting the best possible program of Christian education for the junior high, and high school-age child.

LEGAL COMMITTEE

Membership: This committee shall be composed of between five (5) and seven (7) members, to be nominated by the Committee on Committees. The term for members of this committee shall be one year. The Chairman of this committee shall function as the Church Attorney.

Purpose: This committee shall be responsible for providing legal counsel concerning all business, and real estate transactions of the church, when requested by the staff or Board of Trustees.

INSURANCE COMMITTEE

Membership: This committee shall be composed of between three (3) and five (5) members, to be nominated by the Committee on Committees.

Purpose: This committee shall be responsible for providing counsel to the church Business Administrator concerning all church insurance programs. The goal of this committee is to ensure that a comprehensive, and cost-effective program of insurance exists for all church buildings, vehicles, programs, personnel, and other liability needs.

MEMBERSHIP COMMITTEE

Membership: This committee shall be composed of between three (3) and five (5) members, to be nominated by the Committee on Committees.

Purpose: This committee shall be responsible for reviewing any questions concerning a member's candidacy for church membership, and for studying any church disciplinary situation regarding any church member in accordance with Article 1 of the church Policy Manual.

GIFT IN KIND COMMITTEE

Membership: This committee shall be composed of between three (3) and five (5) members, to be nominated by the Committee on Committees.

Purpose: This committee shall be responsible for accepting and handling all gifts in kind, including working with the Board of Trustees in all real estate related gifts.

FACILITIES COORDINATING COMMITTEE

Membership: This committee shall be composed of between six (6) and ten (10) members, to be nominated by the Committee on Committees.

Purpose: This committee shall be responsible for coordinating new construction and remodeling, to ensure all facility additions are properly planned and executed, and that they are compatible with the church master plan.

BOOKSTORE COMMITTEE

Membership: This committee shall be composed of between six (6) and ten (10) members, to be nominated by the Committee on Committees.

Purpose: This committee shall be responsible for working with the Bookstore manager to ensure that the Bookstore serves as a vital part of the educational ministries of this church, and that the highest standards of quality and Biblical integrity are maintained in its' operation.

ARTICLE IV. ELECTION AND SERVICE OF DEACONS

Purpose: The Deacons of Second Baptist Church shall assist the Pastor in serving and ministering to the church family, in accordance with Biblical principals. The Deacons shall meet the requirements for spiritual leadership as set out in the Bible, and strive to be a witness for Christ in every aspect of their lives. The primary purpose of the Deacon Board is spiritual in nature, and not executive.

CLASSIFICATION AND ROTATION

Deacons at Second Baptist Church shall be classified as follows:

1. Emeritus Deacons
2. Active Deacons
3. Special Deacons
4. Reserve Deacons

The privileges and responsibilities of Emeritus, Active, and Special Deacons shall be the same, except that only Active Deacons shall be expected to attend all Deacons' meetings and serve on Deacon Committees. It is expected that Special Deacons will participate in serving the Lord's Supper, receiving offerings, and other functions of Deacons in the Church. All such participation is optional for Emeritus Deacons.

1. Emeritus Deacons -- All Deacons who have faithfully fulfilled the office and have reached seventy years of age may be elected Emeritus Deacons, with the same status as Active Deacons, in so far as they are able to participate.
2. Active Deacons -- Each year, the church shall seek to elect a number of men equal to one (1) percent of the active-resident membership, as of April 1, who will serve a three-year term.

At the end of the year, the three-year term holders will become the two-year term holders; the two-year term holders will become one-year term holders. Each year a new group of

men will be elected for a three-year term. A Deacon completing a three-year term becomes eligible for nomination and election after a one-year waiting period has elapsed.

3. Special Deacons – Deacons transferring membership to Second Baptist Church will be placed in this group. Special Deacons will serve in the same capacity as Active Deacons for a period of twelve months after joining Second Baptist Church.
4. Reserve Deacons – All Deacons who are members of Second Baptist Church, and who do not qualify in any of the above classifications, will be placed in this group. Reserve Deacons will be specifically considered each year by the Deacon Nominating Committee for nomination as Active Deacons. This group of Deacons shall be available for special assignment as designated by the Chairman of the Deacons and the Pastor. Reserve Deacons shall not be entitled to vote.

PROCEDURE FOR ELECTION OF DEACONS

The Pastor, and Chairman of the Deacons, will select a Deacon Nominating Committee to serve for one year. The committee will be appointed at an early enough date to complete its' work prior to April 1, the effective date of rotation each year.

The Deacon Nominating Committee will nominate men to be elected as Active Deacons for a three-year term, and any replacements, if needed; for vacancies then expiring in the two-year group and one-year group. The committee may nominate men to be elected and ordained as Deacons, and as Associate Deacons.

The Deacon Nominating Committee will systematically seek the assistance of the congregation in formulating the nominations to be made. It will be the responsibility of the Committee to determine the method of gaining congregational assistance, unless the congregation gives specific instruction in the matter. The final responsibility for nominations will belong to the Committee. All nominations for Deacons, and Associate Deacons, will be presented to the church in business conference for election by the vote of the church.

ASSOCIATE DEACONS

The church, upon recommendation from the Deacons, may elect as many Associate Deacons as it deems necessary, up to 2% of the resident membership of the church. Associate Deacons shall not be ordained, and shall serve for a period of three years. At the time of election, an Associate Deacon shall be at least 19 years of age. An Associate Deacon may serve for a second period after a one (1) year waiting period. The term of office shall begin on April 1 of each year.

The Associate Deacons shall work as servant-leaders in conjunction with, and under the leadership of, the Deacons. A staff member will be appointed by the Pastor to work with the associate Deacons in a leadership and liaison capacity. The Associate Deacons shall elect a chairman to serve for a one-year term of office.

ARTICLE V. MESSENGERS

The church shall designate that the election of messengers to such meetings as the Union Baptist Association, Baptist General Convention of Texas, and the Southern Baptist Convention is to

occur not later than the regular church conference, which precedes the convening of such meetings or conventions; or at a specially called church conference to which at least one weeks advance notice has been given. If at all possible, such elections shall take place at least 4 weeks prior to the convention meeting.

The church Committee on Committees is to bring recommendations to the church at the designated church conference, presenting names of church members to be considered for election by the church. In addition to such recommendations, it is understood that nominations may be made by any member of the church from the floor for consideration as messengers to the meeting, for which messengers are being elected.

The church recognizes the importance of the participation of laypersons serving as messengers, by stipulating that at least one-half of the number of messengers allowed by the church for the meeting to be held by non-staff.

The church body shall be notified in advance of the Committee on Committee's meeting in order to provide input for nominations to the Committee.

The church is to obtain the appropriate registration cards for its' messengers, and these cards are to be filled out and processed in careful adherence to all regulations. The messengers will be provided credentials identifying them as duly and properly elected messengers.

Messengers may be requested to bring a report to the church of the meeting attended, and provide the congregation printed matter, which will serve to inform the church of proceedings and actions of the convention.

The church may elect alternates who will automatically serve as messengers, if elected messengers are unable to attend.

ARTICLE VI. BUSINESS AND FINANCIAL AFFAIRS

ACCOUNTING

The Church Business Administrator, in conjunction with the Chairman of the Finance Committee, and the Church Treasurer, shall be responsible for ensuring that all business transactions of the church are accounted for properly, and in compliance with generally accepted accounting principles for non-profit corporations. Monthly financial statements shall be produced not later than the second Sunday following the end of the month. Monthly financial statements will be reviewed by the Finance Committee, and the Deacons, on a regular basis. Quarterly financial statements will be presented to the church for review and acceptance at quarterly church business conferences.

AUDIT

An annual audit of all church funds shall be accomplished by an outside, independent audit firm, acceptable to the Finance Committee. This audit report shall be kept on file in the Business Office, and may be reviewed by any church member.

BUDGET

The Budget Planning Committee shall have the responsibility of presenting a proposed operating budget for the church and school general funds to the church family, prior to the beginning of the appropriate fiscal years. These budgets must be adopted by the vote of the church in business session. The Budget Planning Committee will receive a recommended budget from the church staff, personnel recommendations from the Personnel Committee, and any other input offered from any church member, or committee, and incorporate this into a comprehensive plan of outreach and ministry for the church.

The Budget Planning Committee shall have the authority to make line item revisions in the budget as may be necessary throughout the year; however, the bottom line total of the budget may only be changed by the vote of the church.

