

AMENDED AND RESTATED BYLAWS
OF
FIRST BAPTIST CHURCH OF OAK CLIFF, DALLAS, TEXAS
d/b/a THE OAKS BAPTIST CHURCH

ARTICLE I – IDENTITY

Section 1.1. Organization. First Baptist Church of Oak Cliff, Dallas, Texas (“TOBC” or the “Church”) is a Texas non-profit corporation which has elected to be governed by the Texas Business Organizations Code (the “BOC”) or any successor statute.

Section 1.2. Assumed Name. The Church shall conduct its primary ministries, operations and affairs under the assumed name “The Oaks Baptist Church.”

Section 1.3. Principal Location. The principal location of the ministries and offices of the Church shall be at 801 E. Interstate 20, Grand Prairie, Texas 75052. The Church may also conduct ministries and have offices at such other place or places as the Leadership Council may from time to time determine.

Section 1.4. Registered Agent and Office. The name of the registered agent of the Church is Steven D. Davidson and his address is 500 North Akard, Suite 3550, Dallas, Texas 75201. The Leadership Council may by resolution change the Church’s registered office, registered agent, or both.

Section 1.5. Purpose Statement. The purpose of TOBC is to love God supremely and to focus our strengths to reach people worldwide for Christ while remaining obedient to His word. TOBC is to be a growing church for our expanding region, equipping believers to be like Jesus through worship, discipleship and faithful stewardship of resources.

Section 1.6. Statement of Faith. The Church acknowledges the Bible as its sole authority in matters of faith and practice. The Church’s understanding of such Biblical truth is in essential accord with the 1963 Statement of the *Baptist Faith and Message*.

Section 1.7. Denominational Affiliations. While conducting its ministries, operations and affairs as an autonomous, self-governing non-profit corporation, the Church shall be voluntarily associated with the Southern Baptist Convention, the Baptist General Convention of Texas and the Dallas Baptist Association for the purpose of mutual counsel and cooperation in ministry.

Section 1.8. Church Covenant. The following covenant (the “Church Covenant”) is expressive of the goals and purposes by which Members of the Church shall earnestly strive to live:

“Having accepted Jesus Christ as our Savior and Lord and, on the profession of such faith, having been baptized in the name of the Father, the Son, and the Holy Spirit, we solemnly and joyfully enter into this Covenant with one another, as one body in Christ.

“We commit, by the aid of the Holy Spirit, to walk together in Christian love; to strive for the advancement of this Church in knowledge, holiness, evangelism and care; to promote its prosperity and spirituality; to sustain its worship, ordinances, discipline, and doctrines; and to contribute cheerfully, regularly and proportionately to the support of its ministries.

“We commit to maintain private devotions; to educate our children in spiritual matters; to seek the salvation of our family, friends and acquaintances; to conduct both our spiritual and secular affairs with righteousness and integrity; to be honest in our dealings, faithful to our commitments, and exemplary in our behavior; to avoid conduct provoking disruption or disunity in the Church, including gossip, rumors, slander and excessive anger; and to be zealous in our effort to advance the kingdom of the Savior.

“We commit to welcome the participation in our worship and to honor the spiritual gifts of all persons without regard to gender, race, creed, color or national origin.

“We commit to watch over one another in brotherly love; to remember each other in prayer; to aid each other in sickness and distress; to demonstrate Christian compassion by acts of kindness and courtesy of speech; and to be slow to take offense but always ready for reconciliation.”

ARTICLE II – MEMBERSHIP

Section 2.1. Purpose of Membership. The purpose of membership in TOBC is to fulfill the New Testament command and pattern for public commitment and accountability to a local body of believers professing faith in and proclaiming the gospel of the Lord Jesus Christ.

Section 2.2. Church Autonomy. TOBC is an autonomous Baptist church recognizing Scripture as its sole doctrinal authority. The membership retains the exclusive right of self-government in the spiritual and temporal affairs of the Church, independent of any other ecclesiastical authority, body or organization. The membership of TOBC reserves the absolute right to determine who may be Members of the Church and the conditions of such membership.

