

## TABLE OF CONTENTS

### True Vine Baptist Church San Antonio, Inc. Constitution and Bylaws

Title	2
Preamble	2
Article I—Name	2
Article II--Purpose, Authority, Incorporation	2
Article III—Statement of Basic Beliefs, Church Covenant	3
Article IV—Polity and Relationships	3
BYLAWS	
Article I –Church Membership	4
Article II—Church Officers and Standing Committees	5
Article III—Church Ministries	8
Article IV—Church Executive Council	9
Article V—Church Ordinances	9
Article VI—Church Meetings	10
Article VII—Church Finances	11
Article VIII – Amendments	12
Article IX – Property and Assets	12
Article X – Voting	13
Article XI—Quorums	13
Article XII-Church Unity	13
Article XIII—Indemnification	13
Article XIV--Effectual Power of the Constitution	14
Article XV--Confidentiality of Church Records	14

**CONSTITUTION/BYLAWS  
TRUE VINE BAPTIST CHURCH SAN ANTONIO, INC.**

**PREAMBLE**

We declare and establish this constitution to preserve and secure the principles of faith and to govern the body in an orderly manner. This constitution will preserve the liberties of each individual church member and the freedom of action of this body in relation to other churches. We, the members of **TRUE VINE BAPTIST CHURCH SAN ANTONIO, INC.** do ordain and establish the following Constitution to which we voluntarily submit.

**ARTICLE I**

**NAME**

The name of this church shall be "**TRUE VINE BAPTIST CHURCH SAN ANTONIO, INC.**". The word "church" as used in this Constitution shall refer to True Vine Baptist Church San Antonio, Inc. (here whereas the word "Church" shall refer to the Body and Bride of Christ).

**ARTICLE II**

**PURPOSE**

The purpose of this church shall be to glorify God. It shall seek to attain this end through the public worship of God, the preaching of the Scriptures, consistent Christian living by its members, personal evangelism, missionary endeavor and Christian education (*Eph. 1:5-14; Col. 1:9-10; Mat. 5:16; 1 Pet. 2:9-12*).

*The Mission of this church is to "Save the Lost and Disciple the Saved"*

**AUTHORITY**

The Lord Jesus Christ is the head of the Church. The Pastor, called by God and inspired by the Holy Spirit, is the under-shepherd assigned over the membership of this local church. The Executive Council is selected to assist the Pastor in the orderly administration and governing of this church. The Holy Bible as the written revelation of God's will is the Church's only true authority. The current edition of Robert's Rules of Order shall be the church's parliamentary authority.

**INCORPORATION**

To implement this purpose legally the church is incorporated under the laws of the State of Texas, so that it may own, provide and/or maintain a place of worship (including suitable real estate and buildings), receive, hold and disburse gifts, bequests and funds, and/or do all and sundry things necessary or incident to carry on such purpose.

## **ARTICLE III**

### **STATEMENT OF BASIC BELIEFS**

We believe the Scriptures of the Old and New Testaments are verbally inspired by God and inerrant and infallible in the original writings, and that they are of supreme and final authority. This church subscribes to the doctrinal statement of “The Baptist Faith and Message” as adopted by the Southern Baptist Convention in 1963. We voluntarily band ourselves together as a body of baptized believers in Jesus Christ personally committed to sharing the good news of salvation to lost mankind. The ordinances of the church are Believer’s Baptism and the Lord’s Supper. (See Article V of the Bylaws).

### **CHURCH COVENANT**

Having been led as we believe by the spirit of God to receive the Lord Jesus Christ as our Lord and Savior and, on the profession of our faith, having been baptized in the name of the Father, and of the Son, and of the Holy Spirit, we do now in the presence of God and this assembly most solemnly and joyfully enter into covenant with one another as one body in Christ.

We engage, therefore, by the aid of the Holy Spirit to walk together in Christian love; to strive for the advancement of this church in knowledge, holiness, and comfort; to promote its prosperity and spirituality; to sustain its worship, ordinances, doctrines, and disciplines; to contribute cheerfully and regularly to the support of the ministry, the expenses of the church, the relief of the poor, and to spread the gospel to all nations.

