

BYLAWS OF MOUNTAIN VALLEY FELLOWSHIP

These Bylaws shall govern the affairs of Mountain Valley Fellowship, a Texas non-profit corporation (the "Church"). The church is organized under the Texas Non-Profit Corporation Act, Title 32, Article 1396, Texas Civil Statutes, as amended (the "Act").

The principal office of the Church in the State of Texas shall be located in Brazos County, Texas. The Board of Directors of the Church (hereafter defined) shall have full power and authority to change any office from one location to another, either in Texas or elsewhere. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Church's principal office in Texas. The Board of Directors may change the registered office and the registered agent as provided in the Act.

ARTICLE I

STATEMENT OF FAITH

The Bible is our all-sufficient rule for faith and practice. This Statement of Fundamental Truths is intended simply as a basis of fellowship among us (i.e., that we all speak the same thing, *1 Corinthians 1:10; Acts 2:42*). The phraseology employed in this statement is not inspired or contended for, but the truth set forth is held to be essential to a full-gospel ministry. No claim is made that it contains all biblical truth, only that it covers our need as to these fundamental doctrines.

1. The Scriptures Inspired

The Scriptures, both the Old and New Testaments, are verbally inspired of God and are the revelation of God to man, the infallible, authoritative rule of faith and conduct (*2 Timothy 3:15-17; 1 Thessalonians 2:13; 2 Peter 1:21*).

2. The One True God

The one true God has revealed himself as the eternally self-existent "I AM," the Creator of heaven and earth and the Redeemer of mankind. He has further revealed himself as embodying the principles of relationship and association as Father, Son, and Holy Spirit (*Deuteronomy 6:4; Isaiah 43:10, 11; Matthew 28:19; Luke 3:22*).

The Adorable Godhead

(a) Terms Defined

The terms trinity and persons, as related to the Godhead, while not found in the Scriptures, are words in harmony with Scripture, whereby we may convey to others our immediate understanding of the doctrine of Christ respecting the Being of God, as distinguished from "gods many and lords many." We therefore may speak with propriety of the Lord our God, who is One Lord, as a Trinity or as one Being of three persons, and still be absolutely scriptural (examples, *Matthew 28:19; 2 Corinthians 13:14; John 14:16,17*).

(b) Distinction and Relationship in the Godhead

Christ taught a distinction of persons in the Godhead which He expressed in specific terms of relationship, as Father, Son, and Holy Spirit, but that this distinction and relationship, as to its mode is inscrutable and incomprehensible, because it is

unexplained (*Luke 1:35; 1 Corinthians 1:24; Matthew 11:25-27; 28:19; 2 Corinthians 13:14; 1 John 1:3,4*).

(c) Unity of the One Being of Father, Son, and Holy Spirit

Accordingly, therefore, there is that in the Father which constitutes Him the Father and not the Son; there is that in the Son which constitutes Him the Son and not the Father; and there is that in the Holy Spirit which constitutes Him the Holy Spirit and not either the Father or the Son. Wherefore the Father is the Begetter; the Son is the Begotten; and the Holy Spirit is the One proceeding from the Father and the Son. Therefore, because these three persons in the Godhead are in a state of unity, there is but one Lord God Almighty and His name one (*John 1:18; 15:26; 17:11,21; Zechariah 14:9*).

(d) Identity and Cooperation in the Godhead

The Father, the Son, and the Holy Spirit are never identical as to person; nor confused as to relation; nor divided in respect to the Godhead; nor opposed as to cooperation. The Son is in the Father and the Father is in the Son as to relationship. The Son is with the Father and the Father is with the Son, as to fellowship. The Father is not from the Son, but the Son is from the Father, as to authority. The Holy Spirit is from the Father and the Son proceeding, as to nature, relationship, cooperation, and authority. Hence no person in the Godhead either exists or works separately or independently of the others (*John 5:17-30, 32, 37; 8:17,18*).

(e) The Title, Lord Jesus Christ

The appellation Lord Jesus Christ is a proper name. It is never applied in the New Testament either to the Father or to the Holy Spirit. It therefore belongs exclusively to the Son of God (*Romans 1:1-3, 7; 2 John 3*).

(f) The Lord Jesus Christ, God with us

The Lord Jesus Christ, as to His divine and eternal nature, is the proper and only Begotten of the Father, but as to His human nature, He is the proper Son of Man. He is, therefore, acknowledged to be both God and man; who because He is God and man, is "Immanuel," God with us (*Matthew 1:23; 1 John 4:2,10,14; Revelation 1:13,17*).