Such line item provisions will be made only at the request of the Finance Committee, and such revisions shall not significantly change the intent and character of the budget as voted on by the church. The Finance Committee shall be charged with the responsibility of determining what shall constitute a significant change.

PURCHASING

All purchases shall be made only after an approved Purchase Order has been issued from the Church Business Administrator. The Church Business Administrator is authorized to issue purchase orders within the limits of the line item amounts as set out in the approved church budget. Purchases exceeding the approved church budget are not permitted, unless the budget is

revised in accordance with the above policies in advance. The Finance Committee shall ensure that operating disbursements stay within approved budget limits. The Business Administrator shall ensure that sound and competitive purchasing practices are being followed.

CONTRACTS

The Church Business Administrator shall be empowered to execute all contracts, leases, and agreements on behalf of the church, in accordance with the limitations as set out previously in this manual under the section entitled "Church Officers", and to request the church attorney's review of these documents whenever appropriate. Documents requiring a corporate officers signature shall be referred to the Board of Trustees for execution.

REAL ESTATE

All church real estate transactions shall be the responsibility of the Board of Trustees. The Trustees shall make recommendations to the church concerning any real estate action that is required. The church shall authorize the Trustees to act on behalf of the church by voting on each specific request of the Trustees. The church attorney shall review all real estate related documents before execution.

FUND RAISING AND FEES

Various church organizations and committees may from time to time be involved in the raising of funds for certain ministries of the church, or in the establishment of fees for different programs or services. All fund raising projects shall be approved by the Finance Committee in advance. All fees shall be approved by the Budget Planning Committee annually as a part of the

church budget procedure. Changes in fees during the budget year shall be approved by the Finance Committee.

BUSINESS CONFERENCE

The church shall meet in regular business conference on a quarterly basis. These regular quarterly meetings shall take place within 30 days of the end of the quarter. Specially called church conferences may be called by the Pastor, or the Moderator, with reasonable advance public notice to the church membership. Any reference to the vote of the church in this manual shall mean a majority vote of those in attendance at a properly called business conference.

BOOKSTORE

The Church Bookstore shall exist for the purpose of providing Christian educational materials to assist in the varied spiritual ministries of this church. The Bookstore shall not attempt to compete with other retail bookstores through outside advertising, or promotion, and exists for the convenience of the membership.

ARTICLE VII. PERSONNEL

GENERAL

The Pastor, as the chief administrator of the church, has the authority to hire and dismiss any church employee. Ordained ministers will be hired by the Pastor in consultation with the Personnel Committee, and confirmed by the majority vote of the church. The Pastor, along with the Personnel Committee, shall review all employee salaries and benefits annually, and

recommend to the Budget Planning Committee such adjustments, as they deem necessary. The Personnel Committee shall also assist the Pastor in all such matters as relate to employee personnel administration.

EMPLOYEE BENEFITS

1. Vacations

A full-time employee must have one or more years of continuous active employment to be entitled to a vacation. Vacation time shall accrue at the following rate: (1) Two weeks per year for over one year of employment, (2) Three weeks per year for over ten years of employment, and (3) four weeks per year for over twenty years of employment.

Vacation time cannot be accumulated from year to year. A current employee cannot elect to receive pay in lieu of vacation.

2. Holidays

The following holidays will be observed during the year:

New Year's Day

Good Friday

Memorial Day

Independence Day

Labor Day

Thanksgiving Day

Day after Thanksgiving

Christmas Eve

Christmas Day

Holidays for teachers at Second Baptist School may be different, and shall be established by the Headmaster in conjunction with the School and Personnel Committee.

3. Sick Leave

Sick leave will accrue for the benefit of each employee at the rate of one day per month.

Unused sick leave may be accumulated up to a maximum of 90 days.

4. Social Security

Second Baptist Church will contribute the employer's portion of Social Security to all employees. Ordained ministers do not qualify for Social Security payments, as they are not considered employees for purposes of social security.

5. Pregnancy

Pregnancy shall be treated as any other illness.

6. Death of Immediate Family

A reasonable leave with pay will be granted to employees who experience a death in the immediate family. Such leave shall not exceed three days for out of town trips, or two days locally.

7. Insurance

The church shall furnish a comprehensive health insurance program, which shall be administered by the Church Business Administrator. The church does participate in Social Security and Workman's Compensation, but does not participate in government regulated unemployment benefit programs.

8. Tax Sheltered Annuity

The church will offer a tax sheltered annuity program for retirement, which may be participated in by all employees through payroll reduction.

9. Eligibility

The eligibility requirement for the above employee benefits is full-time employment. Full-time employment is defined as a permanent worker, whether salaried or hourly, who works more than 30 hours per week.

ARTICLE VIII. FACILITIES

PURPOSE

The buildings and grounds of Second Baptist Church exist for the purpose of worship, evangelism, and edification; and the use of these facilities should be in keeping with these stated purposes.

FACILITY RESERVATIONS

Reservation requests for the use of any church facility should be made through a member of the church staff. The church staff member will then be required to turn in a completed calendar request form. Calendar requests for facility usage will be granted on a space available first come, first serve basis. No calendar requests will be granted for activities that would conflict with church worship activities. Requests from others, not a part of the church family, will be reviewed directly by the Director of Facilities, who shall be in charge of the facility reservation process.

OPERATIONS

All facility operations, including housekeeping, grounds maintenance, building engineering, and any other facility related service is the direct responsibility of the Director of Facilities, in conjunction with the Facility Operations Committee. It shall be their responsibility to ensure that the facilities are properly maintained, cleaned, and safeguarded. They shall also have the authority to initiate and enforce facility usage rates and regulations, and to carry out these responsibilities in accordance with this policy manual.

ACCEPTANCE, INSTALLATION, AND OWNERSHIP OF PROPERTY

The church shall be the owner of all items installed in, or on, any buildings, rooms, or grounds of Second Baptist Church, whether purchased by the church, an organization, or individual.

Donations of property, or equipment to the church, to be used as a part of the church facilities, should be directed to the Church Business Administrator. The Business Administrator will contact the Director of Facilities, the Gift-in-Kind Committee, and the Facilities Operations Committees, to ensure that the item conforms to the general décor and function of the church, and that proper Internal Revenue Service donation procedures are followed.

LENDING FURNISHINGS AND EQUIPMENT

No furniture or equipment shall be removed from the church campus without the authorization of the Director of Facilities. Persons removing said items will be responsible for any damages incurred while in their possession.

MUSICAL INSTRUMENTS

The use and care of the musical instruments owned by the church are the responsibility of the Minister of Music, and the Music Committee. Requests for use of these instruments shall be directed to the Minister of Music. Use of these instruments by those not directly involved in the music ministry is discouraged; however, requests for use will be reviewed on an individual basis.

RECREATIONAL FACILITIES

Recreational facility usage, including the athletic fields, gymnasiums, and Family Life Center facilities, are the responsibility of the Family Life Director and the Family Life Committee. Requests for use of these facilities should be directed to the Family Life

Director, or his staff. A more detailed discussion of church recreation is included in this policy manual under the heading, "Family Life Center."

VEHICLES

Church-owned vehicles will be the responsibility of the Director of Facilities, and the Transportation Committee. The Director of Facilities will ensure that the vehicles are properly cared for, that all drivers are qualified and approved, and that an efficient reservation system is maintained. Reservations for vehicle usage should be directed to the Director of Facilities, or his staff.

BUILDING USAGE FEES

As a general rule, the facilities of Second Baptist Church will be made available to its' members and organizations without fees, as long as the intended use of the facilities is in keeping with the approved programs and ministries of the church. In the specific case of weddings, and wedding receptions, where additional operating expenses may be incurred by the church for housekeeping, utilities, or engineering services requested for the sole benefit of the wedding party; these operating expenses may be passed on to the members responsible. The Director of Facilities, in conjunction with the Facilities Operation Committee, shall have the responsibility for establishing a schedule of fees, where applicable, for a facility usage.

WEDDINGS

All arrangements for weddings, and wedding receptions to be conducted within the facilities of Second Baptist Church shall be handled by the church Wedding Director. A more detailed discussion of wedding guidelines is set out in the publication, "Your Wedding" at Second Baptist Church. These guidelines may be changed from time to time by the Director of Facilities in conjunction with the Facilities Operation Committee.

GENERAL

1. The use of tobacco and alcoholic beverages are strictly prohibited within the church facilities.
2. Signage, bulletins, or pictures may be posted only on church bulletin boards. Any other placement of materials must be approved by the Director of Facilities.