We also engage to maintain family and secret devotions; to religiously educate our children; to seek the salvation of our kindred and acquaintances; to walk circumspectly in the world; to be just in our dealings, faithful in our engagements, and exemplary in our deportment; to avoid all tattling, backbiting, and excessive anger; to abstain from the sale of and use of intoxicating drinks as a beverage; to use our influence to combat the abuse of drugs and the spread of pornography; and to be zealous in our efforts to advance the kingdom of our Savior.

We further engage to watch over one another in brotherly love; to remember one another in prayer; to aid one another in sickness and distress; to cultivate Christian sympathy in feeling and Christian courtesy in speech; to be slow to take offense, but always ready for reconciliation and mindful of the rules of our Savior to secure without delay.

We moreover engage that when we move from this place we will as soon as possible unite with some other church where we can carry out the spirit of this covenant and the principles of God’s Word.

## **ARTICLE IV**

### **POLITY AND RELATIONSHIPS**

The government of this church is vested in the body of believers who compose it. Persons duly received by the members shall constitute the membership. (See Article I of the Bylaws.) All internal groups created and empowered by the church shall report to and be accountable only to the church, unless otherwise specified by church action.

This church is subject to the control of no other ecclesiastical body, but it recognizes and sustains the obligations of mutual counsel and cooperation common among Baptist churches. Insofar as

is practical, this church will cooperate with and support the San Antonio Baptist Association (SABA) and the Baptist General Convention of Texas (BGCT).

## **BYLAWS**

### **ARTICLE I CHURCH MEMBERSHIP**

#### Section 1 General

This is a sovereign and theocratic Baptist church under the lordship of Jesus Christ. The membership retains unto itself the exclusive right of self-government in all phases of the spiritual and temporal life of this church.

The membership reserves the exclusive right to determine who shall be members of this church and the conditions of such membership.

#### Section 2 Candidacy

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

- By profession of faith and for baptism according to the policies of this church;
- By promise of a letter of recommendation from another church, upon confirmation of doctrine;
- By restoration upon a statement of prior conversion experience and baptism in a Baptist church when no letter is obtainable.

#### Section 3 New Member Orientation

New members of this church are expected to participate in the church's new member orientation (Christianity Class 101). Every member is strongly encouraged to complete Christianity Classes 201, 301, and 401.

#### Section 4 Rights of Members

A. Every active member of this church eighteen (18) years of age and older is entitled to one (1) vote on each matter submitted to the church in a properly called business meeting (annual/special). Active members must be present to vote. Voting by proxy is prohibited.

B. Every active member of this church eighteen (18) years of age and older is eligible for consideration by the membership as candidates for Ministry Leaders and/or elective offices in the church upon completion of Christianity Classes 101, 201, 301 and 401.

C. Every Christian of the church may participate in the ordinances of the church as administered by the church.

#### D. Active and Inactive Memberships

1. Active. Active members shall be defined as those eighteen (18) years of age and older who uphold through action those things set forth in the Church Covenant concerning participation.

2. Inactive. A person's membership may be deemed "inactive" when the Church Covenant is not carried out in spirit or in letter. In particular, if a member is physically absent from all services for a period of three (3) consecutive months (i.e. except due to illness, hospitalization, deployment, extended vacation) or has neglected to support the church financially for a period of three (3) consecutive months they shall be considered inactive, and as such relinquish all voting rights in church business and in holding church offices (elected or appointed). The Executive Secretary shall submit those names to the Executive Council on a

quarterly basis. Church Leadership will exercise due diligence to determine status of member before deemed inactive. The church may restore to membership any person previously excluded, upon request of the excluded person and approval of the Pastor and Senior Deacons.

#### Section 5 Termination of Membership

Membership shall be terminated in the following ways:

- Death of the member;
- Transfer to another Church or to a church of another denomination;
- Exclusion by action of this church.

#### Section 6 Discipline

It shall be the practice of this church to emphasize to its members that every reasonable measure will be taken to assist any troubled member. The Pastor, other members of the church staff and Deacons are available for counsel and guidance. The attitude of members toward one another shall be guided by a concern for redemption rather than punishment.

Should some serious condition exist that would cause a member to become a liability to the general welfare of the church or members, the Pastor and the Deacons will take every reasonable measure to resolve the problem in accordance with Matthew 18. If it becomes necessary for the church to take action up to and including expulsion of a member, the Pastor and Senior Deacons may proceed to declare the person to be no longer in the membership of the church. A Spirit of Christian kindness and forbearance shall pervade all such proceedings.