(g) The Title, Son of God

Since the name Immanuel embraces both God and man, in the one person, our Lord Jesus Christ, it follows that the title Son of God describes His proper deity, and the title Son of Man, His proper humanity. Therefore, the title Son of God belongs to the order of eternity, and the title Son of Man to the order of time (*Matthew 1:21-23; 2 John 3; 1 John 3:8; Hebrews 7:3; 1:1-13*).

(h) Transgression of the Doctrine of Christ

Wherefore, it is a transgression of the doctrine of Christ to say that Jesus Christ derived the title Son of God solely from the fact of the Incarnation, or because of His relation to the economy of redemption. Therefore, to deny that the Father is a real and eternal Father, and that the Son is a real and eternal Son, is a denial of the distinction and relationship in the Being of God; a denial of the Father and Son; and a displacement of the truth that Jesus Christ is come in the flesh (*2 John 9; John 1:1,2,14,18,29,49; 1 John 2:22,23; 4:1-5; Hebrews 12:2*).

(i) Exaltation of Jesus Christ as Lord

The Son of God, our Lord Jesus Christ, having by himself purged our sins, sat down on the right hand of the Majesty on high, angels and principalities and powers having been

made subject unto Him. And having been made both Lord and Christ, He sent the Holy Spirit that we, in the name of Jesus, might bow our knees and confess that Jesus Christ is Lord to the glory of God the Father until the end, when the Son shall become subject to the Father that God may be all in all (*Hebrews 1:3; 1 Peter 3:22; Acts 2:32-36; Romans 14:11; 1 Corinthians 15:24-28*).

(j) Equal Honor to the Father and to the Son

Wherefore, since the Father has delivered all judgment unto the Son, it is not only the express duty of all in heaven and on earth to bow the knee, but it is an unspeakable joy in the Holy Spirit to ascribe unto the Son all the attributes of deity, and to give Him all the honor and the glory contained in all the names and titles of the Godhead except those which express relationship (see paragraphs b, c, and d), and thus honor the Son even as we honor the Father (*John 5:22,23; 1 Peter 1:8; Revelation 5:6-14; Philippians 2:8,9; Revelation 7:9,10; 4:8-11*).

3. The Deity of the Lord Jesus Christ

The Lord Jesus Christ is the eternal Son of God. The Scriptures declare:

- (a) His virgin birth (*Matthew 1:23; Luke 1:31,35*).
- (b) His sinless life (*Hebrews 7:26; 1 Peter 2:22*).
- (c) His miracles (*Acts 2:22; 10:38*).
- (d) His substitutionary work on the cross (*1 Corinthians 15:3; 2 Corinthians 5:21*).
- (e) His bodily resurrection from the dead (*Matthew 28:6; Luke 24:39; 1 Corinthians 15:4*).
- (f) His exaltation to the right hand of God (*Acts 1:9,11; 2:33; Philippians 2:9-11; Hebrews 1:3*).

4. The Fall of Man

Man was created good and upright; for God said, "Let us make man in our image, after our likeness." However, man by voluntary transgression fell and thereby incurred not only physical death but also spiritual death, which is separation from God (*Genesis 1:26,27; 2:17; 3:6; Romans 5:12-19*).

5. The Salvation of Man

Man's only hope of redemption is through the shed blood of Jesus Christ the Son of God.

(a) Conditions to Salvation

Salvation is received through repentance toward God and faith toward the Lord Jesus Christ. By the washing of regeneration and renewing of the Holy Spirit, being justified by grace through faith, man becomes an heir of God according to the hope of eternal life (*Luke 24:47; John 3:3; Romans 10:13-15; Ephesians 2:8; Titus 2:11; 3:5-7*).

(b) The Evidences of Salvation

The inward evidence of salvation is the direct witness of the Spirit (*Romans 8:16*). The outward evidence to all men is a life of righteousness and true holiness (*Ephesians 4:24; Titus 2:12*).

6. The Ordinances of the Church

(a) Baptism in Water

The ordinance of baptism by immersion is commanded in the Scriptures. All who repent and believe in Christ as Savior and Lord are to be baptized. Thus they declare to the world that they have died with Christ and that they also have been raised with Him to walk in newness of life (*Matthew 28:19; Mark 16:16; Acts 10:47,48; Romans 6:4*).

