

**BYLAWS**  
Of  
**MEMORIAL BAPTIST CHURCH, Killeen Texas**

**A Texas Corporation, Charter Number 00173755-01, April 6, 1961**

**ARTICLE I. Offices and Due Process**

**Section 1: Principal Offices and Change of Address**

Memorial Baptist Church, Killeen, Texas (hereinafter referred to as the "Church") maintains its principal offices at 4001 Trimmier Road, Killeen, Texas 76542. The Church shall have full power and authority to change the principal offices from one location to another through due process. Any change of principle offices location shall be recorded with the Secretary of the State of Texas.

**Section 2: Other Offices**

The Church may also have other offices at such other places, within or without its state of incorporation where it is qualified to do so, and as it may be required, through determinations arising from due process of the Church.

**Section 3: Due Process**

Due Process of the Church shall be defined as the requirement for obtaining Church approval, through its Spiritual and Corporate Officers or Directors to the membership, by majority vote or majority affirmation, for any action or decision that is governed, or regulated, by the laws of the state or federal government under which the Church is incorporated or operates. Due Process shall not be construed to mean that Church approval is required in order for the Church, its Officers or Directors, or members, to adhere to Scriptural mandates, nor shall it be construed to mean that Spiritual Officers must obtain approval, by vote or affirmation, to exercise, direct, proclaim, or require that Scriptural mandates be followed by the Church.

**ARTICLE II. Non-Profit Purpose**

**Section 1: IRC Section 501(c)(3) Purposes**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**Section 2: Specific Objectives and Purposes**

The purpose of the Church is to glorify God by fulfilling the Great Commandment found in Matthew 22:36-40 and the Great Commission found in Matthew 28:18-20.

1. Evangelism & Missions: "To share the good news of Jesus Christ with as many people as possible in our community and throughout the world." (Matthew 28:18-20, Acts 1:8, 2 Peter 3:9)
2. Education: "To help people develop toward full Christian maturity and train them for effective ministry. To promote personal, spiritual growth and discipleship through Bible teaching." (Ephesians 4:11-13, Matthew 18:20, 2 Timothy 2:2)
3. Worship: "To participate in public worship services together and to maintain personal daily devotions." (John 4:24)
4. Ministry & Service: "To serve unselfishly, in Jesus' name, meeting the physical, emotional and spiritual needs of those in our Church, community, and in the world." (1 Peter 4:10-11, Matthew 25:34-40, 1 Thessalonians 5:11, Galatians 5:13)
5. Fellowship: "As a church body, to jointly participate in the Church's mission, to encourage, support, pray for each other, and to share our lives together as members of the family of God." (1 John 1:7, Acts 2:44-47, Hebrews 10:23-25, Romans 15:5, 7, John 13:34-35)

The Church seeks to benefit the community of people in the Central Texas area, as well as any other location wherein the Church may establish itself according to its purpose, by providing opportunities for spiritual, physical, and intellectual development. (Luke 2:52)

### **ARTICLE III. Statement of Faith**

We, the Church, affirm the original Holy Bible as the inspired, inerrant, and infallible Word of God, as well as the only basis for our beliefs and purpose. This Church accepts "The Baptist Faith and Message" as a general statement of our faith. This affirmation and Message, including all amendments, shall be attached and become Exhibit 1 to the Bylaws of the Church.

### **ARTICLE IV.**

#### **Section 1: Affiliations**

This 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 the world mission (Acts 1:8), this Church voluntarily affiliates with the Southern Baptist Convention in its national, state, and local expressions. This autonomous Church maintains this affiliation, or other such affiliations, at its sole discretion and may withdraw affiliation with any other organization if that organization deviates from this Church's Statement of Faith as originally adopted, or if that organization deviates from this Church's basis of its beliefs and purpose.

#### **Section 2: Affiliation change(s) and Non-Profit Status**

This Church may change or nullify its affiliation(s) as described in Article IV, Section 1. In such cases, the Church shall re-affiliate with an association recognized by the Internal Revenue Service as Association of Churches under which Non-Profit status may be granted. If the Church does not immediately affiliate with such an association, it shall be required to immediately obtain its own non-profit and exempt status with the Internal Revenue Service.