Section 2.3. Condition for Membership. A person desiring membership in the Church shall have made a public profession of Jesus Christ as Savior and Lord, as evidenced by any of the following:

(a) Baptism by immersion by the Senior Pastor of the Church or another person designated by the Senior Pastor or the Deacons to administer the ordinance of baptism; or

(b) The Church's receipt of a customary letter of transfer of membership from another church of like faith and order acknowledging that the candidate for membership has been baptized by immersion; or

(c) The personal statement of the candidate for membership that he/she has accepted Jesus Christ as Savior and Lord and been baptized by immersion in a church of like faith and order; or

(d) Such other verification of salvation as the Church may deem appropriate.

Section 2.4. Acceptance for Membership. A person satisfying the condition for membership set forth in Section 2.3 hereof shall be admitted as a Member of TOBC upon satisfaction of all of the following requirements:

(a) Execution of a written affirmation of the Church Covenant; and

(b) Acceptance by vote of the membership at any regular or special Church conference; and

(c) Completion of any course of training from time to time prescribed by the Leadership Council.

Section 2.5. Voting Members. Members of TOBC entitled to vote on any matters presented to the Church ("Voting Members") shall consist of all Members who satisfy both of the following requirements:

(a) The Member shall be at least sixteen (16) years of age; and

(b) The Member shall have executed a written affirmation of the Church Covenant not less than sixty (60) days and not more than fifteen (15) months prior to the Church conference at which such vote is taken.

Section 2.6. Church Conferences. Regular conferences of the membership of TOBC for the transaction of such business as shall properly come before the meeting shall be held at the primary location of the Church following the regularly scheduled worship service(s) of the Church on the fourth Sunday of each January, April, July and October, or at such other place, date and time as may be designated by the Senior Pastor or the Leadership Council. Any Voting Member may require that action be taken on any matter by providing written notice of the proposal to the Leadership Council not less than thirty (30) days prior to the date of the next regularly scheduled Church conference. The Senior Pastor, Leadership Council or Deacons may call a special conference of the membership of TOBC for such purpose(s) and at such place, date and time as they may determine.

Section 2.7. Adjournments. Any Church conference may be adjourned to another date, time or place without notice of the adjourned meeting if the time and place thereof are announced at the Church conference at which the adjournment is taken; provided, however, that if the

adjournment is for more than thirty (30) days, notice of the adjourned meeting shall be given as provided herein. At any adjourned Church conference, the membership of the Church may transact any business which might have been transacted at the original meeting.

Section 2.8. Notice. Regular Church conferences may be held without notice at the place and date specified herein. Notice of the date, time and place of any special Church conference or rescheduled regular Church conference shall be publicly announced at or contained in the printed worship materials accompanying each regularly scheduled churchwide worship service of the Church for at least two consecutive services preceding such Church conference. In the case of a special conference, the notice shall also state the purpose(s) of such special conference.

Section 2.9. Quorum and Proxies. The Voting Members present at any properly convened Church conference shall constitute a quorum for the transaction of all business. Voting Members shall not be permitted to vote by proxy unless proxy voting with respect to a particular matter has been approved by the Voting Members at a prior Church conference.

Section 2.10. Vote Required. Except as otherwise provided herein or in the BOC, a simple majority of the votes cast by Voting Members shall decide each matter submitted to the membership at any Church conference; provided, however, that, if any matter has not either (a) been proposed by a duly elected committee or team of the Church, (b) been proposed by a Voting Member by notice to the Leadership Council as provided in Section 2.6, or (c) been specified in a notice of the Church conference, then such matter shall require for approval 90% of the votes cast by Voting Members at such Church conference.

Section 2.11. Conduct of Meetings. Unless otherwise determined by the Leadership Council, the Senior Pastor shall preside at all regular and special Church conferences. To the extent not otherwise provided herein or in the BOC, all regular and special Church conferences shall be conducted in accordance with the most recent edition of *Robert's Rules of Order*.