(b) Holy Communion

The Lord's Supper, consisting of the elements--bread and the fruit of the vine--is the symbol expressing our sharing the divine nature of our Lord Jesus Christ (*2 Peter 1:4*); a memorial of His suffering and death (*1 Corinthians 11:26*); and a prophecy of His second coming (*1 Corinthians 11:26*); and is enjoined on all believers "till He come!"

7. The Baptism in the Holy Spirit

All believers are entitled to and should ardently expect and earnestly seek the promise of the Father, the baptism in the Holy Spirit and fire, according to the command of our Lord Jesus Christ. This was the normal experience of all in the early Christian church. With it comes the enduement of power for life and service, the bestowment of the gifts and their uses in the work of the ministry (*Luke 24:49; Acts 1:4,8; 1 Corinthians 12:1-31*). This experience is distinct from and subsequent to the experience of the new birth (*Acts 8:12-17; 10:44-46; 11:14-16; 15:7-9*). With the baptism in the Holy Spirit come such experiences as an overflowing fullness of the Spirit (*John 7:37-39; Acts 4:8*), a deepened reverence for God (*Acts 2:43; Hebrews 12:28*), an intensified consecration to God and dedication to His work (*Acts 2:42*), and a more active love for Christ, for His Word, and for the lost (*Mark 16:20*).

8. The Initial Physical Evidence of the Baptism in the Holy Spirit

The baptism of believers in the Holy Spirit is witnessed by the initial physical sign of speaking with other tongues as the Spirit of God gives them utterance (*Acts 2:4*). The speaking in tongues in this instance is the same in essence as the gift of tongues (*1 Corinthians 12:4-10,28*), but different in purpose and use.

9. Sanctification

Sanctification is an act of separation from that which is evil, and of dedication unto God (*Romans 12:1,2; 1 Thessalonians 5:23; Hebrews 13:12*). Scriptures teach a life of "holiness without which no man shall see the Lord" (*Hebrews 12:14*). By the power of the Holy Spirit we are able to obey the command: "Be ye holy, for I am holy" (*1 Peter 1:15,16*).

Sanctification is realized in the believer by recognizing his identification with Christ in His death and resurrection, and by faith reckoning daily upon the fact of that union, and by offering every faculty continually to the dominion of the Holy Spirit (*Romans 6:1-11,13; 8:1,2,13; Galatians 2:20; Philippians 2:12,13; 1 Peter 1:5*).

10. The Church and Its Mission

The Church is the body of Christ, the habitation of God through the Spirit, with divine appointments for the fulfillment of her Great Commission. Each believer, born of the Spirit, is an integral part of the general assembly and church of the firstborn, which are written in heaven (*Ephesians 1:22,23; 2:22; Hebrews 12:23*).

Since God's purpose concerning man is to seek and to save that which is lost, to be worshiped by man, to build a body of believers in the image of His Son, and to demonstrate His love and compassion for all the world, the priority reason for being of the Assemblies of God as part of the Church is:

- (a) To be an agency of God for evangelizing the world (*Acts 1:8; Matthew 28:19,20; Mark 16:15,16*).
- (b) To be a corporate body in which man may worship God (*1 Corinthians 12:13*).
- (c) To be a channel of God's purpose to build a body of saints being perfected in the image of His Son (*Ephesians 4:11-16; 1 Corinthians 12:28; 14:12*).

(d). To be a people who demonstrate God's love and compassion for all the world (*Psalm 112:9; Galatians 2:10; 6:10; James 1:27*).

The Assemblies of God exists expressly to give continuing emphasis to this reason for being in the New Testament apostolic pattern by teaching and encouraging believers to be baptized in the Holy Spirit. This experience:

- (a) Enables them to evangelize in the power of the Spirit with accompanying supernatural signs (*Mark 16:15-20; Acts 4:29-31; Hebrews 2:3,4*).
- (b) Adds a necessary dimension to a worshipful relationship with God (*1 Corinthians 2:10-16; 1 Corinthians 12-14*).
- (c) Enables them to respond to the full working of the Holy Spirit in expression of fruit and gifts and ministries as in New Testament times for the edifying of the body of Christ and care for the poor and needy of the world (*Galatians 5:22-26; Matthew 25:37-40; Galatians 6:10; 1 Corinthians 14:12; Ephesians 4:11,12; 1 Corinthians 12:28; Colossians 1:29*).