The church may restore to membership any person previously excluded, upon request of the excluded person and approval of the Pastor and Senior Deacons.

### **ARTICLE II CHURCH OFFICERS, STAFF AND STANDING COMMITTEES**

#### Section 1 Church Officers and Staff

All who serve as officers of the church and those who serve in church ministries shall be members of this church. The officers of this church shall be the Pastor and Deacons.

The staff of this church shall be the Executive Pastor, Associate Pastors, Executive Secretary, Church Business Administrator, Treasurer, Chairman of Trustees. Additional staff members will be added as required to support the needs of the ministry.

- A. The Pastor is responsible for leading the church to function as a New Testament church. The Pastor will lead the congregation, the organizations, and the church staff to perform their tasks.
- B. The Pastor is leader of Pastoral ministries in the church. As such he works with the Deacons and church staff to:
  1. Lead the church in the achievement of its mission.
  2. Proclaim the gospel to believers and unbelievers.
  3. Care for the church's members and other persons in the community.
- C. A Pastor shall be chosen and called by the church whenever a vacancy occurs. The election shall take place at a meeting called for that purpose, of which at least two weeks public notice has been given. In the interim, the Executive Pastor or Senior Associate Pastor will assume the Pastoral duties until a new Pastor has been selected and confirmed.

1. In the event the Senior Pastor deceases or becomes incapacitated, the following sequence of events shall be instituted to ensure continuity at True Vine Baptist Church San Antonio.
  - a. Incapacitation: In the event that the Pastor is temporarily incapacitated and unable to preach or appoint a designated alternate, the Executive Council has determined that the current Executive Pastor or Senior Associate Pastor will be the individual to assume the duties of the Senior Pastor. If the Senior Pastor should become permanently incapacitated (as determined by competent medical authority), his position will be considered vacant and the procedures at Article II, Section 1 paragraph D will be instituted.
  - b. Death: The Executive Council has determined that the current Executive Pastor or Senior Associate Pastor will be the individual to temporarily assume the duties of the Senior Pastor upon his death while the procedures of Article II. Paragraphs A thru D are instituted and completed.
- D. The Executive Council will select a Pastor Selection Committee. The committee shall bring to the consideration of the church only one name at a time. Election shall be by ballot, an affirmative vote of two-thirds (2/3) of active members present at the meeting. The Pastor, thus selected shall serve until the relationship is terminated by his request or the request of the Executive Council. He shall preside at meetings of this church, and will serve as moderator in all business meetings in keeping with the rules of order authorized in these bylaws.
- E. The Ministerial Staff shall be called and employed as the Pastor determines the need for such offices. A job description shall be written when the need for a staff member is determined. The Pastor shall determine those staff members of whom the church requires evidence of a personal call of God to minister.
- F. Non-Ministerial Staff members shall be employed as the church determines the need for their services. The Church Business Administrator shall have the authority to employ and to terminate services of non-ministerial staff members.
- G. The church shall elect Deacons by ballot at regular business meetings of the church. There shall be no obligation to constitute as an assigned Deacon one who has been a Deacon in another church; but in such instances as one might be chosen by this church for assignment as a Deacon, his previous ordination by another church of like faith and order shall suffice after completion of Deacon Training at this church.
- H. The Church Business Administrator is the clerical officer appointed by the Pastor. The Church Business Administrator shall be responsible for keeping a suitable record of all official actions of the church, except as otherwise herein provided. The Church Business Administrator shall be bonded, the church paying for the bond. The Church Business Administrator shall be responsible for keeping a register of names of members, with dates of admission, dismissal death, or removal, together with a record of baptisms. The Church Business Administrator shall give required notice of all meetings where notice is necessary, as indicated by these bylaws, and shall ensure that all letters of dismissal

approved by the Senior Pastor and Senior Deacons are maintained and preserved on file with all communications and written official reports. The Church Business Administrator may delegate some of the clerical responsibilities to a church secretary who will assist. All church records are church property and shall be kept in the church office.

