

# CHURCH OF GOD BIG SANDY BYLAWS

*Bylaws for the regulation,  
except as otherwise provided  
by statute or its Articles of Incorporation,  
of the Church of God Big Sandy  
A Texas Corporation*

*Adopted December 7, 1999  
Amended September 7, 2004  
Amended December 19, 2005*

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**ARTICLE I — Name**

Section 1: The name of this nonprofit corporation shall be United Church of God Big Sandy, Texas, Inc., doing business as Church of God, Big Sandy, hereinafter referred to as the Corporation.

**ARTICLE II — Mission**

Section 1: The mission of the Corporation is to serve the needs of the local congregation and of the greater Body of Christ, and to preach the gospel of the Kingdom of God.

**ARTICLE III — Offices**

Section 1: The office of the Corporation shall be located at 1106 West Broadway, Big Sandy, Texas 75755, or at such other place, within or without the State of Texas, as the Board of Trustees may from time to time determine. The corporate mailing address is P.O. Box 690, Big Sandy, Texas 75755.

**ARTICLE IV — Board of Trustees**

Section 1: **MANAGEMENT:** The Corporation shall be managed by the Board of Trustees, hereinafter referred to as the Board. The Board shall: with the assistance and recommendations of a committee, prepare and adopt the annual budget; with the assistance and recommendations of a committee, review and approve the terms of official relationships with other organizations. The Board shall also: approve commitments, statements of policy or position, or financial obligation; retain assistance in the general management of the Corporation as necessary; and conduct other duties as necessary to manage the general affairs of the Corporation.

Section 2: **COMPOSITION:** The corporate officers shall be President, Vice President, Secretary, Treasurer, and at least three at-large Trustees.

Section 3: **INVOLVEMENT OF THE PASTOR:** Although the Pastor of the congregation is not a Trustee, the Board desires and expects his involvement in preparing for and participating in all Board meetings.

Section 4: **SELECTION:** Trustees will be elected by the congregation in accordance with the following procedure:

- a) Each year during the month of March, the Board shall establish an Election Committee to manage and oversee the election process. The Committee shall be chaired by a Trustee whose term is not expiring, and shall include the Pastor and at least three at-large members from the congregation.
- b) The Committee shall schedule a nomination and election procedure, allowing ample time for voting to be accomplished in advance of June

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30, the date that Trustees' terms expire. The voting period for each phase of the procedure shall include at least three weekly Sabbaths. On each of those Sabbaths, ballots shall be made available to the congregation, along with a description of the election procedure and instructions for completing and submitting the ballot. Each individual casting a ballot shall provide his name and mailing address, and sign for a ballot.

- c) Any individual who considers himself to be a member of the congregation, and who is sufficiently interested in the governing process of the congregation to responsibly cast a ballot, shall be permitted to participate in the election. Such participants may include teenagers and unbaptized adults.
- d) In the nomination phase, each member of the congregation shall be given the opportunity to submit the names of up to [twice the number of expected vacancies] individuals that he wishes to nominate to serve on the Board. At the end of this process, beginning with the individual who received the most votes and proceeding in descending order through the list, the Committee shall contact each nominee to determine if he would be willing to serve on the Board if elected by the congregation. When [twice the number of expected vacancies] individuals have declared their willingness to serve on the Board, they become eligible to be elected in the election phase of the process.

In case a tie vote between two or more of the candidates makes selection of the exact number of individuals eligible to advance to the election phase impossible, the number of candidates advancing to the election phase shall be increased as needed.

- e) In the election phase, the names of the previously selected individuals shall be placed on a ballot, which shall be made available to the congregation for a final vote. Vacancies on the Board shall be filled by the individuals who receive the highest number of votes in this process.

In case of a tie, the candidates who receive the same number of votes shall draw numbers to determine which of them will become a Trustee.

- f) In both the nomination and election phases, all ballots shall be reviewed by the Election Committee for validity and eligibility. In the event that a majority of all the members of the Committee determines that a ballot must be disqualified, a representative of the Committee shall contact the person who cast that ballot and explain the reason for the disqualification. In order to avoid offense or embarrassment, all discussions related to this process shall be kept strictly confidential. However, any individual whose ballot is disqualified for any reason may appeal to the Board. A majority of the entire Board shall be required to overturn the decision of the Election Committee.

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- g) When the entire election procedure is complete, the Committee shall turn over to the Secretary of the Board all ballot information relevant to the election. The Secretary shall keep all such documentation on file for future reference, because any vacancies that occur on the Board during the 12 months following a given election shall be filled by the runners up in that election, and because notice of any appeals to the congregation that are made during the 12 months following a given election must be sent to those who participated in that election.