ARTICLE IX. SECOND BAPTIST SCHOOL

STATEMENT

The Second Baptist School is an important part of the Christian ministry of Second Baptist Church. The operation of the school, therefore, is subject to all church policies. The Pastor shall furnish guidance in both spiritual and administrative matters, making specific recommendations at his discretion relating to all phases of the school's operations. The Headmaster, faculty, and staff of the school are considered members of the staff of Second Baptist Church, and therefore are responsible to the Pastor.

OBJECTIVE

The objective of Second Baptist School is to help each student reach his, or her full, God-given potential as a resourceful and productive Christian citizen. This will be accomplished as Biblical principles are incorporated into the lives of the individual students through the teaching of a quality, dedicated Christian faculty. Quality and excellence in Christian education will be the absolute commitment and goal of Second Baptist School.

CURRICULUM

Second Baptist School seeks to be Christ-centered, and student-centered in every area of its' operation. Recognizing the Holy Scriptures to be fundamental to sound instruction, the school shall provide formal Bible teaching. The school also is committed to the task of integrating Christian principles into all academic disciplines.

The curriculum will focus on the whole child. For that reason, the curriculum shall be balanced in an effort to help the child develop spiritually, mentally, physically, and socially.

The curriculums of quality Houston area public, and private schools, and the standards of accreditation as set out by recognized authorities, such as the Texas Education Agency, or the Southern Association of Colleges and Schools, shall be used as guides in formulating the academic curriculum of Second Baptist School. It is intended, however, that minimum requirements for accreditation be exceeded whenever possible. It is also recognized that a Christian approach to education may be fundamentally different in character and content to that of other secular, public and private schools.

RELATIONSHIP OF SECOND BAPTIST SCHOOL WITH SECOND BAPTIST CHURCH

The school is one of the most important outreach and educational ministries of Second Baptist Church. The school functions as an internal department of the church, and operates legally within the corporate framework of "Second Baptist Church," a Texas non-profit corporation. The school, therefore, is subject to all church policies and procedures as applied to all other departments and ministries within the church.

RELATIONSHIP WITH STATE, COUNTY, AND LOCAL AGENCIES

Second Baptist School cooperates with the Texas Education Agency, Texas Department of Health, and the State Fire Marshall---along with County and City agencies in the areas of health, fire, and safety regulations. Second Baptist School also participates in activities with the Harris County Department of Education, Region IV Education Service Center, and the Houston Public Library.

Second Baptist School is committed to being a fully accredited institution of education. Second Baptist School is accredited with the Accreditation Commission of the Texas Association of Baptist Schools, approved by the Texas Education Agency, and is seeking accreditation with the Southern Association of Colleges and Schools.

If the criteria for accreditation appear to be in conflict with the established policies of Second Baptist Church, or if the ability of the church to meet such criteria is in questions, full particulars shall be brought to the attention of the Pastor by the Headmaster and the School Committee.

FINANCES

All of the salaries and program expenses of the school shall be defrayed by tuition, fees, and gifts. The school shall be budgeted on a break-even basis, and the Headmaster will be charged with administering the disbursements of the school within the parameters of the approved budget.

All disbursements of the school shall be approved by the Headmaster and the Church Business Administrator. The same purchasing guidelines will apply to the school, as applies to all other church departments as previously stated in this policy manual.

The school budget year will begin September 1 of each calendar year. The School Committee will be given the opportunity to furnish budget input to the Headmaster who will be responsible for preparing the school budget. After review of the proposed school budget by the School Committee, the Headmaster will present a preliminary school budget to the church Budget Planning Committee by February 1. It is recognized that personnel is a major part of the school budget. It will be the responsibility of the Headmaster to review all school personnel, and to submit salary recommendations to the Pastor, and to the Church Personnel Committee for approval. This must be done prior to the final school budget submittal to the Church Budget Planning Committee. The School Committee will have no responsibility in the review of school personnel. After approval of the final school budget by the church Personnel and Budget Planning Committees, it will be presented to the church body for a vote of acceptance.

Monthly financial statements will be prepared by the Business Administrator, and will be reviewed by the Church Finance Committee on a monthly basis. The church body will review the quarterly financial statements at the quarterly church conference. The School Committee will review the school financial statements with the Headmaster on a monthly basis.

All school accounting, auditing, bookkeeping, and cash management operations will be the responsibility of the Church Business Administrator. The school will be accounted for as a separate fund within the entity of the church.

THE SCHOOL COMMITTEE

The School Committee shall be nominated by the church Committee on Committees, and elected by the church. Only members of Second Baptist Church will be eligible to serve on the School Committee.

Regular meetings shall be monthly, unless otherwise directed by the committee. A majority of the committee members shall constitute a quorum.

The School Committee shall perform the following duties in discharging its' regular responsibilities:

1. Although the committee will have no direct responsibility in personnel administration, the committee may furnish recommendations to the Church Personnel Committee through the Headmaster concerning the performance of school faculty and staff. The

Church Personnel Committee will act on recommendations from the Headmaster, and make final recommendations on personnel compensation to the Church Budget Planning Committee.

2. The School Committee shall provide input to the Budget Planning Committee through the Headmaster in the preparation of the school budget. The Headmaster will be responsible for preparation of the school budget and for reviewing it with the School Committee before formally submitting it to the Church Budget Planning Committee for approval.
3. The School Committee shall review the monthly operating financial statements with the Headmaster, and shall make recommendations concerning effective budget management.
4. The School Committee shall assist the Headmaster in promoting the school to parents, prospective students, and to the community to increase public awareness of the positive aspects of Second Baptist School.
5. The School Committee shall aid the Headmaster in the search for quality, committed Christian teachers.
6. The School Committee shall make recommendations through the Headmaster to the Church Finance Committee concerning school fund raising projects. The Church Finance Committee must approve all major fund raising projects in advance.

7. The School Committee shall make recommendations to the Headmaster concerning all phases of programs, activities, and curriculum concerning the life of Second Baptist School.
8. The School Committee shall seek to provide leadership within the Parents Club, and endeavor to make that organization one that will promote positive communication between parents, School Committee, faculty, and staff.
9. The School Committee shall assist in school fund raising and development activities as the need arises.

SCHOOL HEADMASTER

The school Headmaster shall be charged with the day-to-day administration of the nursery school, lower school, middle school, and upper school. The Headmaster will propose and implement procedures for the school including admissions, operations, discipline, personnel evaluation, and curriculum consistent with church policies as set forth in this policy manual, and as established by the Pastor of Second Baptist Church. The Headmaster will specifically be charged with the responsibility for budget preparation, and the timely submission of said budget to the church Budget Planning Committee for approval. The Headmaster will also be specifically responsible for all areas of personnel management, evaluation, and salary administration. All personnel changes requiring committee action will be submitted to the Church Personnel Committee for approval.

The school Headmaster will work directly for the Pastor, and will be considered a member of the executive staff of the church.

RELATIONSHIP BETWEEN HEADMASTER AND SCHOOL COMMITTEE

The School Committee shall serve as an advisory committee to assist the Headmaster, recognizing that the administrative responsibility and authority for the school's operation rests with the Headmaster, and Pastor of Second Baptist Church. The Headmaster shall seek to communicate effectively with the School Committee, and to build a strong spirit of cooperation and teamwork within this relationship. The Headmaster will seek the counsel of the School Committee, and will endeavor to keep the committee well informed concerning all phases of the school's operation. The Committee shall seek to support the Headmaster, and strive to promote a spirit of unity and cooperation.

PARENT'S CLUB

The "Parent's Club" is an official organization of the Second Baptist School, and therefore is subject to direction by the church. The Chairman of the Parent's Club will be nominated for a one-year term of office. The purpose of the Parent's Club will be to provide positive communication between the parents and the school administration, and to support and promote the objectives of the school as stated herein.

ARTICLE X. FAMILY LIFE CENTER

Purpose

To reach out and share Jesus Christ with those who do not know Him personally. To strengthen, supplement, and compliment all ministries of the church. To inspire our church family to maintain their bodies as temples of God. To develop one's creativity. To provide leisure activities for the entire family in a Christian atmosphere.

Eligibility

Use of the Family Life Center will be reserved for Second Baptist Church, or Sunday school members and their guests.