Section 2.12. Termination of Membership. Membership in the Church shall be terminated by any of the following:

- (a) Death of the Member; or
- (b) Written request by the Member, including written request that a customary letter of transfer of membership be sent to another church of like faith and order; or
- (c) Subject to Section 2.13, determination by the Leadership Council that the Member has affiliated with another church or has otherwise evidenced his/her intent to disassociate with TOBC; or
- (d) Subject to Section 2.13, determination by the Leadership Council that the conduct of the Member is contrary to the principles of the Church Covenant and injurious to the unity, ministry or welfare of the Church and that the Member is unrepentant after reproof in accordance with Scripture.

Section 2.13. Appeal of Membership Termination. Any person whose membership in the Church has been terminated by the Leadership Council pursuant to Section 2.12(c) or (d) hereof shall be sent written notice of such termination of membership. The terminated Member may appeal the termination of his/her membership to the Voting Members by giving written notice of such appeal to the Senior Pastor or Leadership Council within thirty (30) days following the mailing of the notice of termination. Any such appeal of the termination of membership shall be considered at the next regular Church conference or a special Church conference called for such purpose. A simple majority of the votes cast by Voting Members present at such church conference shall be required to reinstate the terminated Member.

ARTICLE III – LEADERSHIP COUNCIL

Section 3.1. Role of Leadership Council. Except as provided in Section 3.9 below, the ministries, operations and affairs of the Church shall be managed under the direction of its Leadership Council in accordance with Section 22.201 of the BOC. Without limiting the foregoing, the Leadership Council shall (a) consult with and advise the Senior Pastor with respect to the overall ministry of the Church and such other matters as the Senior Pastor may deem appropriate, (b) administer the business affairs of TOBC not expressly reserved to the membership pursuant to Section 3.9, and (c) oversee the activities of the Standing Committees and other committees and teams as provided in Article IV. The Leadership Council shall function as the Board of Trustees contemplated by Article Six of the Articles of Incorporation of the Church.

Section 3.2. Composition, Qualifications and Terms. The Leadership Council shall be comprised of the Senior Pastor and six lay Members of the Church. All lay members of the Leadership Council shall be Voting Members of the Church and shall satisfy the highest Scriptural qualifications for church leadership. Such Scriptural qualifications shall include, but not be limited to, those found at Acts 6:1-6, 1 Timothy 3:1-13, Titus 1:6-9 and 1 Peter 5:1-4. In addition, spouses may not serve together on the Leadership Council and no Church staff person or their spouse may serve as a lay member of the Leadership Council. The six lay members of the Leadership Council shall be elected for staggered three year terms such that two lay members of the Leadership Council are elected annually. Initially, in order to establish such staggered terms, two lay members shall serve for a three year term, two lay members shall serve for a two year term and two lay members shall serve for a one year term. No lay member of the Leadership Council who has served two full three year terms of office will be eligible to serve on the Leadership Council for a period of one year.

Section 3.3. Election. Annually, the Leadership Council shall nominate two lay Voting Members of the Church to replace the lay members of the Leadership Council whose terms of office have expired. The Voting Members of the Church shall be afforded the opportunity to vote in favor or opposed to the election of each nominee to the Leadership Council at a regular or special Church conference. Such voting shall be by secret ballot. To be elected to the Leadership Council, a nominee must receive the approval of at least 80% of all votes cast by the Voting Members. In the

event any nominee is not approved by at least 80% of the votes cast by Voting Members, the Leadership Council shall propose a new nominee for the unfilled position.

Section 3.4. Removal. Any lay member of the Leadership Council may be removed from the Leadership Council, with or without cause, by (a) the majority vote of the other members of the Leadership Council at any regular or special meeting of the Leadership Council, or (b) the vote of the Voting Members of the Church at any regular or special Church conference.

Section 3.5. Vacancies. Any vacancies in the lay membership of the Leadership Council caused by death, resignation, refusal of a person elected to serve, removal or otherwise shall be filled by the Leadership Council nominating a number of lay Voting Members equal to the number of vacancies and the Voting Members of the Church approving each nominee by at least an 80% affirmative vote. In the event any nominee is not approved by at least 80% of the votes cast by Voting Members, the Leadership Council shall propose a new nominee to fill the vacancy. A lay member of the Leadership Council elected to fill a vacancy shall be elected to fill the unexpired term of his/her predecessor.

