

**The Constitution and ByLaws
of the
Zion Hill Missionary Baptist
Church, Inc.**

**4120 Crane Street
Houston, TX 77026**

Book of Order

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**Zion Hill Missionary Baptist Church, Inc.
4120 Crane Street
Houston, TX 77026**

Church Constitution and ByLaws

At a meeting of the Board of Directors (Trustees) of the Zion Hill Mission Baptist Church, Inc., held at the registered office of the church located at 4120 Crane, Houston, Texas 77026 on the 27th day of June 2019. There being a quorum present, the meeting was called to order by the Chairman of the Board of Deacons. The following ByLaws were adopted, and shall govern the business of the church except as the same may be from time to time abridged or amended.

Purpose and Belief

We, the members of the Zion Hill Missionary Baptist Church, Inc. believing the Bible to be the inspired Word of GOD and the sole authority for faith and practice, acknowledging our adherence to all the teachings of Jesus Christ Our Lord, and to secure the blessings of GOD by imploring the Holy Spirit to guide us in all matters that will advance this church as a soul saving center. We further state and declare our purpose of providing for the general welfare of the membership by (1) maintaining regular services, both devotional and for public worship; (2) to proclaim earnestly the gospel message and to urge its personal acceptance; (3) to cooperate heartily, by prayer, gift and service in the effort to propagate the Gospel of Jesus Christ throughout the world; (4) to promote systematic Bible Study and Training for Christian Service and to encourage in every possible way of life enlistment in some form of religious activity; (5) to secure as far as possible the practice of true religion and Christian love as revealed and taught in the sacred scriptures.

Article I

1.1 Name of Organization

This church is known as the “Zion Hill Missionary Baptist Church, Inc.”, presently located at 4120 Crane Street, Houston, TX 77026, which is registered office of the church of the church corporation as required by Article 1396-2.05 of the Texas NonProfit Corporation Act. And the Registered Agent at such address is Shandon P. Neal.

1.2 Other Offices or Locations

The Church may also have offices at such other places or locations, within or without the State of Texas, as the Board of Trustees may, by resolution, from time to time, determine or the needs of the church require.

Article II

2.1 Goals and Objectives

The church will devote and apply the assets and/or property of the corporation and the income to be derived therefrom exclusively for charitable, religious, educational and distinct ecclesiastical purposes with the meaning of section 501(c)(3) of the Internal Revenue Service Code of 1954, as amended including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Also for the following general uses and purposes, among others:

- A. To promote the civic, social and educational development of its members.**
- B. The conducting of discussion groups, forums, panels, lectures, or other similar programs for the benefit of its members.**
- C. Relief of the poor, the distressed, or the underprivileged.**
- D. Advancement of Religion.**

- E. Combating Community deterioration and juvenile delinquency.**
- F. To make available for public use any/or all public service information received from any or all public and governmental agencies for furtherance of community information (non-political).**
- G. Promote and encourage, through the ministries of the organization, cooperation with other organizations ministering within the community.**
- H. Spread the Word of the Gospel by ministering to all through seminars, radio, television, newsprint, internet, social media and other forms of mass media.**
- I. To maintain local and missionary church facilities.**
- J. To conduct a school for the training of ministers.**
- K. To license and ordain qualified individuals including graduates of the ministerial school.**
- L. To provide Sunday School or any type of school for the religious and educational instruction of the young as well as for adults under the direction of the church.**

Article III

3.1 Eligibility for Membership

The membership of Zion Hill Missionary Baptist Church, Inc. shall be composed of that body of persons listed on the church rolls, in the custody of the church clerk, and each person of age eighteen (18) shall constitute one vote. The members of the Zion Hill Missionary Baptist Church, Inc. shall be chosen and added to the roll in any one of the manners set forth in section 3.2 and 3.3 of this article.

3.2 Methods of Admission

- 1. Candidate for Baptism**
- 2. By Letter from another Church holding like Faith.**
- 3. Christian Experience**
- 4. Restoration**

Candidate for Baptism: All applicants for membership who have not previously been baptized shall be received on their confession of faith according to Romans 10:9, 10, Acts 2:38 and upon completion of doctrinal instruction as outline in our church membership manual and attendance at the pre-membership classes, learning the purposes, goals and doctrine of the church.

Admission by Letter from Church holding like Faith: Members from other churches, holding like faith, may be received as members with us by presenting themselves for membership at any regular service of the church. The action upon such an applicant shall be commenced upon the securing of a letter of dismissal or proper credentials from the sister church in which the applicant formerly held membership. Should the Clerk of the Church fail to receive such proper credentials with a period of six (6) months, the name of this applicant shall be dropped from the church roll or applicant will make an acceptable explanation to the officers in charge.