Fees

Fees will be required for the use of the Family Life Center facilities to help cover the cost of needed supplies, uniforms, staff and program expenses. Annual program fees will be charged for the use of the Family Life Center Fitness Center, which includes the aerobic room, weight room, locker rooms, racquetball courts, jogging track, game room, and gymnasium. Charges for the Second Helping Restaurant, theater, Crafts Room, Magnolia Room, bowling lanes, and league sports will be on a per usage basis.

Guests

Family Life Center members are encouraged to bring guests with them to the Family Life Center. Therefore, guest fees will not be charged unless a guest's use of the facilities becomes excessive. Guests must be accompanied by their host member at all times while in the Family Life Center.

General

1. The Family Life Center will close for operation during any worship service or church wide function so as not to distract from these activities.
2. Members and guests are expected to act, dress, and behave in a Christ-like manner that would honor our Lord, and our church. Appropriate dress regulations will be published and adhered to.

ARTICLE XI. FOOD SERVICE

Purpose

The Food Service department exists as a vital support function to the other varied ministries of this church. It is recognized that Christian fellowship plays a major role in all of the church's ministries, and that the serving of food, and the sharing of a meal together provides one of the greatest opportunities for fellowship and ministry. Quality, affordability, and service will be goals of the Food Service Department in ministering to the membership of this church.

1. Food must be confined to approved kitchen and dining areas only. Parties desiring use of these areas need to direct their requests to the Director of Food Service.
2. The Food Service Director is responsible for all food service functions that take place on the campus of the church. This includes preparing menus, purchasing food, preparing and serving of meals, supervising the kitchen personnel, catering, and reservations for the use of all kitchens. The Food Service Director will also be responsible for keeping an accurate account of food funds and records of supplies, pantry, and equipment.
3. The Food Service Director shall see that the food facilities and food handling comply with Federal, State and Local regulations.
4. The charge for meals will be reviewed as necessary, at least annually, by the Food Service Director in conjunction with the Food Service Committee.
5. Departments, classes, or other groups within the church desiring use of the kitchen or its services shall make their request through the Food Service Director. This is necessary to avoid conflicts with other groups in using the kitchen. Groups are discouraged from scheduling parties or meals on Saturday evenings. Groups are encouraged to use one of the satellite kitchens if one of these would meet their needs.
6. Those organizations desiring to use the facilities for a "potluck" supper or party will request use and needs. The Food Service Director will cooperate and make available

whatever is necessary for the group on a space available basis. If small items of food, such as bread or drinks are required, the group will pay the cost of such items. The group will also pay for any overtime of the cooks or kitchen help.

7. On special occasions, such as class banquets, the organization having the banquet will be responsible for full payment for all reservations made. Reservations and payments shall be arranged through church staff members responsible for said organizations.
8. No equipment shall be taken from the kitchen without the express written permission of the Food Service Director. A written record of all lending will be made. No food or food supplies shall be removed or used from the kitchen without permission from the Food Service Director. The kitchen shall be locked when not in use. Unauthorized personnel will not be permitted in the kitchen.

ARTICLE XII. MEMORIAL GIFTS

The members of Second Baptist Church feel that memorials provide a wonderful opportunity for individuals or organizations to perpetuate the memory of a loved one, or friend, and to show their appreciation for God's Blessings. A living tribute to someone special in their life may also be a beautiful way to honor an individual in a lasting way. The Church Business Office staff will be glad to counsel with any individual concerning the selection and donation of a memorial, or living tribute gift. Memorial gifts become the property of the church and must conform to the master plan and décor of the church as determined by the Director of

Facilities, and the Facilities Operations Committee. Gifts of this type will be appropriately noted in a prominent place of the Sanctuary, or Worship Center. The affixing of plaques to the donated items, however, will not be permitted.

ARTICLE XIII. AMENDMENTS

Additions, deletions, and modifications to the Church Policy Manual shall be approved by a majority vote in church business conference before they can be adopted.

This Church Policy Manual recognizes the difference between operating rules, and regulations, and Church Policy. Operating rules and regulations for the different ministry areas of the church may be established and modified on the Church Staff and committee level without church vote. All such rules and regulations, however, must exist within the guidelines of, and not conflict with, the Church Policy as set out in this manual.



I, Marilyn Burgess, District Clerk of Harris County, Texas certify that this is a true and correct copy of the original record filed and or recorded in my office, electronically or hard copy, as it appears on this date.

Witness my official hand and seal of office this April 16, 2025

Certified Document Number: 120040570 Total Pages: 56

Marilyn Burgess, DISTRICT CLERK
HARRIS COUNTY, TEXAS

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FW: This Weekend at Second - May 27/28

@second
express



Dear Second Family,

Sunday, we will remember the heavy price paid for our national freedom as we honor those who fought and died so we may live in peace. Elmer Davis famously said about our great country: *"This will remain the land of the free, as long as it is the home of the brave."* Increasingly, we are called to be brave in a culture that often mischaracterizes true peace and freedom. John 8:31-32 gives us some direction on how to see our way clear through the murky waters of today's culture: *"If you abide in my word, you are truly my disciples, and you will know the truth, and the truth will set you free."* The ultimate freedom comes from knowing and abiding in Christ and His Word!

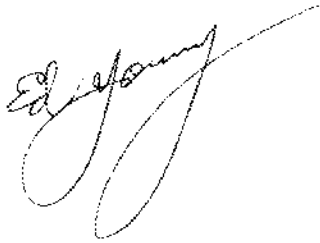
Make plans to attend Worship and Bible Study this weekend, where we will always open Scripture and study the Word! As we worship the Lord together, we will recognize those who have served our county with their time, talent, and even with their lives. Many members of our Second Family have served our country in the past, while some are currently in active service. We are honored to be part of their church family!

Also, on Wednesday night, May 31, 6 p.m. in the Woodway Campus Fellowship Hall, the church will have a called Church Business Meeting to update our Bylaws to protect our ability to continue operating as a biblical church.

EXHIBIT 3

We want to be your Second home this weekend and all summer long! Check second.org to register for summer fun, faith, and fellowship opportunities on your campus.

His and yours,

A handwritten signature in black ink, appearing to read 'H. Edwin Young', with a long, sweeping horizontal line extending to the right.

H. Edwin Young

For a list of my local Winning Walk TV and Radio air times, please [click here](#).



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I, Marilyn Burgess, District Clerk of Harris County, Texas certify that this is a true and correct copy of the original record filed and or recorded in my office, electronically or hard copy, as it appears on this date.

Witness my official hand and seal of office this April 16, 2025

Certified Document Number: 120040571 Total Pages: 2

Marilyn Burgess, DISTRICT CLERK
HARRIS COUNTY, TEXAS

In accordance with Texas Government Code 51.301 and 406.013 electronically transmitted authenticated documents are valid. If there is a question regarding the validity of this document and or seal please e-mail support@hcdistrictclerk.com

2025-26607 / Court: 55

**CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SECOND BAPTIST CHURCH**

Pursuant to the provisions of the Texas Business Organizations Code, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

I.

The name of the Corporation is Second Baptist Church.

II.

The following amendment to the Articles of Incorporation has been adopted by the Corporation on May 31, 2023.

III.

Article V of the Articles of Incorporation is hereby amended to read as follows:

"This Corporation shall have no less than the minimum number of directors as required by law up to the maximum number established by the Corporation's Bylaws, who shall hold office for a period of one year or until his successor is elected, appointed, or designated, and may serve successive terms."

IV.

The Amendment was adopted at a meeting of the members held on May 31, 2023, at which a quorum was present, and the Amendment received at least two-thirds (2/3) of the votes which members present at such meeting were entitled to cast.

The undersigned signs this document subject to the penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Executed this 31st day of May 2023.


Signature

Matthew Goodman
Printed Name

May 31, 2023
Date

EXHIBIT 4



I, Marilyn Burgess, District Clerk of Harris County, Texas certify that this is a true and correct copy of the original record filed and or recorded in my office, electronically or hard copy, as it appears on this date.

Witness my official hand and seal of office this April 16, 2025

Certified Document Number: 120040572 Total Pages: 1

Marilyn Burgess, DISTRICT CLERK
HARRIS COUNTY, TEXAS

In accordance with Texas Government Code 51.301 and 406.013 electronically transmitted authenticated documents are valid. If there is a question regarding the validity of this document and or seal please e-mail support@hcdistrictclerk.com

***FIRST AMENDED AND RESTATED BYLAWS
OF
SECOND BAPTIST CHURCH***

These First Amended and Restated Bylaws (these "Bylaws") govern the affairs of SECOND BAPTIST CHURCH, a Texas non-profit corporation (the "Church"). The Church is organized under the Texas Business Organizations Code, as amended (the "Code"). These Bylaws amend and restate, in its entirety, the previous Bylaws of the Church, as amended.