- I. The Church Treasurer is the financial officer appointed by the Pastor. It shall be the duty of the treasurer to receive, preserve, and pay out, upon receipt of vouchers approved and signed by authorized personnel, all money or things of value paid or given to the church, keeping at all times an itemized account of all receipts and disbursements. It shall be the duty of the treasurer to render to the church at the annual business meeting an itemized report of the receipts, disbursements and accounts. The treasurer's report and records shall be audited by a public accountant on a yearly basis. The treasurer shall be bonded, the church paying for the bond. Upon rendering the annual account at the end of each fiscal year and its acceptance and approval by the church, the records shall be delivered by the treasurer to the Church Business Administrator, who shall keep and preserve the account as a part of the permanent records of the church.
  
- J. The church shall elect three (3) or more trustees to serve as legal officers for the church. They shall hold in trust the church property. Upon a specific vote of the church authorizing each action, they shall have the power to buy, sell, mortgage, lease, or transfer any church property. When the signatures of trustees are required, they shall sign legal documents involving the sale, mortgage, purchase, or rental property, or other legal documents related to church-approved matters. The following are specific duties and responsibilities of Trustees:
  1. Act as legal agents for the church according to instructions developed in business meetings.
  2. Provide executed legal documents to Church Business Administrator for safekeeping.
  3. Coordinate with other committees concerning legal matters and if necessary authorize the engagement of an attorney.
  4. Inspect all church properties and maintain an accurate and current inventory (at a minimum annually).
  5. Consult with appropriate Pastor/Executive/Associate Pastors concerning space utilization to ensure everyone has needed space. Recommend changes as needed in the use of facilities and property by working with groups within the church to maximize return. Develop and recommend arranging, equipping, and supervising church parking space. Continually evaluate parking needs and make suggested improvements to church leaders.
  6. Develop and recommend policies and procedures related to church property. This includes policy on maintenance, insurance, and use of buildings and property. Periodically review policies and procedures with church leaders. Make any necessary corrections and ensure publication.

#### Section 2 Church Standing Committees

The committees of this church shall be a Nominating Committee, Planning and Development Committee and such other regular and special committees as the Pastor shall authorize with the advice and consent of the Executive Council. Members of these committees

shall be appointed by the senior Pastor. These committees shall consist of no less than five (5) members and no more than seven (7) members. Committee members shall serve at the pleasure of the Pastor but no more than six (6) consecutive years as determined necessary.

- A. The Nominating Committee coordinates the staffing of all church leadership positions such as Executive Council, Deacons, and Trustees filled by volunteer workers, unless otherwise specified herein. Individuals considered for any such positions shall first be approved by the Nominating Committee before they are approached for recruitment. (Exception: Nominees for Deacons will be approved and vetted by Senior Pastor and Deacons.) The Nominating Committee shall present to the church for election all who accept the invitation to serve. Nominations will not be taken from the floor during elections.
- B. The Planning and Development Committee is responsible for recommending to the Executive Council future building and equipment needs. Upon approval, the Committee will prepare an implementation strategy and oversee all aspects of procurement and construction.

### **ARTICLE III CHURCH MINISTRIES**

The church shall establish such ministries as necessary to carry out its work. Such ministries include but are not limited to Bible teaching, church member training, church leader training, new member orientation, mission education, action, and support. All ministries, all departments, all organizations, all classes, and all groups are subservient parts of the church and shall under no circumstances be considered as separate and apart from the church or as operating independently of the church, its Pastor, and the Executive Council. Each group shall be careful to function in harmony with, and in subjection to the Pastor, the Executive Council, and the congregation. The church shall provide the human resources, the physical resources, and the financial resources for the appropriate advancement of these ministries.

#### Section 1 Sunday School/Bible Study/Weekly Study Units

Sunday School/Bible Study/Weekly Study Units shall be the basic organization for the Bible teaching program. Their tasks shall be to teach the biblical revelation, reach people for Christ and church membership, perform the functions of the church within its constituency, provide and interpret information regarding the work of the church.

Sunday School/Bible Study/Weekly Study Units shall be organized by departments and/or classes, as appropriate for all ages, and shall be conducted under the direction of the Sunday School Superintendent and the Associate Pastor of Education or as designated by the Senior Pastor.

#### Section 2 Christianity Curriculum

The Christianity Curriculum shall serve as the training unit of the church. Its tasks shall be to train church members to perform the functions of the church; train church leaders; orient new church members, teach Christian theology, and church polity and organization; and provide and interpret information regarding the work of the church. Church training shall be organized for all ages and conducted under the direction of the Associate Pastor of Education or as designated by the Senior Pastor.