Section 5: ELIGIBILITY: Trustees must accept and be in agreement with the Statement of Beliefs of the Corporation. Further, Trustees pledge to work together in a Christian spirit of love, cooperation and harmony in an atmosphere of peace.

Section 6: EXCLUSIONS: No employee of the Corporation may serve on the Board. No two members of the same family may serve concurrently on the Board. No two individuals involved in an employer/employee relationship may serve concurrently on the Board.

Section 7: TERMS: Trustees shall serve a three year term. The term shall begin on July 1 and shall end on June 30 of the third year. When the Trustees' terms expire, they may be reelected to the Board.

Section 8: QUORUM: A quorum is required for any action to be taken by the Board. A majority of all Trustees, one of whom shall be an Officer, shall constitute a quorum.

Section 9: AT-LARGE TRUSTEES: At-Large Trustees of the Corporation shall number at least three but may number no more than fifteen. This decision shall require approval by a two-thirds majority of votes of the entire Board.

Section 10: COMPENSATION: A Trustee shall not receive any compensation from the Corporation for services rendered except as declared by resolution of the Board.

#### **ARTICLE V — Officers**

Section 1: OFFICERS: The Officers of the Corporation shall be: President, Vice President, Secretary, and Treasurer, and shall be elected annually from the entire Board. No Trustee may serve in more than one corporate office concurrently.

Section 2: PRESIDENT: The President shall preside at the meetings of the Board and shall have the responsibility for the general and active daily operation of the Corporation. He shall: represent the Corporation in all legal and business matters; represent the Corporation in matters relating to the Corporation; perform all other duties pertaining to the office; have the authority to perform duties as directed by the Board; and implement all Orders and Resolutions of the Board. In addition, the President may sign, execute and deliver in the name of the Corporation, all deeds, mortgages, bonds,

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contracts or other instruments that are not specifically reserved for the Board or prohibited by these Bylaws.

Section 3: SUCCESSION TO PRESIDENT: Whenever there is a vacancy in the office of President, or when the President, by written declaration transmitted to the Secretary, states that he is unable or unwilling to discharge the powers and duties of his office, the Vice President shall immediately succeed the President upon receipt by the Secretary of the President's written resignation and until a new President is elected.

Section 4: VICE PRESIDENT: The Vice President shall: temporarily succeed the President, if that office becomes vacant, until a new president is elected; preside at the meetings of the Board if the President is not available; perform other duties as assigned by the President; and perform such other duties, not inconsistent with these Bylaws, as the Board shall from time to time prescribe.

Section 5: SECRETARY: The Secretary shall: keep, prepare and distribute the minutes of all meetings of the Board; cause to be given notice of all meetings of the Trustees; be custodian of the seal of the Corporation and shall affix the seal, or cause it to be affixed, to all documents the execution of which so requires; have charge of the books, records and papers of the Corporation relating to its organization as a corporation, and shall see that the records, statements and documents required by law are properly kept or filed; keep on file all ballots and other information relevant to the election of Trustees; perform other duties as assigned by the President; and shall have other powers and perform such other duties, not inconsistent with these Bylaws, as the Board shall from time to time prescribe.

Section 6: TREASURER: The Treasurer shall: have charge and custody of, and be responsible for, all the funds and securities of the Corporation; keep or cause to be kept full and accurate accounts of all receipts, disbursements, credits and debits in books belonging to the Corporation; supervise and be responsible for all moneys, valuables and assets of the Corporation and credits owing to the Corporation; chair the Budget Committee; report on the financial condition of the Corporation at board meetings; perform such other duties, not inconsistent with these Bylaws, as the Board shall from time to time prescribe.

#### **ARTICLE VI — Removal, Resignation and Vacancy of Trustees and Officers**

Section 1: REMOVAL: The Board shall have exclusive right to remove any appointed Officer from office or remove any Trustee from the Board; however, removal must be by a two-thirds vote of the remaining Trustees and be preceded by written notice personally delivered or by mailing notice via U.S. Mail at least ten days prior to the vote. A Trustee being removed from the Board has the right to be heard by the Board prior to the vote. Furthermore, the Trustee

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has the right to appeal his removal from the Board directly to the congregation in accordance with the provisions contained in these Bylaws.

Section 2: RESIGNATION: Any Officer or Trustee may resign in writing delivered to the President of the Corporation at least ten days prior to the effective date of the resignation.