The principal office of the Church in the State of Texas shall be located in Harris County, Texas. The Church, through its governing body shall have full power and authority to change any office from one location to another, either in Texas or elsewhere and may change the registered office and the registered agent as provided in the Code. The Church shall comply with the requirements of the Code and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Church's principal office in Texas.

**ARTICLE 1
Statement of Faith and Mission Statement**

1.01 Statement of Faith

We are a Christian, evangelical church—a church whose primary purpose is to share the good news of Jesus Christ. Listed below is a summary of our essential beliefs that all Christians share and the Baptist beliefs that make us distinct.

GOD

There is one God. He is the Creator and Ruler of the universe. He eternally exists in three personalities: the Father, the Son and the Holy Spirit. These three are co-equal and one. He is perfect in His many attributes of holiness, love, power, knowledge, justice and mercy.

Genesis 1:1, 26, 27; 3:22 | 2 Corinthians 13:14 | 1 Peter 1:2 | Matthew 28:19 | Psalm 90:2

JESUS CHRIST

Jesus Christ is God's Son. He is co-equal with the Father. He is both God and man. He was born of a virgin. He lived a sinless, human life and offered Himself as the perfect sacrifice for the sins of His people by dying on a cross. He died to become a substitutionary atonement for the sins of His people. He arose from the dead after three days to demonstrate His power over sin and death. He ascended to Heaven's glory and will return again someday to earth to reign as King of kings and Lord of lords.

Matthew 1:22-23 | Romans 1:3-4 | Hebrews 4:14-15 | Isaiah 9:6 | Acts 1:9-11 | John 1:1-5; 14:10-30, 14:16-17

EXHIBIT 5

HOLY SPIRIT

The Holy Spirit is co-equal with the Father and the Son of God. He is the divine helper, assistant, counselor, and instructor. He is present in the world to make man aware of their need for Jesus Christ. He also lives in every Christian from the moment of salvation. He provides the Christian with power for living, understanding of spiritual truth and guidance in doing what is right. He gives every believer a spiritual gift when they are saved. As Christians, we seek to live under His control daily.

2 Corinthians 3:17 | Acts 1:8 | Ephesians 1:13; 5:18 | John 16:7-13; 14:16-27 | 1 Corinthians 2:12; 3:16 | Galatians 5:25

THE BIBLE

The Bible is God's Word to us. It was written by human authors under the supernatural guidance of the Holy Spirit. It is the supreme source of truth for Christian beliefs and living. The Bible is inspired by God and is the truth without any mixture of error. It is the sole authority for life.

2 Timothy 1:13; 3:16 | 2 Peter 1:20-21 | Psalm 119:105, 160; 12:6 | Proverbs 30:5

SALVATION

Salvation is God's free gift to us. We receive this gift through repentance and faith in Jesus Christ alone. Repentance means turning away from our sin and turning toward Christ. Faith means trusting in Christ alone for the forgiveness of our sins. When we place our faith in Jesus Christ, His perfect obedience is credited to us so that God sees us as the righteousness of Christ. Every person who truly is saved is eternally secure in the Lord Jesus Christ and will spend eternity in heaven, while those who die in their sins will spend eternity in Hell separated from God.

Romans 6:23 | Titus 3:5 | John 14:6; 1:12 | Galatians 3:26 | Ephesians 2:8-9 | Romans 5:1

HUMANITY

Humans are made in the spiritual image of God, to be like Him in character. As the supreme object of God's creation, we were designed for dignity. However, Adam's sin catapulted the creation into a fallen state and plunged all his descendants into depravity. Thus, all of us are marred by rebellion and disobedience, which is called "sin," toward God. Sin separates people from God and causes many problems in life.

Genesis 1:27 | Psalm 8:3-6 | Romans 3:23 | Isaiah 53:6a; 59:1-2

ETERNAL SECURITY

God gives us eternal life through Jesus Christ. If you have made a genuine commitment of faith in Jesus, you cannot lose your salvation. Salvation is maintained by the grace and power of

God, not by the self-effort of the Christian. God's grace and power enable us to persevere in faith until the end.

John 10:29 | Ephesians 2:1-10 | 1 Peter 1:3-5 | Hebrews 7:25; 10:10, 14 | 2 Timothy 1:12

ETERNITY

People were created to exist forever. We will either exist eternally separated from God by sin or eternally with God through forgiveness and salvation. To be eternally in union with Him is eternal life. Heaven and Hell are real places of eternal existence.

John 3:16 | Romans 6:23 | Revelation 20:15

LORD'S SUPPER

The Lord's Supper is an ordinance of the church. It was instituted when the Lord had the Passover meal before His crucifixion. We observe the Lord's Supper on a regular basis in remembrance of Jesus Christ's atonement for our sins. It is a proclamation of His death and an assurance of His second coming. We ask only those who have made a profession of faith in Jesus Christ to participate in the Lord's Supper. The elements of bread and grape juice are used as symbols of Christ's body that was broken and His blood that was shed in payment for our sins.

1 Corinthians 11:23-32 | Matthew 26:26-29 | John 6:53-59

BAPTISM

Baptism is a picture and an illustration—a symbolic act. Baptism by immersion best illustrates the death, burial and resurrection of Jesus Christ on our behalf and our subsequent faith in Him. It is not necessary for salvation but is an act of obedience and is strongly associated with salvation, as it best demonstrates our new identity with Jesus Christ.

We believe in believer's baptism. A person must first exercise faith in Jesus Christ, believing that He died for their sins, was buried and rose from the dead. An infant or person who does not understand God's plan of salvation cannot make that kind of commitment. The Scriptural order is belief first, followed by baptism. Baptism is limited to those who have personally believed in Jesus Christ as Savior.

Mark 1:9-11 | Matthew 28:18-20 | Mark 16:15-16 Acts 8:12 | Matthew 3:13-17 | Colossians 2:12

CHURCH GOVERNMENT

We believe in the local autonomy of the church. Each church has the right to manage its affairs with no central authority except that of Christ Himself. Freedom does not rule out cooperation. We are a cooperating church with the Southern Baptist Convention. This means that we cooperate with other Baptist churches in pooling and sharing money for the support of

missionaries and ministries at home and around the world. This plan is called the Cooperative Program.

Acts 15

ACCESS TO GOD

Each person is able to come to God for himself or herself. There is no need for a third party to tell a person how to pray, how to interpret Scriptures or how to vote in church. All believers are ministers of God. Therefore, the evangelical church does not have a distinctive class of priests. All members are made "priests unto God" by the death of Christ. There is only one mediator between God and man, and that is Jesus Christ.

Revelation 1:5-6 | Ephesians 4:11-12 | 1 Timothy 2:5 | Romans 12:1 | 1 Peter 2:5

1.02 Mission Statement

THE GREAT COMMISSION

"Go therefore and make disciples of all nations, baptizing them in the name of the Father and the Son and the Holy Spirit, teaching them to observe all that I commanded you; and lo, I am with you always." MATTHEW 28:19-20

OUR MARKETING STRATEGY

Our City, our State, our Nation, our World

"You will be my witnesses both in Jerusalem, and in all Judea and Samaria, even to the remotest part of the earth." ACTS 1:8

OUR PRODUCT

The Good News of Jesus Christ!

"For I am not ashamed of the gospel, for it is the power of God for salvation to everyone who believes, to the Jew first and also to the Greek. For in it *the* righteousness of God is revealed from faith to faith; as it is written, "But the righteous *man* shall live by faith." ROMANS 1:16-17

OUR PROFIT

Changed lives

Therefore, if anyone is in Christ, *he is* a new creature; the old things passed away; behold, new things have come. 2 CORINTHIANS 5:17

ARTICLE 2

Affiliation

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 in world missions and otherwise, this Church may voluntarily affiliate with any churches (Christian Churches and ministries) or associations of churches of like faith and practices.

ARTICLE 3

Purpose and Limitations

3.01 **Purposes.** 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. More particularly, the purposes of this Corporation are:

(a) To spread the Gospel of Jesus Christ and the worship of God and practice the Christian virtues taught in the Bible by any and all means possible.