Admission of Christian Experience and/or Associated Members: Anyone who desires to retain their member in another church outside the city or state, but who are residing temporarily in the city for educational, vocational, military or other purposes as recognized by the church elders, may be admitted into the membership of this church in the same manner as prescribed for a permanent membership. Associate members shall possess the same rights and privileges as the regular members while attending Zion Hill Missionary Baptist Church, Inc.

Restoration: Anyone who was once associated with the church and was in good standing with membership but has separated for a period of time for whatever reasons. This person, upon the confession of their separation shall be returned to full active membership as prescribed in section 3.1.

3.3 Youth Membership

Children may be received as non-voting members under "Watch Care" of the church body. Once a child is eighteen (18) years of age, the child must satisfy the above membership qualifications to become a voting member.

3.4 General Attendance

All persons of any faith are welcome to attend the services of the church, to enjoy fellowship with the congregation and with each other.

3.5 New Members

All persons uniting with this church in any of the ways set forth in sections 3.2 or 3.3 above shall be made acquainted with the program of the church and shall be given the opportunity to fulfill their stewardship obligations as to worship, service, and giving.

3.6 Record of Membership

The Secretary shall make a complete record of the membership entitled to vote at each meeting or any adjournment of such meeting. The list shall be in alphabetical order and shall contain the address of each member. The list may be inspected by any member during the meeting.

3.7 Discipline and/or Dismissal of Members

- A. Should any member of this church in good standing desire to unite with another church of like faith and order, the Pastor and/or Board of Deacons may grant a Letter of Dismissal. Should any member of this church unite with another church which is not of like faith and order, his/her name shall be dropped from the roll.**
- B. Any member that causes confusion in the church, and will not stand correction, disobeys the Constitution and/or ByLaws and is insubordinate to the Church, will be silent until he or**

- she becomes reconciled with the church. The Pastor and/or Board of Deacons shall have the power to enforce the rule.
- C. Any member who refuses to be reconciled with the church and refuses to cease his/her disturbances will be granted a letter to unite with the church of his/her choice.**
 - D. Recommendation to grant a letter shall be made by the Pastor and/or the Board of Deacons with the final approval of the church.**
 - E. Any member that fails to discharge his duty as required for his office, automatically disqualifies himself for the office.**
 - F. The Pastor, Deacons, and Trustees, must abide by the church's constitution as well as members.**
 - G. In harmony with scriptural teaching, discipline will be a functional part of the church (Matthew 18:15-18; Galatians 1:1-9, II Thes. 3:11; I Cor. 5) as interpreted by the Pastor and Deacons of the church. Any member who knowingly lives inconsistently with the Christian Biblical Profession, or who knowingly would disturb the unity and peace of the church, shall be disciplined. The Pastor and Deacons will oversee any disciplinary action. After prayerful consideration, and due process as interpreted by the Pastor and Deacons, any person may be dismissed from the Church Roll and Membership by 2/3 Vote of the Board of Deacons and the Pastor. The congregation shall be informed of the results of the action.**
 - H. Restoration of Dismissed Members: The Pastor and Board of Deacons also have the right to restore dismissed members who give satisfactory evidence of repentance (II Cor. 2:6-8) such membership restoration occurs only by 2/3 vote of the Board of Deacons and the Pastor, who shall advise the penitent member of restoration, and inform the congregation of the same.**

3.8 Meeting and Actions of the Membership

- A. Time and Place of Meetings:** Upon due notice, regular and special meetings of the membership shall be held at the principal office of the corporation or at such other place as the Pastor and/or the Board of Deacons (majority quorum) shall authorize.
- B. Quarterly Meetings:** Quarterly Meetings may be held following the fourth (4th) Sunday of each Quarter. At the 3rd Quarterly meeting the Pastor or Board President may select a Nominating Committee to receive nominations for positions to be filled at the Annual Business Meeting held in November or December.
- C. Special Meetings:** Special Meetings of the Membership may be called for any purpose by the Pastor or the Board of Officers.
- D. Notice of Meetings:** Notice of stating where and when the meeting will be held, and in case of special meeting, its purpose, shall be announced two (2) consecutive Sundays prior to the meeting.
- E. Proxies:** At any meeting of the membership a member may vote in person or may be represented by a proxy executed by his/her authorized attorney-in-fact. Such a written proxy shall be filed with the Secretary of the Corporation before the meeting is called to order.
- F. Quorum:** One-eighth (1/8) of the membership entitled to vote shall constitute a quorum at such meetings. If less than a quorum of the membership are represented, a majority of the membership present may adjourn the meeting without further notice. Members represented at a duly organized meeting may continue to transact business until the meeting is

adjourned, even if the withdrawals of members result in the presence of less than a quorum.