11. The Ministry

A divinely called and scripturally ordained ministry has been provided by our Lord for the fourfold purpose of leading the Church in:

- (1) Evangelization of the world. (*Mark 16:15- 20*)
- (2) Worship of God. (*John 4:23,24*)
- (3) Building a Body of saints being perfected in the image of His Son. (*Ephesians 4:11,16*)
- (4) Meeting human need with ministries of love and compassion. (*Psalm 112:9; Galatians 2:10; 6:10; James 1:27*)

12. Divine Healing

Divine healing is an integral part of the gospel. Deliverance from sickness is provided for in the Atonement, and is the privilege of all believers (*Isaiah 53:4, 5; Matthew 8:16, 17; James 5:14-16*).

13. The Blessed Hope

The resurrection of those who have fallen asleep in Christ and their translation together with those who are alive and remain unto the coming of the Lord is the imminent and blessed hope of the Church (*1 Thessalonians 4:16,17; Romans 8:23; Titus 2:13; 1 Corinthians 15:51, 52*).

14. The Millennial Reign of Christ

The second coming of Christ includes the rapture of the saints, which is our blessed hope, followed by the visible return of Christ with His saints to reign on the earth for one thousand years (*Zechariah 14:5; Matthew 24:27,30; Revelation 1:7; 19:11-14; 20:1-6*). This millennial reign will bring the salvation of national Israel (*Ezekiel 37:21, 22; Zephaniah 3:19, 20; Romans 11:26, 27*) and the establishment of universal peace (*Isaiah 11:6-9; Psalm 72:3-8; Micah 4:3,4*).

15. The Final Judgment

There will be a final judgment in which the wicked dead will be raised and judged according to their works. Whosoever is not found written in the Book of Life, together with the devil and his angels, the beast and the false prophet, will be consigned to

everlasting punishment in the lake which burneth with fire and brimstone, which is the second death (*Matthew 25:46; Mark 9:43-48; Revelation 19:20; 20:11-15; 21:8*).

16. The New Heavens and the New Earth

"We, according to His promise, look for new heavens and a new earth, wherein dwelleth righteousness" (*2 Peter 3:13; Revelation 21 and 22*).

ARTICLE II

ORDINANCES

Baptism in Water

The ordinance of baptism by immersion in water (*Matthew 28:19*) shall be administered to all who have believed on the Lord Jesus Christ to the saving of their souls, and who give clear evidence of their salvation (*Romans 6:3-5; Colossians 2:12*).

Holy Communion

The ordinance of the Lord's Supper shall be observed regularly as enjoined in the Scriptures (*Luke 22:19,20; 1 Corinthians 11:23-26*).

ARTICLE III

AUTONOMY AND ASSOCIATION

The Church shall have perpetual existence and is a sovereign assembly. As such, the Church maintains the right to govern its own affairs. Recognizing, however, the benefit of cooperation with other like-minded churches in world missions and otherwise, this church voluntarily affiliates with the Assemblies of God in its national and district expressions and may voluntarily associate with other churches (Christian churches and ministries) of like faith.

ARTICLE IV

PURPOSE AND LIMITATIONS

The purposes of the Church are:

- (a) To bring glory and honor to God by leading others to love God and their neighbor, to connect with others in community, to grow in their faith and to serve the World.
- (b) To operate exclusively for religious, charitable and educational purposes within the classification of legal charities; and no part of the net earnings of the organization shall inure to the benefit of any private stockholder or individual; and no substantial part of the activities of the organization or any receipt of its funds, shall be utilized for any other purpose except those purposes mentioned above;
- (c) To handle affairs pertaining to property and other temporal matters as required by the civil authorities; and
- (d) The Church shall not have or issue shares of stock, and no dividends shall be paid. No part of the income or assets of the Church shall be distributed to any member, director or officer without full consideration. The Church is prohibited from lending money to guarantee the obligations of a member, director or officer of the Church. No member or officer of the Church has any vested right, interest or privilege in or to the

assets, property, functions or activities of the Church. The Church may contract in due course, for reasonable consideration, with its members, directors or officers without violating this provision.

ARTICLE V

LEADERSHIP

Mountain Valley Fellowship will be led by four groups of leaders: the Members, the Elders, the Board of Directors, and the Lead Pastor. These leaders choose to walk in unity with each other and with the purposes of the Church set forth in **Article IV**.