Section 3: APPOINTMENT UPON VACANCY: Whenever there is a vacancy on the Board, whether as a result of removal, resignation or inability to serve, the vacancy shall be filled by the eligible person who received the next highest number of votes in the previous annual election, and he shall serve the remainder of the term of the vacant position. In case of a tie between two or more individuals having the next highest number of votes, the candidates shall draw numbers to determine which of them will fill the vacancy.

#### **ARTICLE VII — Committees**

Section 1: CREATION OF COMMITTEES: The Board may create committees for specified purposes. Any committee so created shall have at least one Trustee and shall be advisory only and shall present, through the committee chairman, the results of its work, along with recommendations for specific action, to the Board.

Section 2: ADVISORY COMMITTEES: The Board may create ad hoc Advisory Committees composed of individuals who, by reason of having special expertise or qualifications, would from time to time be beneficial to the management of the affairs of the Corporation. A participant on an Advisory Committee need not be a member of the congregation. Once an Advisory Committee is established by the Board, any Trustee may nominate an individual to serve on it. Advisors will be approved to serve on the committee by a majority of votes of the entire Board.

#### **ARTICLE VIII — Powers Reserved in the Board**

Section 1: SPECIFIC DECISION MAKING RESERVED: The Board reserves all rights and powers to: commit the Corporation to any contract or other obligation; adopt the Corporation's budget; nominate and appoint Officers and establish their duties; remove any Officer from office or any Trustee from the Board, except as provided in Article IX of these Bylaws; and amend the Bylaws of the Corporation.

Section 2: EMPLOYEES: The Board also reserves all rights and powers to hire and terminate employees. In the case of the Pastor, such termination shall require approval by a two-thirds majority of votes of the entire Board, and be preceded by written notice personally delivered or by mailing notice via U.S. Mail at least ten days prior to the vote. The Pastor has the right to be heard by the Board prior to the vote. Furthermore, the Pastor has the right to appeal his termination directly to the congregation in accordance with the provisions contained in these Bylaws.

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Section 3: INTERPRETATION: The Board has final judicial authority with respect to the interpretation of these Bylaws and with respect to any controversy that may arise thereunder.

**ARTICLE IX — Powers Reserved in the Congregation**

Section 1: SPECIFIC DECISION MAKING RESERVED: The Congregation reserves all rights and powers to govern itself by: annually electing Trustees; approving the hiring of the Pastor; hearing and adjudicating an appeal by a Pastor who has been terminated; hearing and adjudicating an appeal by a Trustee who has been removed from the Board.

Section 2: APPEALS: Any appeal that is made to the congregation under the provisions of these Bylaws shall be carried out in the following manner:

- a) Within ten days from the time a Trustee is removed from the Board, or the Pastor's employment is terminated by the Board, the Trustee or Pastor may initiate an appeal to the congregation. Official notification of the appeal shall be sent to the most recent voting roster via U.S. Mail at least twenty-one days prior to the appeal date.
- b) The appeal shall be heard in a meeting convened at the office of the Corporation 30 minutes after the sundown ending the first weekly Sabbath following the twenty-one day period mentioned in paragraph a) above. The above-mentioned notification shall include the date and time that the appeal is to be heard.
- c) When the appeal hearing is convened, the attendees whose names are on the most recent voting roster shall choose an individual from among those present to chair the meeting. The meeting shall not be chaired by a Trustee nor by the person making the appeal. However, both the person making the appeal and any Trustees present at the appeal may cast ballots as individual members of the congregation.
- d) In accordance with the biblical principle of doing all things decently and in order, the chairperson shall ensure that the discussion of the circumstances that have given rise to the appeal are carried out in a manner befitting disciples of Jesus Christ. Within reasonable time constraints, the chairperson shall make every effort to allow all points of view to be presented without interruption. If anyone in attendance is unwilling to conduct himself in an orderly and respectful manner, he shall be asked to leave the premises.
- e) After reasonable time has been given to an open discussion of the appeal, the chairperson shall call for a vote to either uphold or overturn the decision that gave rise to the appeal. The vote shall be by written ballot, signed by each voting party. A two-thirds majority of those present at the appeal shall be required to overturn the removal of a Trustee or the termination of the Pastor. Any individual who considers

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himself to be a member of the congregation, and who is sufficiently interested in the governing process of the congregation to responsibly cast a ballot in the appeal process, shall be permitted to do so. Such participants may include teenagers and unbaptized adults.