## **ARTICLE V. Directors**

The Church, being a state corporation as well as congregationally representing the Body of Jesus Christ on earth, has dual Boards of Directors, who mutually cooperate in governing the affairs of the Church. These Boards are to be maintained and perpetuated as standing, permanent Boards of the Church. These two Boards shall be respectively comprised of the Spiritual Officers of the Church and Corporate Officers of the Church. The Spiritual Officers are comprised of Pastors who are the governing body for the Church concerning its purpose and mission. The Pastors are assisted by the Deacon Body who are Spiritual servants. The Corporate Officers are the Directors responsible for ensuring that the business and legal aspects of the Church are conducted and maintained, in order to support the Spiritual Officer's obligation to properly govern the Church. The authority granted to each Board of Directors shall serve to uphold both Scriptural mandates and the laws of the land. Should the laws of the land ever directly conflict with Scriptural mandates, Scripture shall take precedence.

### **Section 1: Spiritual Officers**

#### **a. The Pastor or Pastors (Spiritual Officers) (1 Timothy 3:1-7, Titus 1:5-9, 1 Peter 5:2, Ephesians 4:11-12)**

The Pastor(s) are called by the Lord and shall be affirmed and appointed by the Church membership. They shall serve in the role of overseeing the membership through leading, shepherding, and Biblically equipping members to participate in the Church's mission and purpose. Among the Spiritual Officers or Directors, one man shall be appointed thru due process and serve as the Senior Pastor, who represents the spiritual authority placed in the Church by its Head, Jesus Christ. (Hebrews 13:17).

#### **b. Deacons (Spiritual Servants) (1 Timothy 3:8-13)**

Deacons serve to assist and be responsible to the Pastor(s) in meeting the spiritual, physical, and emotional needs of the Church's membership. Deacons may also serve as Corporate Officers, provided their corporate service does not conflict with fulfilling duties as a Deacon, and that their number does not constitute a majority of the number of Corporate Officers or Directors elected to the Board during any term(s). Deacons may organize themselves in a manner that is most effective in facilitating service and ministry to the Church membership according to polity.

#### **c. Corporate Officers (Officers of the Chartered Organization of the State)**

##### **General.**

The Corporate Officers or Directors shall collectively be known as the "Church Advisory Council". The purpose of the Advisory Council shall be to assist the Church in the following ways:

- 1) Develop, monitor, and advise upon the corporate functions of the Church;
- 2) Develop, monitor, and advise the Church's financial and employment Policy or Policies;
- 3) Monitor due process of church decision making to ensure the compliance with the responsibilities of the Corporation;
- 4) Affirm, execute, and sign legally binding documents or contracts, concerning:

- i. The acquisition, sale, or trade of fixed assets (land, buildings, major acquisitions of a permanent nature, or construction);
  - ii. Entering any agreement of long-term debt, notes, loans, leases, or rentals of buildings, equipment, land or properties;
  - iii. Entering any legally binding agreement that, in and of itself; could negatively affect or jeopardize the Church's financial ability to perform its mission and purpose.
- 5) Monitor and Advise upon the financial processes to guarantee the maintenance of their integrity, equity, and compliance with Scripture and law;
  - 6) Monitor and Advise upon the hiring, care, and proper servicing of staff due from the employer, or the employer's utilization of volunteers.

The Corporate Officer's service is to provide excellence in all corporate functions allowing the Church to progress unhindered in its pursuit of fulfilling its mission and purpose while enabling the Spiritual Officers the ability to devote their focus upon spiritual work among the members and community according to polity.

### **Organization of the Corporate Officers**

The Advisory Council shall elect a Secretary, who shall be an Officer of the Corporation, to perform duties as the secretary of the corporation, but who is not a member of the Advisory Council. The Advisory Council shall function as one committee, but have three subcommittees which shall be the 1) Trustees, 2) Personnel Sub-Committee, and 3) Finance Sub-Committee. The minimum number of Trustees shall be three (3); The minimum number of Personnel Sub-Committee members shall be five (5); and the minimum number of Finance Sub-Committee members shall be three (3). The minimum number of Advisory Council members shall be eleven (11) individuals, and the maximum number shall be nineteen (19). Pastors shall be Ex-Officio (non-voting) members of the Advisory Council and their numbers shall not alter the minimum number of eleven who shall serve on the Advisory Council. The Advisory Council shall elect from its minimum number of members, a Chairman, a Co-Chairman, and a Secretary. The term of service upon the Advisory Council is a minimum of one year and a maximum of three years, except for Trustees, who may serve ten (10) year terms. Trustees may not be permitted or elected to serve as the Secretary of the Advisory Council. Council membership terms shall be staggered to ensure there is no lapse of continuity of authority, experience, nor simultaneous expirations of any Sub-committee's member terms, thus creating a void in continuity of committee, sub-committee, and function.