ARTICLE VI

MEMBERSHIP

The Church shall have one class of membership. A Membership Log will be maintained.

QUALIFICATIONS

Membership in the Church shall consist of qualified men and women who are committed to the purpose and ministry of Mountain Valley Fellowship. They have attended regularly for at least 3 months, they have tithed regularly for at least three months, they participate regularly in a Mountain Valley approved small group, they participate in at least one of Mountain Valley's Evangelism Events every three months, have met with the pastor or pastoral team, and have signed the membership agreement. The membership shall consist of no less than twenty (20) people. The members are to serve the Lead Pastor and the pastoral staff in the development of the spiritual life of the church.

FUNCTIONS

The functions of the Membership are to:

- (a) Serve as the voting members of the Church for the following acts of the Church:
 1. Ratification of prospective candidates to the position of Lead Pastor by 2/3rds majority vote. The process for selection of a candidate by board of directors and the elders is specified in **ARTICLE IX- VACANCIES**.
 2. New Lead Pastor shall be voted on initially and again after three (3) years of service. After three (3) years, the pastoral term shall be indefinite. If after a 3 year term there is not a 2/3rds majority, selection of a new candidate will commence by the board of directors and elders as outlined in **ARTICLE IX- VACANCIES**.
 3. The proposed purchase or sale of assets in excess of fifty percent (50%) of the Church's total annual income. A majority vote (51%) shall quantify approval of said action.
 4. The acquisition of a loan in excess of fifty percent (50%) of the church's total annual income. A majority vote (51%) shall quantify approval of said action.
- (b) Serve as examples of a New-Testament Christian and participate in the evangelization of the community and the world.
- (c) Pray for the pastoral team and local church.

INACTIVE MEMBERSHIP

Active voting members who shall without good cause absent themselves from the services of the assembly for a period of 3 consecutive months or more, or who cease to contribute of their means to its support for a period of 3 consecutive months, or any of the other requirements of membership as stated in **Article VI-Qualifications** may be declared inactive members by a majority vote of the elders, and thereupon shall lose their voting privileges until they are restored to the fellowship, their standing to be settled by action of the assembly through its church board.

REMOVAL

Membership will be forfeit after one year of inactivity. If a member desires to be removed communication may be given in writing or electronically to the Lead Pastor who in turn will share it with the Elders. Membership will be updated accordingly. A member may be removed by majority vote of the Elders and Board, if it is deemed that the member is opposed to the stated mission of the church or the functions of a member as stated in **FUNCTIONS**.

ARTICLE VII

THE ELDERS

The Elders are people who are active participants in the life and mission of the Church. The Elders may not serve on the pastoral staff of the church. The Elders must meet the biblical qualifications for eldership and function in that calling, but derive their income from sources other than the church. The Elders must also be a part of the membership. Elders, however, in their capacity as such, shall not be deemed to be "Directors" (as defined in the Texas Business Organizations Code, or any successor statute) of the corporation. An elder may also serve on the board of directors.

FUNCTION:

- (a) Pray for the pastoral team and local church.
- (b) Defend, protect, and support the integrity of the pastoral team and unity of the local church.
- (c) Pray for the sick.
- (d) Visit and minister to the church body.
- (e) Mediate disputes among the church body.
- (f) Serve in ministry to the church body.
- (g) Vote in conjunction with the Board of Directors regarding any acquisition of land or loans.
- (h) Share preaching responsibilities in the event of a Pastoral Vacancy.
- (i) Aid the board of directors in the Nomination of a Interim or Lead Pastor as specified in **ARTICLE IX- VACANCIES**

QUALIFICATIONS

Each member of the Elders must meet the requirements of *1 Timothy 3:1-7*. An Elder must: (a) have a life that is above reproach, (b) be faithful to their spouse, (c) exercise self-control, (d) live wisely, (e) have a good reputation, (f) be able to teach, (g) not be a heavy drinker or be violent, (h) be gentle, not quarrelsome and not love money, (i) manage their own family well, having children who respect and obey them, and (j) not be a new believer.

SELECTION & TERMS

Elders will be nominated by the Elders and Board Members, and appointed by the Lead Pastor. A Nomination will considered valid with a majority vote by the Elders and Board Members. The Elders will serve for three (3) years or, if an Elder is selected to fill a vacancy, for the remainder of the existing term of such vacancy.