- G. Voting:** At each election, every member entitled to vote shall have the right to vote in person or by proxy. Proxy voting shall be subject to emergency situations such as sickness, death in family or conflicting work schedules. The right of a member to vote, and all of his/her rights, title and/or interest (if any) in or to the corporation, shall cease on the termination of his/her membership.

Article IV Officers

The Executive Officers of the Church shall be as follows:

4.1 Pastor

The Pastor is: The Spiritual Administrator of the local congregation over which he is placed. He is the Chief Teacher and Preacher in the church and is the Defender of the Faith to those who come under his charge.

The Pastorate of the Church is a God-given office. The Pastor is the Undershepherd of the "Flock of GOD, over which the Holy Ghost has made him the Overseer...". He is a duly ordained minister and appointed to his charge. The Pastor holds office in that charge unless otherwise removed, or proven unworthy or incapable to effectively lead, until death, incapacitation, or resignation. The Pastor can only be removed by a 2/3 vote of all members present carried on the church roll at a duly called meeting, called for that purpose.

Qualifications

- 1. He must first be adherent to and an example of the Holy Scriptures.**
- 2. He must be in full sympathy with compliance to the doctrines and polity of our church and actively teaching others to do the same.**
- 3. He must be an ordained minister of a church of like faith, in good standing in his local church brotherhood.**

4. He must have a good report, be a man of proven ability, have integrity, and shall be dedicated to the work of Jesus Christ.
5. He must meet the Biblical qualifications as outlined in I Timothy 3:1-7.

Duties of the Pastor

He may appoint Deacons and Trustees with the final approval of the Board and Church.

He may appoint all Mothers, Deaconesses, Auxiliary Leaders, and all other Officers of the Local Church except when otherwise prescribed by civil and ecclesiastical law, (i.e. Trustees), and shall have the general spiritual supervision of every area of the local church.

He shall license and train all Ministers and Missionaries in the local church and meet out such discipline and instruction as is necessary for the perfection of the church, with the assistance of appointed, trained, and licensed persons of faith and integrity.

He is expected to oversee the sick visitation through the church ministers, deacons, missionaries, and mothers of the church and shall be the example in visitation where possible, and in the care of the Saints.

He shall lead the congregation in meaningful programs of evangelism and church extension.

The Pastor and/or his appointee shall teach the Doctrine of the Church to all who come under his charge and occasionally, he shall teach the polity and structure of the church to the members of his congregation.

The Pastor and/or his appointee shall hear and try those cases that shall come before him for disposition, as prescribed by the Word of GOD and the case cited.

The Pastor shall be Chief Worship Leader in the said church and the dispensing of the Sacraments, unless he delegates the power to a worthy licensed ordained associate minister. The performing of marriages, the burying of the dead and the arrangements thereof, are all also prerogatives of his office.

He shall be allowed to receive such compensation as may be provided by the church in accord with the Word of GOD, and guidelines governing compensations as set forth in these ByLaws and Resolutions, and the financial status of the church.

It is the Pastor's responsibility to bring vision, direction, provide coordination and oversee implementation of all church programs.

The Pastor of the church shall have the power to regulate all auxiliaries of the church to obtain biblical results. (Any member heading or leading any auxiliary who disobeys the laws of the Constitution of this Church may be released from their position and replaced by the Pastor with the approval of the Board of Deacons).

However, the Pastor will not operate without guidelines and parameters. These parameters are established by the Executive Officers of the Church, based upon the Word of GOD, and accountable to the church body as a whole.

Calling a Pastor

- 1. Whenever the church is without a Pastor, a designated Associate Minister shall be appointed by the Board of Deacons until a new pastor is called by the church.**

The designated Associate Minister shall be under the authority and discretion of the Board of Deacons and shall exercise the duties and responsibilities of the Pastor in a customary manner until a new Pastor is called by the church.

- 2. When a church is without a Pastor, it shall, with the guidance of the Board of Deacons, proceed to elect one in the following manner:**

(A). The Board of Deacons shall call a congregational meeting to elect a Pulpit Committee. This Committee's duty shall be to nominate a minister to the congregation for the election as Pastor.

(B). The Pulpit Committee shall consist of nine (9) members including: The Board Chairman, two (2) other Board Members appointed by the Board Chairman, and nine (6) members recommended and/or elected by the congregation. The Board Chairman shall serve as Chairman of the Pulpit Committee.