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

(c) To handle affairs pertaining to property and other temporal matters as required by the civil authorities.

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

(e) To educate the body of Christ through all educational means deemed appropriate.

(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.

3.02 **Limitations.** In order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Code, as it now exists or as it may hereafter be

amended. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, 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 or reimbursement of expenditures) in furtherance of its purposes as set forth in these Articles. 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 these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (1) 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) Notwithstanding any other provisions of these Articles, 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 building 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; or (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.

(d) Upon the liquidation, dissolution or winding up of the Corporation, the governing body of the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the remaining assets of the Corporation to any organization they designate which is of like faith and order and is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States).

ARTICLE 4

Church Membership, Marriage, Family

4.01 **Candidacy for Membership:** Any person may offer himself as a candidate for membership in this church. All such candidates may be presented to the church as a candidate for membership in any of the following ways:

(a) Profession of faith in Jesus Christ as personal Savior and Lord, and as a candidate for baptism by immersion.

(b) As a Christian from another denomination and as a candidate for baptism by immersion.

(c) By promise of a letter of recommendation from another church of like faith and order.

(d) By statement of a prior conversion experience and baptism by immersion in a church of like faith or order where no letter is attainable.

All persons presenting themselves as a candidate for membership by any of the above methods may be presented by the Pastor, or his appointee, to the Church for approval in accordance with its policies and procedures. Any questions concerning whether an individual meets the qualifications for church candidacy and membership are to be dealt with in accordance with the Church's policies and procedures.

4.02 **Watch Care:** Watch Care is a process where an individual professes Jesus as Savior and Lord, but for reasons, at the sole discretion of the Church, is not immediately received into membership. "Watch Care" expresses the Church's continuing desire to shepherd such individuals in their spiritual growth during the period that membership is pending.

4.03 **Membership:** The Church shall have one class of membership.

(a) Every member of the church may participate in the ordinances of the church as administered by the church.

(b) Every member of the church shall comply with all guidelines and regulations as set out in any church policies. The governing body of the Church may adopt and amend procedures for membership application and maintenance in the Church. Plenary power to manage and govern the Church shall be vested as set forth in Article 5 of these Bylaws. As such, members are not entitled to vote in person, by proxy or otherwise.

4.04 **Membership Termination:** Membership may be terminated in one of the following ways:

(a) By a letter of recommendation to another church of like faith and order upon the request of said church.

(b) By the personal request of the individual.

(c) Upon a member's uniting with a church of another faith and order.

(d) Upon the death of the member.

(e) Pursuant to any policy and procedure provision of the Church regarding membership.

4.05 **Maintaining Membership:** Abiding by the Church's qualifications of membership is an ongoing and perpetual requirement for maintaining membership, separate and apart from being on the Church's membership roll. Accordingly, the rights and privileges of membership go with and are contingent upon fulfilling the responsibilities and qualifications of membership.

4.06 **Marriage and Family:** These Bylaws set forth a summary of the Church's beliefs which shall govern the Church concerning marriage and the family but is not intended to set forth an exhaustive statement on these subjects. As the Body of Christ, the Church shall operate under the Lordship of Jesus Christ and be governed by His laws. As we believe the Bible is the inspired, inerrant Word of God, the Bible is the sole and final source of all that we believe as interpreted and applied by our leadership; it is the final authority for all matters of faith and practice in the Church, and accordingly, the Church shall operate in accordance with Biblical principles specifically relating to marriage, the family, and sexual morality. We believe there are two genders, male and female as stated in Genesis 1-2.

We believe the term "marriage" has only one meaning and that is marriage sanctioned by God which joins man and woman in a single, exclusive union, as delineated in the Bible. It is God's unique gift to reveal the union between Christ and His Church and to provide for the man and the woman in marriage the framework for intimate companionship.

We believe that God has ordained the family as the foundational institution of human society and that it is comprised of persons related to one another by marriage, blood, or adoption.

We believe that God offers redemption and restoration to all who confess and repent, seeking His mercy and forgiveness through Jesus Christ; that every person must be afforded compassion, love, kindness, respect, and dignity; and that hateful behavior or attitudes directed toward any individual are not in accord with scripture nor the doctrines of the Church.

It is the policy of the Church that all the Church's assets and property shall be used to glorify God in fulfillment of the mission of the Church. Accordingly, the Church may disallow any use of its property, formal or informal, by those affiliated with the Church or otherwise, inconsistent with the mission or principles of the Church, including, but not limited to, those principles described herein.

ARTICLE 5

Management of the Church Ministry Leadership Team

5.01 **Number and Term of Members:** The Members of the Ministry Leadership Team ("MLT") following the date of approval of these amended bylaws shall consist of the Senior Pastor,

and those individuals appointed by the Senior Pastor, and thereafter, until changed by amendment of the Articles of Incorporation and/or by duly adopted Bylaws, additional individuals as may, from time to time, be nominated and elected in accordance with Section 5.03 of this Article, provided that such number, including the Senior Pastor, shall be no less than that required by the Code.

The Senior Pastor shall serve as the Chairman and shall be present and preside at all meetings. Each Ministry Team Member, ("Team Member") other than the Senior Pastor, shall hold office for a period of one year or until his successor is elected, appointed, or designated herein, and may serve successive terms. The Senior Pastor shall be a full voting Team Member.

5.02 Powers: The MLT shall be considered the board of directors of the Church, the governing body of the Church, and shall have all the rights, powers, and responsibilities of a board of directors pursuant to the Code, subject to any limitations under the Code, the Articles of Incorporation of the Church, and these Bylaws. All corporate powers shall be exercised by or under their authority, and they shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. They shall be responsible for the acquisition and disposition of Church property, which includes the management of its financial resources, and shall have the power to buy, sell, mortgage, pledge or encumber any church property and incur related indebtedness.

5.03 Nomination and Election: The Senior Pastor, subject to Section 5.01, shall nominate persons who he deems qualified to serve on the MLT. The persons nominated by the Senior Pastor shall be presented to the MLT for election. Team Members shall be natural persons but need not be residents of Texas.

5.04 Vacancies: The Senior Pastor shall nominate persons who he deems qualified to serve on the MLT to fill any vacancy occurring thereon, and to fill any position that is vacant due to an increase in the number of Team Members serving. A vacancy is filled by the affirmative vote of the majority of the remaining Team Members, even if it is less than a quorum. A person so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

5.05 Meetings of the Ministry Leadership Team: Regular or Special meetings shall be held at the Church's registered office if the notice thereof does not otherwise specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all the Team Members, either before or after the meeting. Any meeting may be held by conference telephone or similar communication equipment, as long as all Team Members participating in the meeting can hear one another, and all shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence. Regular meetings may be held without notice if the time and place of the meetings are fixed by a resolution. A special meeting may be called by the Senior Pastor or any three (3) Team Members.

Notice of the time and place of special meetings shall be given to each Team 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 Team Member or to a person at the Team Member's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Team Member, (D) electronic mail (e-mail), or (E) by facsimile to the Team Member's office or home.

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, e-mail, or telecopier shall be delivered, telephoned, or faxed to the Team Member or given at least twenty-four (24) hours before the time set for the meeting. 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.

Attendance of a Team Member at a meeting shall constitute waiver of notice of such meeting, except where they attend a meeting for the express purpose of objecting that the meeting is not properly called.

5.06 Action Without Meeting: Any action required or permitted to be taken by the MLT may be taken without a meeting, if all of the Team 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 proceeding.

5.07 Quorum: A majority of the Team Members shall constitute a quorum for the transaction of business at any meeting.

5.08 Duties of Ministry Leadership Team Members: Team 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. They 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 Team Member is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

Team 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.

5.09 Delegation of Duties: The MLT is entitled to select advisors and remove or replace them with or without cause 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. Team Members have no liability for actions taken or omitted by the advisor if the MLT acts in good faith and with ordinary care in selecting the advisor.

5.10 Interested Members: Contracts or transactions between Team Members, officers, or members of the Church who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Team Member, officer, or Church member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, the material facts must be disclosed to or known by the MLT or other group authorizing the transaction, and approval from disinterested parties must be obtained.

5.11 **Actions of Ministry Leadership Team:** The MLT shall try to act by consensus. However, the vote of a majority of the Team Members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the MLT unless the act of a greater number is required by law or the bylaws. A Team 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 MLT.