There shall be at least 5 Elders. The addition of more Elders shall be considered by the Lead Pastor. If more Elders are deemed helpful or necessary for the carrying out of the functions of the Elders, then selection will continue as stated in this section, and 3-year terms must be staggered appropriately.

REMOVAL OF AN ELDER

Should any two witnesses, which may include a member of the Board of Directors, another Elder or a staff member bring accusation against an Elder charging that such person does not qualify for service, a five person panel will hear the accusations and the response from the accused Elder. The Board of Directors will appoint members to the five-person panel in each such instance in which the panel is required pursuant hereto. An anonymous vote will be taken from the five members chosen and if the majority of members agree that the Elder does not meet the qualifications for service, that Elder shall be removed. In the event an Elder tenders his or her written resignation to the senior pastor, the process of removal ceases. The Lead Pastor may or may not oversee the proceedings.

REPLACEMENT OF AN ELDER

During the three years of service, those Elders who are no longer able to serve for any reason need not be replaced unless the total number of Elders is decreased to less than five (5). If replacements are required, they shall be nominated and selected as set forth in this **Article VII- SELECTION & TERMS**. If there are more than 5 Elders currently then replacement will be considered optional.

MEETINGS OF ELDERS

Written notice of all meetings of the Elders is required to be given to all the Elders in the same manner and method. Elders meetings will be held no less than bi-annually but may be held more often as called by the Lead Pastor or the Board of Directors. A majority of the Elders shall constitute a quorum for the transaction of business at any meeting. Except as otherwise required in these Bylaws, the act of a majority of the Elders shall be the act of the Elders. Any action required to be taken, or that may be taken, at a meeting of the Elders may be taken without a meeting if all the Elders signs a written consent, stating the action to be taken. At any meeting of the Elders, any Elder may participate in the meeting by telephone provided all the members of the Elders present at the meeting or by telephone can hear and speak to each other. For minutes at which Elders vote regarding approvals required under these Bylaws, minutes or other written evidence of actions taken, which may include printed copies of electronic communications from all of the Elders, shall be kept and copies shall be provided to the Board of Directors and included in the minutes of the Board of Directors.

Article VIII

BOARD OF DIRECTORS

NOMINATION, ELECTION AND TERMS

The Lead Pastor and the current Board of Directors shall select members to the Board of Directors who they deem qualified to serve on the Board of Directors. There must be three Board Members not including the Lead Pastor.

Members of the Board of Directors must meet the same qualifications as the Elders set forth in **Article VII-QUALIFICATIONS** herein. A Board Member may also serve as an Elder. Selection of Board must be by unanimous vote of the current Board of Directors. The Board of Directors will serve for three (3) years or, if a member of the Board of Directors is selected to fill a vacancy, for the remainder of such existing term. The Elders may remove a member of the

Board of Directors pursuant to **Article VII-REMOVAL AND RESIGNATION OF DIRECTORS** below.

At the end of any person's term on the Board of Directors, the selection process is to be repeated. A director may not serve more than two 3-year terms without a one-year sabbatical. The director may be nominated for a second term by the Board of Directors. After the sabbatical the Board Members may reconsider the person's name, unless any such member of the Board of Directors is removed by the Elders. The Term of the Board Members will be staggered such that only one member will be nominated and/or re-elected per year.

FUNCTION

- (a) Responsibility for the business and legal affairs of the church including setting and approving an annual budget and receiving and reviewing quarterly financial reports.
- (b) Advise and counsel to the Lead Pastor in large issues facing the church that would greatly affect the entire body.
- (c) Accountability covering for the Lead Pastor in financial matters.
- (d) Discipline of church members
- (e) Interviewing, vetting, and nominating to the congregation the name of a candidate to be voted upon by the congregation for the position of Lead Pastor, upon the vacancy of that office, and in the event that the Lead Pastor is unwilling or unable to fulfill his commitment to nominate his successor.

MEETINGS

Regular or special meetings of the Board of Directors may be held either within or outside the State of Texas, but shall be held at the Church's registered office in Texas if the notice thereof does not specify the location of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all members of the Board of Directors participating in the meeting can hear one another. All members of the Board of Directors shall be deemed to be present in person at the meeting conducted in accordance with the foregoing sentence. Regular meetings of the Board of Directors shall be held no less than quarterly but may be held more often as called by the Lead Pastor and must consist of a majority of Directors.

ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors, individually or collectively, consent in writing or email to the action. Such action by written consent shall be filed with the minutes of the Church.

DUTIES OF DIRECTORS

Directors shall discharge their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interests of the Church. Directors may in good faith rely on information, opinion 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 Elders or experts such as accountants or legal counsel. A Director is not relying in good faith if the Director has knowledge concerning a matter in question that renders reliance unwarranted.

Directors 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.

DELEGATION OF DUTIES

The Board of Directors is entitled to select Elders 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, subject to **Article VIII-Action Without Meeting** above. Directors have no liability for actions taken or omitted by the Elder if the Board of Directors acts in good faith and with ordinary care in selecting the Elder. The Board of Directors may remove or replace the Elder, with or without cause.

ACTIONS OF BOARD OF DIRECTORS

The Board of Directors shall try to act by consensus. However, the vote of a majority of the Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the Bylaws. A majority of the number of Directors then serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A Director 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 Board of Directors.

NO COMPENSATION

No Directors, including the Lead Pastor, shall receive salaries or compensation for their services on the Board of Directors. The Board of Directors may adopt a resolution providing for payment to the Directors for expenses of attendance, if any, at a meeting of the Board of Directors. A Director may serve the Church in any other capacity and receive reasonable compensation for those services; provided the remaining members of the Board of Directors approve any such services that are in excess of \$5,000, in the aggregate in any calendar year.

REMOVAL AND RESIGNATION OF DIRECTORS

The Board of Directors may vote to recommend to the Elders the removal of a member of the Board of Directors at any time, with or without cause. A meeting to consider any such removal may be called and notice given following the procedures provided in these Bylaws. A Director may be removed by the affirmative vote of two-thirds of the Elders.

Any Director may resign at any time by giving written notice to the Lead Pastor and the other members of the Board of Directors. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

DEADLOCK

In the case where the Board of Directors shall, by reason of deadlock (whether because an even number of Directors is seated on the Board, or because certain Directors 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 Board of Directors, then, in such instance, the Lead Pastor shall cast a ballot which shall be known as the "majority ballot," so that an official act or decision may be taken by the Board of Directors. The majority ballot shall be cast in addition to the regular Director's vote cast by the Lead Pastor.

Article IX

OFFICERS

OFFICER POSITIONS

The officer positions of the Church shall be the Lead Pastor and the corporate Secretary, and such other offices as shall be appointed by the Board of Directors from time to time. The

Board of Directors may create additional officer positions, define the authority and duties of each such position, and the Lead Pastor shall appoint persons to fill the positions.

APPOINTMENT AND TERM OF OFFICE

The Lead 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 Lead Pastor and ratified by the Board of Directors.

LEAD PASTOR

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

The Lead Pastor of the Church is responsible for leading the Church in accordance with Biblical principles as set forth in the New Testament. As such, the Lead Pastor shall be the leader of the Church congregation, the Church staff, all Church organizations, all Church ministries, the Elders, the Board of Directors and all Church committees to accomplish the New Testament purposes of the Church. The Lead Pastor is expressly authorized to do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incident to the office of President of a corporation with the accountability of the Elders and Board of Directors.

REMUNERATION

A. Regular Remuneration

The pastor shall be remunerated for his services by a salary or by other means agreed upon by the church board and the pastor. The church board shall review the pastor's remuneration at least annually.

B. Reimbursement for Expenses

The pastor shall be given consideration by the church board for expenses incurred by his attendance at District Councils, General Councils, and other District functions by reimbursement of such expenses, or by an offering to help defray such expenses, according to the ability of the church as determined by the church board.

C. Severance Pay

In the event a pastor is removed from office by a vote of the active voting membership of the church, or shall fail to be sustained by a vote of the active voting membership at the end of a term, he shall be given a minimum of 2 months regular or average remuneration as severance pay, except in the case of moral turpitude.

REMOVAL AND OR DISCIPLINE

If there arises a concern as to the morality, legality, or spirituality of a pastor, a 2/3rds majority vote of the elders will deem the concern worthy to be reported to the Sectional Presbytery of the North Texas Assemblies of God. The elders will await a recommendation from the North Texas Presbytery before continuing in any disciplinary action or in removing the pastor. If the elders choose to continue the process of removal or discipline then the sectional presbytery must be notified before further action is taken.