(C). Ministers shall not serve as members of the Pulpit Committee.

(D). Prayerful care and consideration must be taken when choosing candidates for members of the Pulpit Committee.

(E). When the Pulpit Committee is ready to report, it shall notify the Board of Deacons, which shall call a congregational meeting for the purpose of acting on the report of the Pulpit Committee.

(F). Following prayer for the guidance of GOD, the Pulpit Committee Chairman shall call for the Report of the Pulpit Committee.

(G). Following the report, the Chairman shall then put the question: Are you ready to proceed to the election of a Pastor?

(H). If they are ready, the Chairman shall declare the name submitted by the Pulpit Committee to be in nomination.

(I). The vote shall be upon the question whether the congregation, under the will of GOD, shall call the person nominated to be its Pastor.

(J). The vote shall be taken by ballot. In every case a majority of the voters present and voting shall be required to elect a Pastor.

(K). If it is appears that the substantial minority of the voters are averse to the nominee who has received a majority of the votes, and that they cannot be persuaded to concur in the call, the Chairman shall recommend to the majority that they not prosecute the call.

(L). If the congregation is nearly unanimous, or if the majority insist upon the right to call a Pastor, the Chairman shall forward the call to the Board of Deacons,

certifying the number of those who do not concur in the call and any other facts of importance.

(M). The Chairman shall also inform the person being called of the nature and circumstances of the decision.

(N). The Pulpit Committee shall be authorized by the congregation to sign the call and present and prosecute the call before the Board of Deacons.

(O). The Chairman shall certify to the Board of Deacons that those signing the call were properly elected and that the call was in all other respects prepared as constitutionally required.

(P). When the congregation elects a new Pastor, it shall inform the person being called of its decision and shall proceed to present the call through the Board of Deacons.

(Q). The call shall be in the following or like form:

The Zion Hill Missionary Baptist Church of Houston, TX being well satisfied with your qualifications for ministry and confident that we have been led to you by the Holy Spirit as one whose service will be profitable to the spiritual interests of our church and fruitful for the Kingdom of our Lord, earnestly and solemnly call you, (INSERT NAME), to undertake the Office of Pastor of this congregation, promising you in the discharge of your duty all proper support, encouragement, and allegiance in the Lord.

We further promise and obligate ourselves to review with you the compensation for your services. In testimony whereof we have subscribed our names this ____ day of _____, A.D. _____.

(Deacon Board Signatures)

(R). The Certification by the Chairman shall be as follows:

Having moderated the congregational meeting which extended a call to (INSERT NAME) for ministerial services,

I do certify that the call has been made in all respects according to the rules laid down in our church constitution, and that the persons who signed the foregoing call were authorized to do so by vote of the congregation of Zion Hill Missionary Baptist Church.

(Moderator's Signature)

4.2 Deacons

With the honor of being a Deacon comes tremendous responsibility. Deacons are not chosen because of their financial position or educational background. These men are chosen because the Pastor and Church believed them to be Godly men who fulfill the biblical requirements for being a Deacon. The qualifications for the Office of the Deacon are essentially the same as those for the Minister, except they cannot administer the ordinances of the church without the authority of its leader, the Pastor.

A deacon shall have the authority to teach, conduct worship services, to assist the Pastor in administering the Lord's Supper providing this authority is given to him by the Pastor.

When a Deacon ceases to be loyal to the church program and the Pastor whom GOD has placed over him, then that Deacon has ceased to fulfill his role as a Deacon and may be removed from his charge with the approval of the Church, Board of Deacons, and the Pastor.

Note: A Deacon's title does not automatically follow him from one church to another. His position of service is at the discretion of the Pastor of the church he is attending with the approval of the Board of Deacons and the Church.

The Duties and Responsibilities of the Deacons

- 1. The Deacon serve as an advisory board to the Pastor. The Deacons are the Pastor's Helpers. In the Book of ACTS, this was the purpose of their existence, ACTS 6:1-3.**
- 2. The Deacon shall be empowered to teach.**
- 3. The Deacon shall be given the authority to conduct worship services.**
- 4. The Deacon shall be the authority to administer the Lord's Supper.**
- 5. The Deacon must be loyal to the church, support the Pastor, be faithful to the program of the Church, and loyal to what GOD is doing through the church and through the Pastor.**
- 6. The Deacon Board Officers shall also serve as Corporate Trustees.**
- 7. The Deacon Board Chairman shall assume the duties of the Pastor whenever the Pastor is incapable of effectively leading the church, or until a new Pastor or Associate Pastor is elected by the church. He shall have the authority to appoint and delegate the duties and responsibilities of the Pastor to qualified ministers.**

Qualifications of Deacons

A Deacon must meet biblical qualifications as outlined in 1 Timothy 3:8-13. Not only are the qualifications listed for men but also for their wives. A man should not be a Deacon unless his wife meets the qualifications laid out in 1 Timothy 3:11-13.