### **Sub-Committees of the Advisory Council.**

#### **a. Trustees.**

##### **-Powers and Duties:**

General corporate powers: Subject to the provisions and limitations of the ARTICLES OF INCORPORATION and these Bylaws, the legal affairs of the Church shall be conducted and all corporate powers shall be exercised by the Trustees according to due process of the Church.

Specific Powers: Without prejudice to the general powers set forth above, and subject to the same limitations, the Trustees shall have the power to borrow money and incur indebtedness on behalf of the Church and cause to be executed and delivered for the Church's purposes and in the Church's name, promissory notes and other evidence of debt and securities; and hold in trust the property of the Church.

Action Without Meeting: Any action required or permitted to be taken by the Trustees may be taken without a meeting, if all of the Trustees, individually, or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Trustees. Such written consent or consents shall be filed with the minutes of the proceedings of the Advisory Council.

**b. Personnel Sub-committee.**

**-Powers and Duties:**

General corporate powers: Subject to the provisions and limitations of the ARTICLES OF INCORPORATION and these Bylaws, the policy concerning legal affairs of managing the human resources of the Staff of the Church shall be developed and monitored by the Personnel Sub-committee to ensure compliance with laws governing the employment of individuals within the Church and according to due process of the Church.

Specific Powers: Without prejudice to the general powers set forth above, and subject to the same limitations, the Personnel Sub-committee shall have the power to assist in the acquisition and development of the human resources required to manage the day-to-day planning and operation of the Church in accordance with the Spiritual Officer governance of the Church and corporate necessity.

Action Without Meeting: Any action required or permitted to be taken by the Personnel Sub-committee, may be taken without a meeting, if all of the Sub-committee members, individually, or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Sub-committee. Such written consent or consents shall be filed with the minutes of the proceedings of the Advisory Council.

**c. Finance Sub-committee.**

**-Powers and Duties:**

General corporate powers: Subject to the provisions and limitations of the ARTICLES OF INCORPORATION and these Bylaws, the policy concerning legal affairs of managing the Church's financial resources shall be developed, monitored, audited, and overseen by the Finance Sub-committee to ensure compliance with the laws governing non-profit organization's financial functions, and, according to due process of the Church.

Specific Powers: Without prejudice to the general powers set forth above, and subject to the same limitations, the Finance Sub-committee shall have the power to assist in the financial accounting development, reporting, and directing conveyance of funds required

for the Church to perform its mission and purpose, in accordance with Spiritual Officer governance and due process of the Church.

Action Without Meeting: Any action required or permitted to be taken by the Finance Sub-committee, may be taken without a meeting, if all of the Sub-committee members, individually, or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Sub-committee. Such written consent or consents shall be filed with the minutes of the proceedings of the Advisory Council.

## **Section 2: Appointment or Selection of Officers and Directors**

### **a. Pastoral (Spiritual Officers)**

The Senior Pastor and the Advisory Council shall establish Search Committees to perform the work of finding, screening, proving, interviewing, researching, recommending, and hiring new pastors. Should the office of Senior Pastor be vacant, the establishment of Search Committees shall be the responsibility of the Advisory Council and Pastors. This work shall be prayerful, thorough, sensitive to the requests of the Pastor(s), and ultimately result in filling the pastoral position of need based according to due process of the Church. Without effect on spiritual authority, a Pastor's employment status may be any of the following: Full-time employee, Part-time employee, Volunteer (non-paid) staff member, or Bi-vocational (having more than one employer besides the Church).

### **b. Deacons (Spiritual Servants)**

The Pastors and Deacons shall identify, prove, and recommend those qualified for this office. Upon affirmation by due process, these individuals shall be set apart for ministry according to polity.

### **c. Corporate Officers (Officers of the Chartered Organization of the State)**

The Advisory Council shall be composed of Active/Resident members who have demonstrated at least a consistent two year period of commitment in serving the Church in an observable capacity without pay or compensation, possesses a record of financial support equal to the Tithe of their household's income, can be affirmed as a mature Believer by at least two other reputable volunteer-servants of the Church, has a good reputation among the Church, their neighbors, and their co-workers, can attest to having a growing relationship with the Lord Jesus Christ by the power of the Holy Spirit, and who is also willing to personally attest to these things before the Council. Pastoral affirmation for Council service shall be sought prior to electing any new member. In all instances, due process shall be required and completed before any person may be installed, or serve, as a member of the Advisory Council.