## **ARTICLE IV CHURCH EXECUTIVE COUNCIL**

Pursuant to the authority of Article IX of the Certificate of Incorporation, the Church Executive Council is the governing board of the church under the leadership and direction of the Senior Pastor. It is established as a spiritual working group to provide ministerial support to the Senior Pastor in the execution of his Pastoral duties to this Body of Christ. Moreover, their mission is to pray for, encourage, support and provide spiritual and practical counsel to the Senior Pastor.

### Section 1 Mission

Under the authority of the Senior Pastor:

- Will establish and maintain policies and procedures needed for ministering to the church body and visitors;
- Research and develop viable solutions to current and prospective ministry issues and present them to the Senior Pastor and staff for approval and implementation;
- Work all ministry issues either individually or collectively to provide comprehensive solutions for possible implementation;
- Oversee and evaluate the goals and objectives of the church and its ministries; and
- Be responsible for the general welfare of the church to include the spiritual, financial, legal and practical well being of the church at large.

### Section 2 Composition

The church Executive Council is composed of no less than eight (8) members from the body of True Vine Baptist Church San Antonio, Inc. to include the Senior Pastor, who will serve as the Executive Council's presiding officer with full rights to participate in debate and decisions concerning any matter that comes before the council, with the exception of Pastoral compensation or any issues that may potentially cause a conflict of interest. Additional members of the church Executive Council may include the Executive Pastor, Associate Pastors as designated, Chairman of Deacons, Chairman of Trustees, Church Business Administrator, Treasurer, Legal Counsel, and two members elected from the congregation whose term of service will be four (4) years and not exceed two (2) four (4) year terms.

## **ARTICLE V CHURCH ORDINANCES**

### Section 1 Baptism

This church shall receive for baptism any person who has received Jesus Christ as Savior by personal faith, who has professed Him publicly at any worship service, and who has indicated a commitment to follow Christ as Lord. Baptism shall be by immersion in water. The Pastor, or whomever the church shall authorize, shall administer baptism. The Deacons shall assist in the preparation for, and the observance of, baptism. Baptism shall be administered as an act of worship during any worship service of the church.

### Section 2 The Lord's Supper

The church shall observe the Lord's Supper monthly on the first Sunday of the month, unless otherwise scheduled by the church. The Pastor and Deacons shall administer the Lord's Supper, the Deacons being responsible for the physical preparations.

## ARTICLE VI CHURCH MEETINGS

### Section 1 Worship Services

The church shall meet regularly each Sunday morning and Wednesday evening for the worship of Almighty God. Other worship services will be established as the Pastor senses the Lord's leading. Prayer, praise, preaching, instruction, and evangelism shall be among the ingredients of these services. The Pastor shall direct the services for all the church members and for all others who may choose to attend.

### Section 2 Special Services

Special emphasis meetings such as missionary conferences, Bible conferences, revival services and any other church meetings essential to the advancement of the church's objectives shall be placed on the church calendar.

### Section 3 Church Business Meetings

There shall be two (2) types of business meetings of the church: The Annual Business Meeting and special business meetings. The Senior Pastor will serve as Moderator of all business meetings (annual and/or special). The duties of Moderator are delegated to the Executive Pastor or Senior Associate Pastor if the Senior Pastor is on vacation, incapacitated for any reason or otherwise unavailable to respond to the congregation. If the Executive Pastor or Senior Associate Pastor is on vacation, incapacitated for any reason or otherwise unavailable to respond to the congregation, the duties of Moderator are delegated to the Chairman of Trustees or Chairman of Deacons.

A. The Annual Business Meeting for presenting the budget, election of officers and workers, and/or other necessary business shall normally be held during the month of November or such other time during the year as the Executive Council may determine prior to January 1, when the budget is to be in effect. The church fiscal year shall begin January 1 and conclude December 31.