### **ARTICLE X — Meetings of the Board**

- Section 1: ANNUAL MEETING: The Board shall have one annual meeting, to be held at the corporate office during the months of July.
- Section 2: REGULAR MEETINGS: The Board may hold additional regular meetings, scheduled at reasonable times, at the corporate office. The schedule of all regular meetings shall be communicated to the congregation.
- Section 3: SPECIAL MEETINGS BY NOTICE AND CONSENT: Special meetings of the Board may be called if every Trustee has received notice and if every Trustee consents to the meetings. Any such special meeting of the Board shall be at a reasonable time and place and shall have a specific, limited agenda.
- Section 4: SPECIAL MEETINGS BY WRITTEN NOTICE: Special meetings of the Board may be called by written notice from the Secretary or by written notice from a majority of the Trustees. Such written notice shall be sent postage prepaid and shall be deemed to be delivered when deposited in the United States mail, addressed to the person at his address as it appears on the records of the Corporation. Proof of mailing shall be required and shall be kept with the records of the Corporation. Such written notice shall be sent at least five (5) days prior to a special meeting and shall include the date, time and location of the meeting, as well as a specific agenda.
- Section 5: PARTICIPATION BY TELEPHONE: One or more Trustees may participate in a regular meeting or special meeting via telephone.
- Section 6: VOTING: All questions shall be decided by a majority of votes cast, unless stipulated otherwise in these Bylaws. Each Trustee shall have one vote. Voting shall be in person, by telephone, by e-mail, by fax, or by proxy signed by the duly authorized representative of the absent Trustee. No person other than another Trustee may be the duly authorized representative of an absent Trustee for the purposes of proxy voting. The vote of each Trustee, whether for or against a matter or an abstention, is to be recorded and become part of the minutes.

### **ARTICLE XI — Prohibited Activities**

- Section 1: NET EARNINGS: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and Bylaws.

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Notwithstanding the above, the Pastor or Board may determine that a Trustee of the Corporation may require assistance in the case of financial distress, in which case such assistance may be rendered, subject to approval by a two-thirds majority of votes of the entire Board.

Section 2: POLITICAL ACTION: No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE XII — Parliamentary Rules**

Section 1: CONDUCT OF MEETINGS: *Robert's Rules of Order, Newly Revised* shall govern the conduct of all meetings of the Board, provided they do not conflict with applicable law, these Bylaws or the Articles of Incorporation, in which case the latter shall prevail.

### **ARTICLE XIII — Books and Records**

Section 1: FISCAL YEAR: The fiscal year of the Corporation shall begin on January 1 and end on December 31.

Section 2: CONTRACTS: The Board may authorize any Officer or agent of the Corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 3: CHECKS, DRAFTS OR ORDERS: All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer of the Corporation.

Section 4: DEPOSITS: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank or banks or other depositories as the Board may approve.

Section 5: GIFTS: The Board may accept on behalf of the Corporation any contribution, gift or bequest for any purpose of the Corporation.

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## **ARTICLE XIV — Indemnification**

Section 1: INDEMNIFICATION: Every Trustee, Officer or employee of the Corporation shall be indemnified by the Corporation against all reasonable expenses and liabilities, including, but not limited to, legal fees, reasonably incurred or imposed upon such person in connection with any act or proceeding to which that person may be a party, or in which such person may become involved, by reason of such person's being or having been a Trustee, Officer or employee at the time such expenses are incurred, except in such cases where the person is adjudged guilty of willful misfeasance, gross negligence, or illegal conduct, in the performance of the duties of his office. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being of all other things rights to which such Trustee, Officer or employee may be entitled.

## **ARTICLE XV — Dissolution and Liquidation**

Section 1: LIABILITIES AND OBLIGATIONS: All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged or adequate provision shall be made prior to the distribution of assets.

Section 2: DISTRIBUTION OF ASSETS: Upon the dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, and after compliance with applicable state law, the Board of Trustees shall dispose of the remaining assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code (as amended). Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such exempt purposes. None of the assets will be distributed to any Trustee, Officer or employee of the Corporation or to any private individual.

## **ARTICLE XVI — Severability**

Section 1: If any provision in these Bylaws is invalid, the remaining provisions will nevertheless continue in full force and effect without being impaired or invalidated in any way.

## **ARTICLE XVII — Amendments**

Section 1: The Board shall have the authority to amend these Bylaws. Proposed amendments shall be provided to each Trustee at a regular Board meeting and posted at the next regular church service. At the following regular Board

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meeting the amendment will be discussed. At the next consecutive Board meeting a vote may be taken. Such amendments shall require approval by a two-thirds majority of votes of the entire Board.

**CERTIFICATE OF THE SECRETARY**

I hereby certify that the foregoing is a true and correct copy of the Bylaws of the United Church of God Big Sandy, Texas, Inc., as amended by the Board of Trustees the nineteenth day of December, 2005.



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Don Walls, *Secretary*