- 1. A Deacon must be full of the Holy Ghost.**
- 2. Supporting the church's financial program**
- 3. Of honest report (ACTS 6:3) a good reputation among those in the church as well as those outside the church.**
- 4. Tested and proved (1 Timothy 3:10) he must demonstrate his spiritual qualifications before being elected to serve as a Deacon.**
- 5. A Christian family life (1 Timothy 3:11-12)**

4.3 Trustee Board

Trustees are those persons who are elected to manage the property and funds of the church. They are held responsible for the business affairs of the church, and they work under the authority of the Pastor and the Board of

Deacons. Therefore, persons recommended for the Trustee Board will be screened by the Pastor and the Board of Deacons according to the criteria listed below.

Qualifications of Trustees

- 1. The Trustee must be a member of the local church.**
- 2. Be of sober mind and judgment.**
- 3. Attend church on a regular basis.**
- 4. Contribute financially to the ministry of the church.**
- 5. Participate in consecutive services to the church at least 3 years prior to filling the Office of Trustee.**
- 6. Demonstrate the ability to follow the leadership of the church.**
- 7. Not an excessive user of alcoholic beverages.**

Although the word “trustee” does not appear in the bible, we are reminded that we are to be good “stewards” of that which GOD has blessed us. The Trustee Board is comprised of persons who are faithful to the church in all aspects. The Trustee Board is a ministry of caring for the management and distribution of the funds of the church. They are to hold in “trust” legal documents of the property and other business. The Board will assist the Pastor in budget development and monitoring of financial matters of the church.

Job Description/General Duties

Position: Trustee

- 1. Manage the general financial affairs of the church.**
- 2. Monitor and follow the church financial policies and procedures.**
- 3. Hold in trust all legal documents of the church.**
- 4. Assist the Pastor in budget development.**

Specific Assignments

- 1. Pray for the total effectiveness of this ministry of the church.**
- 2. Hold in trust for the use and benefit of members of the local church property acquired.**

3. Hold in trust for the use and benefit of the local church any assets which shall become property of the church, either by gift, deed, etc., with or without legal designation.
4. Maintain good fiscal management and banking procedures.
5. Determine with the Pastor the parameters of the budget.
6. Work with the Pastor as he guides the church council determining their budgetary needs and their contribution to the general budget.
7. Meet monthly with the Pastor to review the finances of the church, property development, and other legal matters of the church.

Article V

Corporate Powers of Trustees

5.1 Power of Trustees

The corporate affairs of corporation shall be managed by its Board of Trustees. All corporate powers of the corporation shall be exercised by, or under the authority of, the Board of Trustees, and the corporate affairs of the corporation shall be controlled by the Board of Trustees, subject, however, to such controlled by the Board of Trustees, subject, however, to such limitations as are imposed by the law, the Articles of Incorporation, or these ByLaws. The Board of Trustees may, by contract or otherwise, give general or limited or special power and authority to the officers and employees of the corporation to transact the general affairs, or any special business, of the corporation, and may give powers of attorney to agents of the corporation to transact any special business requiring such authorization.

5.2 Number and Qualification of Trustees

The authorized number of trustees of this corporation shall be a minimum of five (5) but not more than twelve (12). The number of Trustees may be increased or decreased from time to time, but no decrease shall have the effect of shortening the term of any incumbent trustee. The number of trustees shall be set prior to the annual general church meeting by a majority vote of the Board of Trustees upon the recommendation of the Pastor.

5.3 Election and Term of Office

The first Board of Trustees shall consist of those persons elected by the corporation or named as the initial Board of Directors in the Certificate of Incorporation or the Corporation, and they shall hold office until the first annual meeting of the board, and until their successors have been duly elected and qualified. The term of office of each trustee shall be for three (3) years. Trustees may succeed themselves in office, if confirmed by the membership.

When the church is without a pastor, all members shall hold their elected office for additional terms until a new pastor is called and the additional term of office shall expire.

5.4 Nomination of Appointment Prior to Election

Prior to the annual church business meeting nominations for persons to be considered to fill any open position for the office of trustee shall be solicited from the congregation and from the Trustee Board. The Pastor along with the Trustee Board shall have the responsibility of assessing the qualifications of each prospective candidate to determine eligibility of candidate(s).