1. The Executive Council shall be responsible for the selection of the date on which the Annual Business Meeting will be held. Notification to the congregation shall be made at least ten (10) calendar days prior to the meeting. This notification shall be made from the pulpit, posted at the church information desk, posted on church website and posted on the church information board at least ten (10) calendar days in advance of the meeting. The notice of the Annual Business Meeting that is included on the church information board shall include a typewritten agenda of business.
2. All reports required by the Executive Council for the annual business meeting must be legibly written and submitted to the Church Business Administrator by the date as specified by the Executive Council. A copy of the approved budget and any proposed amendment(s) to the constitution shall be made available for pickup at the church by the congregation at least ten (10) calendar days prior to the Annual Meeting. Matters of church discipline shall not be included within the annual reports.
3. All comments or amendments to the agenda must be given to the Church Business Administrator in writing and signed, at least five (5) calendar days

prior to the Annual Business Meeting. Questions on agenda items must be submitted to the Church Business Administrator at least three (3) business days prior to the annual meeting. Those questions must be submitted in writing, dated, and signed by requestor.

#### B. Special Business Meetings

1. These may be called:
  - a. By the Executive Council, OR
  - b. Upon written request of ten percent (10%) of the church members (as defined in Article I) presented to the Church Business Administrator, OR
  - c. By the Senior Pastor.
2. Notice of a special business meeting shall be made from the pulpit by one of the ministers of the church, posted on the church website, and posted on the church information board and at Information Desk at least five (5) calendar days in advance of the special business meeting. The notice of the Special Business Meeting that is included on the church information board shall include a typewritten agenda of business to be conducted or considered at said business meeting. In the rare event that a condition or situation arises which is deemed an emergency by the Executive Council, the five (5) calendar day advance notice and agenda requirements shall be waived.
3. Except as otherwise provided herein, all church business meetings shall be publicly announced in all appropriate church services.

#### Section 4 Quorums See Article XI Quorums

#### Section 5 Parliamentary Rules

Robert's Rules of Order, most current edition, is the authority for parliamentary rules of procedure for all business meetings of the church.

### **ARTICLE VII CHURCH FINANCES**

#### Section 1 Budget

The Finance Ministry, in consultation with the Pastor, shall prepare and submit to the Executive Council for approval an inclusive budget, indicating by items the amount needed and sought for all expenses. This written budget proposal shall include the Finance Ministry's estimate of Church income for the Church Fiscal Year.

- A. It is understood that membership in this church involves financial obligation to support the church and its causes with regular, proportionate gifts.
- B. Annually, and/or as needed, there shall be an opportunity provided to secure worthy commitments of financial support from the church members.

## Section 2 Accounting Procedures

All funds received for any and all purposes shall pass through the hands of the Church Treasurer and be properly recorded on the books of the church.

A. Establishing and maintaining a system of accounting that will adequately provide for the handling of all funds shall be the responsibility of the Finance Ministry. This shall include written procedures approved by the Executive Council. Copies of these procedures shall be filed with the Church's permanent records.

B. Two signatures are required on all checks, notes, deposits or withdrawal of securities from the designated depository or depositories. The Church Treasurer shall designate those with signatory authority.

## Section 3 Fund Raising

It shall be the policy of this church **not** to promote suppers, parties, or engage in the sale of products and/or services for the purpose of raising funds. Any exception to this general policy must have the prior approval of the Executive Council.

## Section 4 Fiscal Year

The church fiscal year shall run concurrently with the church year, which begins on Jan 1 and ends on Dec 31.

# **ARTICLE VIII AMENDMENTS**

The Constitution and/or bylaws of this church may be amended at any business meeting by a two-thirds (2/3) majority of the members voting, provided that both the text of such an amendment and the basis for its consideration have been made available for pickup at True Vine Baptist Church San Antonio, Inc. by all members at least ten (10) calendar days in advance of any meeting at which such a proposal will be considered or voted upon.

# **ARTICLE IX PROPERTY AND ASSETS**

## Section 1 Church Ownership of Property

The church shall have the power to receive, either by gift or purchase, and so hold such real, personal, or mixed property as is authorized by the laws of the State of Texas and is deemed necessary for the functioning of the church, and shall have the power to dispose of such property by mortgage, bill of sale, deed, or otherwise. All property shall be held in the name of the church.

## Section 2 Division of Church Property

In case of division of the church caused by conflict (*from which we pray God by His mercy to preserve us*), all property and assets of the church shall belong to True Vine Baptist Church San Antonio, Inc.