5.12 **No Compensation:** Team Members, including the Senior Pastor, shall not receive salaries or compensation for their services to the MLT. The MLT may adopt a resolution providing for payment to Team Members for expenses of attendance, including travel and lodging expenses, if any, at a meeting of the MLT. A Team Member may serve the Church in any other capacity and receive reasonable compensation for those services.

5.13 **Removal and Resignation of Ministry Leadership Team Members:** The MLT may vote to remove a Team Member, other than the Senior Pastor, at any time, with or without cause. A meeting to consider the removal may be called and noticed following the procedures provided in these Bylaws. A Team Member may be removed by a majority vote of the Team Members.

5.14 **Deadlock:** In the case where the MLT shall, by reason of deadlock (whether because an even number of Team Members is seated on the Team, or because certain Team 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 Team, then, in such instance, the Senior Pastor shall cast a ballot which shall be known as a "majority ballot", so that an official act or decision may be taken by the Team. The majority ballot shall be cast in addition to the regular Team Member's vote cast by the Senior Pastor.

ARTICLE 6

Officers

6.01 **Officer Positions:** The officers of the Church shall be the Senior Pastor, Treasurer/Secretary and any other officers chosen at the discretion of the Senior Pastor in accordance with Acts 14:23 and Titus 1:5. The Senior Pastor shall serve as the servant leader of the church, and corporately in accordance with the Code as chairman of the board and chief executive officer of the Church. The Senior Pastor may create additional officer positions, define the authority and duties of each such position, and appoint persons to fill the positions.

6.02 **Election and Term of Office:** The Senior Pastor of the Church shall hold office until he resigns, is removed, or dies. All other officers of the Church shall be appointed by the Senior Pastor.

6.03 **Removal:** Subject to the rights, if any, under any contract of employment with the Church, the Senior Pastor shall only be removed for any of the following reasons: (1) falling into sinful and worldly practices without repentance; (2) neglect of duties; or (3) incapacity; and only by the affirmative vote, based on one or more of the reasons described in this section 6.03, of two-thirds (2/3) of the Team Members present in person at any general or special meeting duly noticed pursuant to Section 5.05 of these Bylaws.

All other Church officers may be removed, with or without cause, by the Senior Pastor.

6.04 **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.

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

The Senior Pastor of the Church is responsible for leading the Church in accordance with Biblical principles as set forth in the New Testament. As such, the Senior Pastor shall be the leader of the Church congregation, the Church staff, all Church organizations, all Church ministries, committees, and all Church Teams, to accomplish the New Testament purposes of the Church. The Senior 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 offices he holds as Senior Pastor: chairman of the board and chief executive officer.

In the event of a vacancy in the office of Senior Pastor, the MLT shall act as the Senior Pastor Selection Team and all their actions regarding the selection of the Senior Pastor shall comply with the requirements set forth in Section 5.11. The election shall take place at a regular or special meeting of the MLT called for the purpose of electing a new Senior Pastor.

6.06 **Vice Chairman:** An appointed Vice Chairman shall, when the Senior Pastor is absent, is unable to act, or refuses to act in his role as chairman of the MLT perform the duties of the Senior Pastor. When the Vice Chairman acts in place of the Senior Pastor, he shall have all the powers of and be subject to all the restrictions upon the Senior Pastor.

6.07 **Treasurer:** The treasurer 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 MLT; (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 Senior Pastor; (h) if required by the MLT, give a bond for the faithful discharge of his or her duties in a sum and with a surety as they determine.

6.08 **Secretary:** 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, if any, and of the MLT and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records (d) perform duties as assigned by the Senior Pastor; (e) perform all duties incident to the office of secretary.

ARTICLE 7

Teams

7.01 One or more teams may be established by the MLT, including but not limited to those set forth herein below.

7.02 Advisory Teams:

(a) **Finance Team.** The MLT shall establish a Finance Team which shall be composed of no fewer than seven (7) and no more than fifteen (15) members who are charged with reviewing monthly financial statements of the Church and providing sound financial advice and support as needed to the Senior Pastor and MLT. The members of the Finance Team shall serve for one-year terms and may serve multiple and/or successive terms. The Senior Pastor or his designee shall select the Chairman and the members of this Team, with the approval of the MLT.

(b) **Personnel Team.** The MLT shall establish a Personnel Team which shall be composed of the Chairman of the Deacons, the Immediate Past Chairman of the Deacons, and the Chairman of the Finance Team. If any of these individuals are unwilling or unable to serve, then the Senior Pastor will select a replacement. This Team shall assist the Senior Pastor and the MLT in matters related to employee/personnel administration. This Team shall assist in all areas of personnel matters but are primarily charged with the administration of salaries and benefits to existing personnel. The Senior Pastor and Personnel Team shall review all salaries annually and recommend to the Budget Planning Team such adjustments as deemed necessary and proper.

(c) **Budget Planning Team.** The MLT shall establish a Budget Planning Team which shall be composed of no fewer than seven (7) and no more than fifteen (15) members, who with assistance by church staff, shall be responsible for the preparation, review and revision of the annual Church Operating Budget. This Team will coordinate the recommendations from the Finance Team, Personnel Team, Church staff, and other Church members. The Budget Planning Team will submit a comprehensive budget. The Operating Budget will be distributed to the Church or made available through Church-wide communications and technology or in a manner deemed appropriate by the Budget Planning Team and the MLT. The members of this Team shall serve for one-year terms and may serve multiple and/or successive terms. The Senior Pastor shall appoint the Chairman and the members of this Team.

(d) **Legal Team.** The MLT shall establish a Legal Team which shall be composed of no fewer than four (4) and no more than eight (8) members who shall assist the Church staff and the MLT in legal matters. The members of this Team shall serve for one-year terms and may serve multiple and/or successive terms. The Senior Pastor shall appoint the Chairman and the members of this Team.

ARTICLE 8

Selection and Service of Deacons

8.01 **Purpose:** The Deacons of Second Baptist Church shall assist the Senior Pastor in serving and ministering to the church family, in accordance with Biblical principles. The Deacons shall meet the requirements for spiritual leadership as set out in the Bible and strive to be a witness for Christ in every aspect of their lives. The primary purpose of the Deacon Body is spiritual in nature, and not executive. Deacons will be selected from every campus.

8.02 **Classification:** Deacons of the Church shall be classified as follows: (a) Active Deacons, (b) Inactive Deacons, (c) Special Deacons, (d) Reserve Deacons, and (e) Emeritus Deacons. The privileges and responsibilities of Active, Special and Emeritus Deacons shall be the same, except that only Active Deacons shall be expected to attend all Deacons' meetings and serve on Deacon Teams. It is expected that Special Deacons will participate in serving the Lord's Supper, receiving offerings, and other functions of Deacons in the Church. All such participation is optional for Emeritus Deacons.

8.03 **Active Deacons:** Each year, the Church shall, through and in accordance with the directives and determinations of the Senior Pastor seek to select a number of men who will serve a three-year term, starting January 1 each year, in the Deacon Body.

8.04 **Inactive Deacons:** Active Deacons who have served for and completed their three-year term will roll into and remain in this group for a period of one year after which they will again be eligible for selection to serve as an Active Deacon in the Deacon Body.

8.05 **Special Deacons:** Deacons transferring membership to Second Baptist Church will be placed in this group. Special Deacons will serve in the same capacity as Active Deacons until January 1 of the subsequent year after joining Second Baptist Church.

8.06 **Emeritus Deacons:** All Deacons who have faithfully fulfilled the office and attained the age of seventy-five (75), may be selected Emeritus Deacons by the Senior Pastor with the same status as Active Deacons, in so far as they are able to participate.

8.07 **Reserve Deacons:** All Deacons who are members of Second Baptist Church, and who do not qualify in any of the above classifications, will be placed in this group. Reserve Deacons will be specifically considered each year for nomination as Active Deacons. This group of Deacons shall be available for special assignment as designated by the Senior Pastor.

8.08 **Procedure for Selection of Deacons:** The Pastor or his designee will select the Deacons from each campus.

ARTICLE 9 Messengers

The Church may designate the appointment of messengers from the Church membership to such meetings as the Union Baptist Association, Baptist General Convention of Texas, and the Southern Baptist Convention as deemed needed by the Church.

ARTICLE 10

Transactions of the Church

10.01 **Contracts and Legal Instruments:** The governing body of the Church may authorize the Business Administrator 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 governing body of the Church selects.