Each new candidate(s) upon approval shall be placed on a training program for an unspecified period of time. The Pastor and Board of Trustees shall oversee and administer this training program. Upon completion of the training program each nominee will be presented to the Pastor and the Trustee Board for approval as qualified candidate(s) for the Office of Trustee.

Upon two-thirds vote of the Board of Trustees, a quorum being present, each approved candidate shall be elected to the Board, Board President

shall present the new trustee(s) to the congregation at a regular meeting of the church membership.

5.5 Filling of Vacancies

A vacancy occurring in the Board of Trustees may be filled for the duration of the term by a majority vote of the remaining trustees. If, however, the remaining trustees do not constitute a quorum, the vacancy shall be filled by a vote of a quorum of the membership at a specifically called meeting upon the recommendation of the (Corporation) Board Chairman who is President of the Board.

5.6 Regular Meeting

A regular meeting of the board shall be held without other notice immediately after and at the same place as the annual meeting of the membership. The Board may resolve to hold other regular meetings without notice.

5.7 Special Meetings

Special meeting of the board may be called by or at the request of the chairman or president. The person or the persons authorized to call such special meetings may determine where they shall be held.

5.8 Notice of Meetings

Notice of a special meeting shall be given at least two days previously by notice delivered personally, emailed, mailed or any other forms of communication where receipt is noted to each trustee at his given address. Any trustee may waive notice of any meeting. Attendance of a trustee at a meeting shall constitute a waiver of notice of the meeting. Except when a trustee attends a meeting in order to object to the transaction of any business because the meeting has not been lawfully called or convened.

5.9 Quorum

A majority of the authorized number of trustees shall constitute a quorum for the transaction of business at any meeting of the board. If less than majority is present at a meeting, a majority of the trustees present may adjourn the meeting without further notice.

5.10 Manner of Acting

When a majority of trustees act at a meeting which a quorum is present, their actions will be recognized as the action of the Board.

5.11 Action without a Meeting

Any action by the Board of Trustees may be taken without a meeting if consent in writing, agreeing to the action so taken, shall be signed by all of its trustees.

5.12 Presumption of Agreement

A trustee who is present at a meeting at which action is taken on a corporate matter shall be presumed to have agreed to the decision reached unless he/she shall request that his/her dissent be entered in the minutes of the meeting or files his/her dissent with the Secretary of the Corporation within two (2) days after the meeting adjourns. A trustee who has voted in favor of such action shall have no right to such a dissent.

5.13 Chairman of the Board

The Board of Trustees may select from among its members a Chairman of the Board who may, if so selected, preside at all meetings of the Board of Trustees and approve the minutes of all proceedings thereat, and he shall be available to consult with and advise the officers of the corporation with respect to the conduct of the business and affairs of the corporation.

5.14 Committees

From time to time, the Board of Trustees may appoint a committee or committees from among the members of the congregation to conduct specific church activities. The Committee thus appointed shall be directly responsible to the Board of Trustees and/or the Board of Deacons and shall have only such power and duties as are specifically called meeting of the Board of Trustees.

The Pastor, Corporate President and Vice President shall be Ex-Officio members of all committees.

5.15 Parliamentary Authority

The rules contained in these ByLaws shall govern this organization in all cases to which they are applicable. When these ByLaws do not address specific procedures, then this organization shall be governed by the procedures which are normal and customary to its meetings as interpreted by the Chairman or the President of the Board.

Article VI

Officers

6.1 Number, Election and Term

The corporation may have the following officers: Chairman of the Board, President, one or more Vice-Presidents, Secretary, Asst. Secretary, Treasurer, and Asst. Treasurer. Each officer shall be elected by the Board of Trustees. Other officers may be elected, appointed or approved by the Board. The same person may hold any two or more offices except those of the President and Secretary.

Officers of the corporation to be elected by the Board shall be elected annually as soon as convenient after each annual meeting of the membership. Each officer, shall hold office until a successor has been duly elected, until his/her death, or until he/she resigns, or has been removed from office by a vote of the Board.

6.2 Additional Officers

The Board may appoint such other officers, agents and factors as it shall deem necessary.

6.3 Removal

Any officer may be removed by the Board whenever it believes such removal will serve the best interest of the corporation. A vacancy in any office for any reason may be filled by the board for the unexpired portion of the term.