If action is such as to require discipline, the elders shall ask the presbytery to assist in choosing disciplinary action.

Subject to the rights, if any, under any contract of employment with the Church, the Lead Pastor shall only be removed by a two-thirds vote of the Elders and Board of Directors present in person at any meeting called pursuant to these Bylaws. The Lead Pastor may be removed, subject to the terms of any employment agreement, from office, for any of the following reasons: (a) falling into sinful practices unbecoming of the office of a pastor; (b) teaching doctrines inconsistent with sound scriptural doctrine and practice; (c) neglect of duties; (d) resignation; or (e) death or disability. The Board of Directors may remove with or without cause, all other Church officers.

RESIGNATION

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

VACANCIES

A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment to that office. In the event of a vacancy, for any reason, in the office of Lead Pastor, the Board of Directors and the Elders shall share the responsibilities of the Lead Pastor. The Board of Directors and The Elders may by 2/3rds majority vote, appoint an interim Lead Pastor. The Board of Directors and Elders will commence the process of nominating a new Lead Pastor. The recommendation of the Board of Directors and the Elders shall constitute a nomination for the office of Lead Pastor. The members shall elect the person nominated by the Board of Directors and the Elders at a regular or special meeting with a 2/3rds majority vote.

TREASURER

A Treasurer may be appointed by the Lead Pastor and, shall if so appointed: (a) have charge and custody of and be responsible for all funds and securities of the Church; (b) receive and give receipts for monies due and payable to the Church from any source; (c) deposit all monies in the name of the Church in banks, trust companies or other depositories as provided in the Bylaws or as directed by the Board of Directors; (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 quarterly; and (g) perform all the duties incidental to the office of treasurer. In the event of the vacancy of the office of Lead Pastor, or in the event an interim Lead Pastor is serving, the Board of Directors shall appoint the Treasurer.

SECRETARY

The Board Of Directors shall nominate and appoint the Secretary of the Church. The Secretary shall: (a) give all notices as provided in the Bylaws or as required by law; (b) take minutes of the meetings of the Elders and the Board of Directors and keep the minutes as part of the corporate records; (c) perform duties as assigned by Lead Pastor or by the Board of Directors; and (d) perform all duties incident to the office of secretary.

ARTICLE X

PROPERTY & DISSOLUTION

OWNERSHIP OF CHURCH PROPERTY

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

DISSOLUTION

“Dissolution” means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the assembly, none of its funds or assets shall be distributed to any board member, elder, member, or any other individual. The church board shall, after paying or making provision for the payment of all of the liabilities of the assembly, dispose of all of the funds and assets of the assembly by conveying the same to the North Texas District Council of the Assemblies of God, for the purposes of the assembly, and provided that said District Council at the time qualifies as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). Any such funds or assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, to such organization as said Court shall determine, which is organized and operated exclusively for religious purposes.

ARTICLE XI

BOOKS AND RECORDS

REQUIRED BOOKS AND RECORDS

The Church shall keep correct and complete books and records of account.

FISCAL YEAR

The fiscal year of the Church shall begin on the first day of August and end on the last day of July in each year.

ARTICLE XII

INDEMNIFICATION

INDEMNIFICATION:

(a) To the full extent permitted by the Act, as amended from time to time, the Church shall indemnify any director, pastor, officer, committee member, employee or agent of the Church who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Church. Reasonable expenses may be advanced by the Church in defending such actions.

(b) A determination of the right to indemnification under the Act shall be made by legal counsel selected by the majority vote of the Board of Directors.

ARTICLE XIII

MISCELLANEOUS PROVISIONS

AMENDMENTS TO BYLAWS

These Bylaws may only be altered, amended or repealed, and new Bylaws may only be adopted by the Board of Directors and ratified by the Elders.

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 gender. All singular words shall include the plural, and the plural words shall include the singular.

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.

PARTIES BOUND

The Bylaws shall be binding upon and inure to the benefit of the Church membership, Elders, Board of Directors, officers, committee members, employees, agents and attendees of the Church and their respective heirs, executors, administrators, legal representatives, successors and assigns, except as otherwise provided in the Bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Mountain Valley Fellowship, and that the foregoing Bylaws constitute the Bylaws of the Church. These Bylaws were duly adopted by the Board of Directors and the Elders of the Church effective as of July __, 2018.

Mountain Valley Fellowship

Dated: _____ By: _____