## **Section 3: Removal of Officers**

Spiritual Officers or Servants may only be removed by the due process of decision making and shall involve the Church's membership in such process. In instances where the removal of Corporate Officers is necessary, the Advisory Council in consultation with the Pastor(s) shall obtain a two-thirds majority vote concerning one of its Council members. Instances where the removal of an employed officer is concerned, such action is additionally subject to the rights, if any, of existing agreements, or contracts,



of employment.

#### **Section 4: Vacancies of Offices, Boards, Committees, or Councils**

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office. Such vacancies are permitted to be filled as they may occur (See Article V, Section 2.)

### **ARTICLE VI - Membership**

#### **Section 1: General**

Membership in this Church shall consist of all persons who have met the qualifications for membership and are listed on membership roll as maintained by the Secretary and on file within the Offices of the Church.

#### **Section 2: Qualifications for Membership**

1. Membership in the Body of Christ  
Becoming a member of the Body of Christ requires a personal commitment of faith in Jesus Christ for salvation.
2. Membership in Memorial Baptist Church, Inc.
  - a. A personal statement of faith by the candidate affirming 1. above, and/or;
  - b. A letter from another church of like faith and order affirming 1. above, and/or;
  - c. Placing personal faith in Jesus Christ for salvation and baptism by immersion as a testimony of salvation.

In an effort to properly reflect the membership of the Church for purposes of voting, a membership roll shall be maintained. This roll shall be updated periodically and shall categorize members of Memorial Baptist Church, Inc. based on the Member Classification status as set forth in this Article, Section 3.

#### **Section 3: Voting Member Classifications**

1. Active/Resident Members: All members who reside within the Church's\* area of ministry and are active in the Church's\* mission and purpose.
2. Active/Nonresident Members: All members residing outside the Church's\* area of ministry who maintain active participation in the Church's\* mission and purpose.
3. Inactive/Resident Members: All members who reside within the Church's\* area of ministry and who are not active in supporting the Church's\* mission and purpose.
4. Inactive/Nonresident Members: Members who have moved out of the Church's\* ministry area and for which no change of membership has been received by the Secretary and who do not participate in supporting the Church's\* mission and purpose.

Member's classification may be reviewed upon request when disputed or questioned by the member themselves. Otherwise, and in the absence of notification of any individual member, annual review of all members shall be conducted to determine if classification status is valid or needs to be amended.

*\* The word "Church" in Article VI., Section 3, numbers 1-4 above specifically refer to Memorial Baptist Church, Inc.*

**Definitions:**

The term "active" shall be construed to mean actively supporting the Church with personal time, personal talents, and personal financial resources.

The phrase "personal time" shall be construed to mean verifiable attendance, service, and/or participation in the sponsored activities of the Church.

The phrase "personal talents" shall be construed to mean verifiable service of any level of skill, assistance, or professional help provided by the member in the sponsored activities of the Church.

The phrase "personal financial resources" shall be construed to mean a consistent pattern of verifiable financial contribution.

**Section 4: Rights of Voting Membership**

Only Active/Resident and Active/Nonresident Members shall have the right to participate in the due processes of the Church and to vote during called or scheduled Church business meetings.

**Section 5: Termination of Membership**

Members shall, or may, be removed from rolls for the following reasons:

1. Death
2. Transfer of membership to another church.
3. By personal request of the member.
4. Dismissal by the Church according to the following conditions:
  - a. Recommendation by the Spiritual Officers or Directors of the Church;
  - b. The member's lifestyle, conduct, or speech observed within the community is not in accordance with Scripture, thereby hindering other members from effectively carrying out the mission and purpose of the Church in its ministry area;
  - c. When the procedures for the dismissal of a member, according to Matthew 18:15-17, are followed.

**Section 6: Restoration of Members**

Members dismissed by the Church shall be restored by the Church according to the spirit of II Corinthians 2:7-8, when their life-styles are determined to be in accordance with the Scripture as validated by the Spiritual Officers of the Church.

**ARTICLE VII - Membership Meetings**

**Section 1: Place**

Meetings of the members shall be held at the principal office address of the Church.

**Section 2: General Meetings**

A general meeting of the members shall be held each quarter. Any Church business that has been placed on the Meeting Agenda by the Secretary may be conducted at this meeting and is subject to



Section 4 of this Article.