6.4 President

The Deacon Board Chairman shall serve as President of the Board of Trustees and shall preside at all meetings of the Board of Trustees and approve the minutes of all proceedings thereat, and further, subject to the control of the Board of Trustees, he shall have general executive charge, management and control of the affairs, properties and operations of the corporation in the ordinary course of its affairs, with all such duties, powers and authority with respect to such affairs, properties, and operations as may be reasonably incident to such responsibilities:

He may appoint or employ and discharge employees and agents of the corporation, and fix their compensation; he may make, execute, acknowledge and deliver any and all contracts, leases, deeds, conveyances, assignments, bills of sale, transfers, releases and receipts, any and all mortgages, deed of trust, indentures, pledges, chattel mortgages, liens and hypothecations, and any and all other obligations and encumbrances and any and all other instruments, documents and papers of any kind or character for and on behalf of and in the name of the corporation; he shall do and perform such other duties and have such additional authority and powers as from time to time may be assigned to or conferred upon him by the Board of Trustees; subject always to the control of the Board of Trustees.

6.5 Vice President

The Deacon Board Associate Chairman shall service as Vice President of the Board of Trustees and shall have such powers and duties as may be conferred upon or assigned to him by the Board of Trustees, and shall have and exercise the powers of the President during that officer's absence or inability to act. Any action taken by a Vice President in the performance of the duties of the President shall be conclusive evidence of the absence or inability of the President at the time such action was taken.

6.6 Treasurer

The treasurer shall have the Custody of all the funds and securities of the corporation which come into his/her hands. When necessary or proper, he/she may endorse on behalf of the corporation, for collection, checks, notes and other obligations in such bank or banks or depositories as shall be selected or designated by or in the manner prescribed by the Board of Trustees. He/she may sign all receipts and vouchers for payments made to the corporation, either alone or jointly with such officer(s) as may be designated by the Board of Trustees. Whenever required by the Board of Trustees, he/she shall render a statement of his cash account. He/she shall enter or cause to be entered, punctually and regularly, on the books of the corporation to be kept by him/her or under his/her supervision or direction for that purpose, full and accurate accounts of all monies received and paid out by, for, or on account of the corporation. He/her shall at all reasonable times exhibit his books and accounts and other financial records to any trustees of the corporation during business hours. He/she shall have such other powers and duties as may be conferred upon or assigned to act incident to the position of treasurer subject always to the control of the Board of Trustees, give such bond for the faithful discharge of his/her duties in such form and amount as the Board of Trustees may require.

6.7 Assistant Treasurer

Each Assistant Treasurer shall have the usual powers and duties pertaining to his/her office, together with such other powers and duties as

may conferred upon or assigned to him by the Board of Trustees. The Assistant Treasurer shall have powers of the Treasurer during that officer's absence or inability to act.

6.8 Secretary

The Secretary: (1) shall keep the minutes of all meetings of the Board of Trustees and the minutes of all meetings of the Membership in books provided for the purpose; (2) shall attend to the giving and serving of all notices; (3) may sign with the President or Vice President in the name of the Corporation and/or attest signature of either to all contracts, conveyances, transfers, assignments, encumbrances, authorizations, and all other instruments, documents, and papers of any and every description whatsoever, of or executed for or on behalf of the corporation and affix the corporate seal of the corporation thereto; (4) shall have charge of and maintain the keeping of records of the membership entitled to vote; (5) shall in general perform all the duties incident of the office of secretary; (6) shall have such other powers and duties as may be conferred upon or assigned to him/her by the Board of Trustees: subject always to the control of the Board of Trustees.

6.9 Assistant Secretary

Each Assistant Secretary shall have the usual powers and duties pertaining to his/her office, together with such other powers and duties as may be conferred upon or assigned to him/her by the Board of Trustees or the Secretary. The Assistant Secretaries shall have and exercise the powers of the Secretary during that officer's absence or inability to act.

Article VII

Contracts and Banking Arrangements

7.1 Contracts

The board may authorize two or more officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, approved by a majority of the Board Members. The authority thus granted may be general or may be confined to specific circumstances.

7.2 Loans

The corporation shall contract no loans or issue any evidence of indebtedness in its name unless a resolution to the board so authorizes.

7.3 Payment of Corporate Funds

All checks, drafts or other orders for the payment of money, notes or other evidences of corporate indebtedness shall be signed only by officers or agents designated by the Board.

7.4 Deposits in Checking and Savings Accounts

Funds of the corporation shall be deposited to the credit of the corporation in such banks and savings accounts or invested in such other ways as the board may direct.

Article VIII

Fiscal Year

The Fiscal Year of the Corporation shall begin on the 1st of January and end on the 31st of December in each calendar year.

Article IX

Corporate Seal

The Board of Trustees shall provide a corporate seal. It shall be circular in form and have inscribed on it the name of the corporation, the state of incorporation and the words "Corporate Seal".