## Section 3 Dissolution of Church Property

In case of dissolution of the church organization, the property and all assets shall be sold, either through private or public sale. From the proceeds, firstly all current and long-term obligations of the church shall be paid. Secondly, all remaining funds shall be directed to such one or more Christian organizations qualified under Section 501(c) (3) of the Internal Revenue

Code, for the benefit of the church's supported missionaries and/or such other Christian endeavors as the congregation shall determine. The church shall be considered dissolved if so decided by the congregation, or when the church has not held an annual meeting for three (3) years, or when less than six (6) members remain.

#### Section 4 Purchase/Disposal of Church Property

No real property valued in excess of \$200,000 shall be purchased or disposed of without approval of the Executive Council and ratified by the congregation.

### **ARTICLE X VOTING**

Only active members of this church who are at least eighteen (18) years of age shall have the right to vote in person at any business meeting of the church. Each active member who is at least eighteen (18) years of age in attendance shall have one (1) vote on each matter presented to the congregation. Voting by proxy is prohibited.

### **ARTICLE XI QUORUMS**

A quorum at any properly called annual or special business meeting shall consist of those members eligible to vote that are in attendance. A meeting is properly called when it meets the provisions of Article VI, Section 3a or Section 3b.

Fifty percent (50%) of the Executive Council must be present to constitute a quorum at any Council meeting. Fifty percent (50%) of any committee must be present to constitute a quorum at any committee meeting.

A quorum shall be necessary for any vote.

### **ARTICLE XII CHURCH UNITY**

When True Vine Baptist Church San Antonio, Inc. members disagree or their interpretations of Biblical Principles differ, we pray that the love of Christ guard our attitudes toward one another so that we exhibit a genuine concern for the building up of all God's people in an atmosphere of love.

### **ARTICLE XIII INDEMNIFICATION**

To the extent authorized by law, True Vine Baptist Church San Antonio, Inc. will indemnify and hold harmless any and all officers, directors, Executive Council, Trustees, Ministers, Pastors, and business administrators for any expenses actually and necessarily incurred in connection with any action, suit or proceeding against said officers, directors, Executive Council, Trustees, Ministers, Pastors, and business administrators. This indemnification shall include costs for attorney fees. The indemnification shall occur as the expenses are incurred and in advance of the final disposition of the action, suit or proceeding, on receipt of the officers, directors, Executive Council, Trustees, Ministers, Pastors, or business administrators' promise: (1) to repay the amount advanced if it is proved by clear and convincing evidence in court that the officers, directors, Executive Council, Trustees, Ministers, Pastors, and business administrators' conduct involved a deliberate intent to injure the corporation's best interests, and (2) to reasonably cooperate with the corporation in connection with the action, suit or proceeding.

This indemnification shall be available to any officer, director, Council Member, Trustee, Minister, Pastor, and/or business administrator, which is made or thereafter to be made a part to any action, suit or proceeding because of the person's relationship with the corporation. Persons who are officers, directors, Executive Council, Trustees, Ministers, Pastors, and/or business administrators at the time of being made a party, or threatened with being made a party to any action, suit or proceeding, or were officers, directors, Executive Council, Trustees, Ministers, Pastors, and/or business administrators shall be allowed indemnification. Indemnification will also be available in criminal actions only if it is found that the officer, director, Council Member, Trustee, Minister, Pastor, or business administrator had no reasonable cause to believe that the subject acts were unlawful.

#### **ARTICLE XIV EFFECTUAL POWER OF THE CONSTITUTION**

This Constitution shall take effect immediately upon its ratification by two-thirds (2/3) vote of active members who are eighteen (18) years of age or older in attendance at a properly called annual or special business meeting. This Constitution shall remain in force as presently formulated or as duly amended according to Article VIII until this corporation is legally dissolved. This Constitution shall not be suspended or abrogated. Should there be a conflict between this Constitution and the Certificate of Incorporation; the Certificate of Incorporation shall prevail. Should there be a conflict between this Constitution and Robert's Rules of Order, this Constitution shall prevail.

#### **ARTICLE XV CONFIDENTIALITY OF CHURCH RECORDS**

No member shall have the right to inspect the church records as to (i) the disciplining of any member, (ii) the hiring or firing of any employee, (iii) the need or problems of any member or employee, (iv) the financial contributions of any member, or (v) any other records which the Executive Council may determine to be in the best interest of the church to keep confidential. Each member retains the right to review any church records that pertain specifically to said member.