### **Section 3: Special Business Meetings of the Membership**

Special Meetings of the membership may be called by mutual consent of the Pastors and upon prior notification of such being provided to the Advisory Council. Notice of the time, date, and nature of the called Special Business Meetings shall be provided by verbal announcement to the membership during two separate, regularly scheduled, services prior to conducting the meeting.

### **Section 4: Notice Requirements for Regular Business Meetings**

1. General Requirements: Whenever members are required or permitted to take any action at a meeting, notice shall be given to members not less than two (2) weeks prior to a meeting: Notification of membership meetings shall be given in any of the following manners which shall be deemed to be reasonable methods of calling a membership meeting:
  - a. Distribution of written announcement during scheduled services; and/or,
  - b. Announcement of the meeting in the Church's bulletins and/or newsletters; and/or,
  - c. Verbal announcement during scheduled services; or,
  - d. Delivery by United States mail to each member identified on the Active/Resident membership rolls.
2. Notice of Certain Agenda Items: Approval by the members of the following, specific proposals is valid only if the notice or waiver of notice plainly states the nature of these specific proposals:
  - a. Removing the Senior Pastor, and/or,
  - b. Approving the election to wind up and dissolve the Church; and/or,
  - c. Adopting or amending a merger agreement; and/or,
  - d. Disposing of all, or substantially all, of the Church's assets.

### **Section 5: Quorum**

Those members present and voting at a meeting duly scheduled or called with notice provided, shall constitute a quorum of the membership for the transaction of business or due process.

## **ARTICLE VIII - Ordaining, Commissioning, Licensing and Powers**

### **Section 1: Ordaining, Commissioning, and Licensing of Spiritual Officers or Directors**

1. According to Due Process, the Church may ordain or license men who meet the qualifications of Spiritual Officers as stated in Scripture. The Church may also commission individuals for special service in the work of the Gospel, particularly when related to missionary work abroad.
2. The Church shall attest to its agreement to ordain, license, or commission these individuals through participation in a special ordination or commissioning service. An ordination, licensing, or commissioning certificate shall be issued by the Church and bear the signatures of the Spiritual Officers officiating the special service or meeting.
3. The special ordination, licensing, or commissioning service shall be made part of the records of the Church's minutes at the next regularly scheduled meeting of the membership.

### **Section 2: Powers Granted Via Ordination, Licensing, or Commissioning**

Men ordained or licensed by the Church during a special service or meeting of the membership, possess the same ecclesiastical powers as given them by the Scripture and the Church's affiliated denomination.

## **ARTICLE IX - IRC 501(C) 3 Tax Exemption Provisions**

### **Section 1: Limitations on Activities**

No substantial part of the activities of this corporation shall be for propaganda, or other otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the IRC), and this 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.

### **Section 2: Prohibition Against Private Inurement**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, trustees 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 of this corporation.

### **Section 3: Distribution of Assets**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(C) 3 of the IRC, the first being another religious organization with virtually the same mission statement which has been, and is currently engaged in, carrying out its mission, or another organization of like faith and practice which has been, and is currently engaged in, carrying out its mission. If after such distribution is made and assets still remain, they shall then be distributed to local, state, or federal government entities, in this order. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **ARTICLE X - Records and Reports**

The Church shall maintain and keep at its principle offices, the following records and reports:

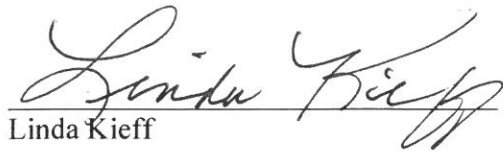
1. Adequate and correct books and records of accounts (financial records);
2. Adequate and correct files and records of employed personnel (personnel records);
3. Written minutes of the proceedings of its membership meetings, committee meetings, sub-committee meetings and Council meetings;
4. A record of the membership of the Church, to include names and addresses;
5. Contribution statements of all contributors.

## **ARTICLE XI - Amendments to the Bylaws**

These Bylaws, or any provisions of them, may be altered, amended, repealed, or modified and subsequently may be adopted if: and when, both the Spiritual and Corporate Officers of the Church make recommendation and follow the due processes of the Church. Newly adopted modified Bylaws shall be filed in accordance with law and with those agencies representing the laws governing the corporation.

### **CERTIFICATE OF THE SECRETARY**

I, the undersigned, certify that I am the Secretary of the Memorial Baptist Church, a Texas Corporation, and that these Bylaws, consisting of pages 1 through 11, are the Bylaws adopted by the Officers and Directors of the Corporation, according to due process of the organization, executed this 31st of October, 2017.

  
Linda Kieff