Article X

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the ByLaws of the Corporation, a waiver thereof in writing signed by the person or person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XI

Amendments to the ByLaws

These ByLaws may be altered, amended or repealed and new ByLaws may be adopted by the General Body at any regular meeting or at any specifically called meeting, if at least two days public notice is given of the intention to alter, amend or repeal these ByLaws or to adopt new ByLaws at such meeting.

Article XII

Miscellaneous

12.1 Person

Wherever used or appealing in these ByLaws, pronouns of the masculine gender shall include persons of the female sex, as well as the neuter gender, and the singular shall include the plural wherever appropriate.

12.2 Laws and Statues

Wherever used or appearing in these ByLaws, the word “Law” or “Laws” or “Statues”, respectively, shall mean and refer to laws and statues, or a law or a statue, of the State of Texas, to the extent only that such is or are expressly applicable, except where otherwise expressly stated or the contest so requires that such words not be so limited.

12.3 Headings

The headings of the articles and section of these ByLaws are inserted for the convenience of reference only and shall not be deemed to be a part thereof or used in the construction or interpretation thereof.

12.4 Definition of Marriage

Marriage is a biblical institution established by God as delineated in scripture. We believe the biblical ideal for marriage is the uniting of one man and one woman in covenant commitment. Accordingly, the Pastor and Officers of this church will not officiate in same-sex unions or same-sex marriages, nor will its property or resources be used for such purposes.

12.5 Possession and Carrying of a Handgun

Zion Hill Missionary Baptist Church does not permit the carrying or possession of a handgun on its property or grounds other than by permitted Designated Person(s) or Licensed Peace Officers serving in official capacity.

Article XIII


Indemnification

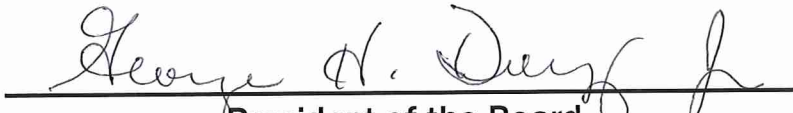
The corporation shall indemnify, to the maximum extent permissible under Article 1396-2.22A of the Texas Non-Profit Corporation Act, any Director or Officer or Former Director or Officers of the Corporation, against all costs and expenses, including but not limited to attorney’s fees, actually and necessarily incurred by him in connection with the defense of any

action, suit, or proceeding in which he is made a party by reason of being or having been such Director or Officer, except in relation to matters as to which he shall be adjudged in such action or proceeding to be liable for gross negligence or intentional misconduct, as defined under Article 1396-2.22A.

Signatures and Attestation

Adopted by the Board of Trustees on the 27th day of the June, 2019.

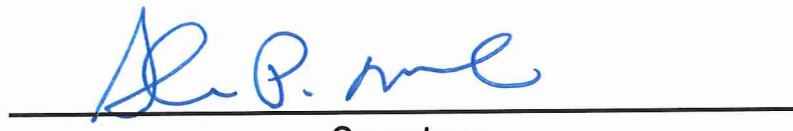

Chairman of the Board


President of the Board


Vice President


Treasurer

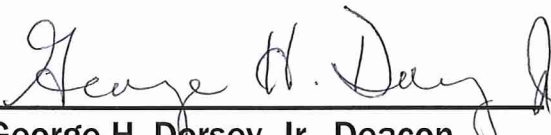

Assistant Treasurer


Secretary

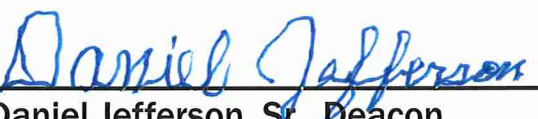

Assistant Secretary

Board of Officers Signatures and Attestation for this Church Constitution and ByLaws

Adopted on this 27th day of June, 2019.

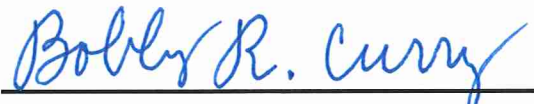

George H. Dorsey, Jr., Deacon
Chairman

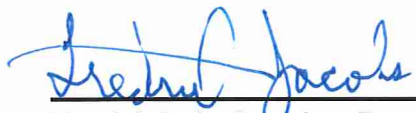

Clifton E. Hall, Deacon
Vice Chairman


Daniel Jefferson, Sr., Deacon


James E. Carter, Deacon & Trustee
Chairman of Trustees


Willie E. Wilson, Deacon


Bobby R. Curry, Sr., Deacon


Fredrick J. Jacobs, Deacon


Shandon P. Neal, Trustee