10.03 **Potential Conflicts of Interest:** The Church shall not make any loan to a Team Member. A Team Member or officer may lend money to and otherwise transact business with the Church except as otherwise provided by these Bylaws, Articles of Incorporation, and all applicable laws. Such a person transacting business with the Church has the same rights and obligations relating to those matters as other persons transacting business with the Church. The Church shall not borrow money from or otherwise transact business with a Team Member or officer unless the transaction is described fully in a legally binding instrument and is in the best interest of the Church. The Church shall not borrow money from or otherwise transact business with a Team Member or officer without full disclosure of all relevant facts and without the approval of the MLT, not including the vote of any person having a personal interest in the transaction.

ARTICLE 11

Books and Records

11.01 **Required Books and Records:** The Church shall keep correct and complete books and records of account.

11.02 **Fiscal Year:** The fiscal year of the Church shall begin on the first day of April and end on the last day in March in each year.

11.03 **Audited Financial Statements:** The Church shall have each annual financial statement of the Church audited by a certified public accounting firm selected by the MLT.

ARTICLE 12

Second Baptist School

12.01 **Purpose:** The Second Baptist School is a ministry of Second Baptist Church. The operation of the school, therefore, is subject to all church policies. The Senior Pastor shall furnish guidance in both spiritual and administrative matters, making specific recommendations at his discretion relating to all phases of the school's operations. The Head of School, faculty, and staff of

the school are considered members of the staff of Second Baptist Church, and therefore are responsible to the Senior Pastor.

12.02 Objective and Mission Statement:

(a) The objective of Second Baptist School is to help each student reach his, or her, full, God-given potential as a resourceful and productive Christian citizen. This will be accomplished as Biblical principles are incorporated into the lives of the individual students through the teaching of a quality, dedicated Christian faculty. Quality and excellence in Christian education will be the absolute commitment and goal of Second Baptist School.

(b) The Mission Statement of Second Baptist School is to equip students to think critically, live biblically, and lead courageously to impact the world for Jesus Christ.

12.03 Curriculum: Second Baptist School seeks to be Christ-centered, and student-centered in every area of its operation. Recognizing the Bible to be fundamental to sound instruction, the school shall provide formal Bible teaching. The school also is committed to the task of integrating a Biblical world view into all academic disciplines. The curriculum will focus on the whole child. For that reason, the curriculum shall be balanced in an effort to help the child develop spiritually, mentally, physically, and socially.

The curriculum of quality Houston area public and private schools, and the standards of accreditation as set out by recognized authorities, such as the Texas Education Agency, may be used as guides in formulating the academic curriculum of Second Baptist School. It is intended, however, that minimum requirements for accreditation be exceeded whenever possible. It is also recognized that a Christian approach to education may be fundamentally different in character and content to that of other secular, public and private schools.

12.04 Relationship Between School and Church: The school is one of the most important outreach and educational ministries of Second Baptist Church. The school functions as an internal department of the Church and operates legally within the corporate framework of the Church. The school, therefore, is subject to all Church policies and procedures as applied to all other departments and ministries within the Church.

12.05 Finances: All of the salaries and program expenses of the school shall be defrayed by tuition, fees, and gifts. The school shall be budgeted under the direction of the Church Business Administrator, and the Head of School will be charged with administering the disbursements of the school within the parameters of the approved budget. All disbursements of the school shall be approved by the Church Business Administrator under the direction of the Senior Pastor. The same purchasing guidelines will apply to the school, as apply to all other church departments.

The school budget year will begin August 1 of each calendar year. The Head of School will be responsible for preparing the school budget. The Head of School will present a preliminary school budget to the Church Business Administrator under the direction of the Senior Pastor by April 1. It is recognized that personnel is a major part of the school budget. It will be the responsibility of the Head of School to review all school personnel, and to submit salary recommendations to the Pastor for approval.

All school accounting, auditing, bookkeeping, and cash management operations will be the responsibility of the Church staff assigned by the Senior Pastor. The School will be accounted for as a separate fund within the entity of the Church.

12.06 Head of School: The Head of School shall be charged with day-to-day administration of the preschool, lower school, middle school, and upper school. The Head of School will propose and implement procedures for the school including admissions, operations, discipline, personnel evaluation, and curriculum consistent with Church policies as set forth in these Bylaws, and as established by the Senior Pastor of the Church. The Head of School will be specifically responsible for all areas of personnel management, evaluation, and salary administration. The Head of School will work directly for the Senior Pastor and will be considered a member of the executive staff of the Church.

ARTICLE 13

Indemnification

13.01 Indemnification:

(a) The Church shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or other proceeding (whether civil, criminal, administrative, arbitrative or investigative), including any appeal thereof, or any inquiry or investigation that could lead to such an action or proceeding (any of the foregoing to be referred to hereafter as a "proceeding") by reason of the fact that said person is or was a MLT Member (director) or officer of the Church (a "covered person") to the fullest extent permitted by the Texas Business Organizations Code ("Code"), as the same now exists or may hereafter be amended, substituted or replaced (but, in the case of any such amendment, substitution or replacement, only to the extent that such amendment, substitution or replacement permits the Church to provide broader indemnification rights than the Code permitted the Church to provide prior to such amendment, substitution or replacement), against all judgments (including arbitration awards), court costs, penalties, settlements, fines, excise and other similar taxes and reasonable attorneys' fees (all of the foregoing to be referred to hereafter as "expenses") actually incurred by the covered person in connection with such proceeding. The right to indemnification shall continue as to a covered person who has ceased to be a MLT Member, or officer and shall inure to his or her heirs, executors, or administrators. The Church shall pay or reimburse reasonable expenses incurred by a covered person who was or is a party or is threatened to be made a party to any proceeding in advance of the final disposition of the proceeding, without any determination as to the covered person's entitlement to indemnification, if the Church receives the following before any such advancement of expenses:

- (a) A written affirmation by the covered person of the covered person's good faith belief that he or she has met the standard of conduct necessary for indemnification under the Code, and
- (b) A written undertaking by or on behalf of the covered person to repay the amount so advanced if it is finally determined that the covered person has not met the required standard of conduct set forth in the Code or that indemnification is prohibited by the Code.

(b) **Appearance as a Witness.** Notwithstanding any other provision of this Article 13, the Church may, but shall not be obligated to, pay or reimburse expenses incurred by a covered person in connection with his or her appearance as a witness or other participation in a proceeding at a time when he or she is not a named defendant or respondent in the proceeding.

(c) **Indemnification of Employees and Agents:** The Church, by adoption of a resolution of the MLT, may, but shall not be obligated to, indemnify and advance expenses to an employee or agent of the Church to the same extent and subject to the same conditions under which it may indemnify and advance expenses to a covered person under this Article 13.

(d) **Non-Exclusive.** The indemnification provided by this Article 13 shall not be exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law or under any agreement or otherwise.

(e) **Insurance.** The Church shall maintain insurance at its expense, to protect itself and any covered person against any liability asserted against him or her and any liability, cost or expense incurred by him or her in such capacity or arising out of his or her status as such a person, whether or not the Church against the liability under this Article 13 or the Code.

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 the MLT.

14.02 Construction of Bylaws: These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. 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 gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

14.03 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.

14.04 Parties Bound: The Bylaws shall be binding upon and inure to the benefit of the Church members, Team Members, 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.

14.05 Christian Alternative Dispute Resolution: In keeping with 1 Corinthians 6:1-8, all disputes which may arise (1) between any member of the Church and the Church itself, or (2) between any member of the Church and any Pastor, officer, Team Member, employee, volunteer, agent, or other member of this Church shall be resolved in accordance with the rules of procedure for faith based alternative dispute resolution approved by resolution of the MLT, which may be updated or modified by further resolution. If efforts to reconcile or mediate the dispute fail, then the matter shall be resolved through binding arbitration. The decision of the arbitrators shall be binding on both parties, and both parties submit themselves to the personal jurisdiction of the courts of Texas, both state and federal, for the entry of a judgment confirming the arbitrators' award. Each party shall bear their own costs, including attorney's fees, related to any arbitration proceeding.

If a dispute may result in an award of monetary damages, 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, conduct hearings, or administer discipline of members.



I, Marilyn Burgess, District Clerk of Harris County, Texas certify that this is a true and correct copy of the original record filed and or recorded in my office, electronically or hard copy, as it appears on this date.

Witness my official hand and seal of office this April 16, 2025

Certified Document Number: 120040573 Total Pages: 19

Marilyn Burgess, DISTRICT CLERK
HARRIS COUNTY, TEXAS

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