Section 3.6. Meetings, Quorum and Vote. The Leadership Council shall hold regular meetings without notice monthly or on such other periodic basis, and at such time and place, as they may from time to time determine. Special meetings of the Leadership Council may be called by the Senior Pastor or any two lay members. Notice of the call of a special meeting may be oral or in writing and shall be provided to each member of the Leadership Council not later than the second day immediately preceding the day for which the meeting is called. A majority of the members of the Leadership Council elected and serving shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the members of the Leadership Council shall be required for the approval of any matter coming before the Leadership Council.

Section 3.7. Chairman. The Senior Pastor shall at all times serve as the chairman of the Leadership Council. During any vacancy in the position of Senior Pastor, (a) the Deacons shall specify a ministerial staff person (which may be the interim pastor) to serve on the Leadership Council in lieu of the Senior Pastor, and (b) the Leadership Council as so comprised may select one of their number to serve as interim chairman of the Leadership Council.

Section 3.8. Action Without Meeting. Any action required to be or which may be taken at a meeting of the Leadership Council may be taken without a meeting if a written consent setting forth the action to be taken is executed by the entire Leadership Council.

Section 3.9. Matters Requiring Membership Approval. Notwithstanding anything to the contrary contained in these Bylaws, the following actions shall in all events require the approval of the Voting Members of the Church at a regular or special Church conference:

- (a) Changing the legal or assumed name of the Church;
- (b) Changing the denominational affiliations of the Church;

- (c) Changing the principal location of the ministries and offices of the Church;
- (d) Calling a Senior Pastor or other full-time ministerial staff person;
- (e) Dismissing a Senior Pastor;
- (f) Purchasing any real estate;
- (g) Selling or otherwise disposing of any real estate acquired or held for ministry purposes;
- (h) Adopting an annual operating budget for the Church;
- (i) Incurring cumulative annual unbudgeted expenditures in excess of the greater of (i) \$25,000, or (ii) 1% of the approved annual budget;
- (j) Incurring indebtedness for borrowed money or otherwise contractually obligating the Church to expenditures in an amount in excess of the greater of (i) \$50,000, or (ii) 2.5% of the approved annual budget;
- (k) Guaranteeing the debt of any other person, entity or organization;
- (l) Sponsoring, hosting or otherwise supporting any mission church, congregation or other organization in a manner causing TOBC to be or become, directly or indirectly (i) responsible for the oversight or management of such church, congregation or other organization, or (ii) liable for any of the debts, liabilities or other obligations of such church, congregation or other organization;
- (m) Changing the Standing Committees of the Church; or
- (n) Amending these Bylaws.

ARTICLE IV – STANDING AND OTHER COMMITTEES

Section 4.1. Requirement for Standing Committees. In addition to the Leadership Council, the Church shall at all times have the following Standing Committees, each of which shall be delegated responsibilities by and report to the Leadership Council:

- (a) Finance Committee;
- (b) Personnel Committee;
- (c) Audit Committee; and

(d) Committee on Committees.

Section 4.2. Qualification, Composition and Term. All members of Standing Committees shall be Voting Members of the Church. Each Standing Committee shall be comprised of six Voting Members of the Church. The Leadership Council shall designate the chairman of each Standing Committee. The Leadership Council shall also designate a liaison from the Church staff or the Leadership Council to each Standing Committee. Members of each Standing Committee shall be elected for staggered three year terms such that two members of each Standing Committee are elected annually. No member of any Standing Committee who has served a full three year term of office will be eligible to serve on the same Standing Committee for a period of one year. No member of any Standing Committee may simultaneously serve on any other Standing Committee or the Leadership Council. Spouses may not serve together on the same Standing Committee and no Church staff person or their spouse may serve on any Standing Committee (other than as the liaison designated by the Leadership Council).

Section 4.3. Election, Removal and Vacancies. The members of each Standing Committee shall be nominated by the Leadership Council and approved by the Voting Members of the Church at any regular or special Church conference. Any member of a Standing Committee may be removed from such Standing Committee, with or without cause, by (a) the Leadership Council, or (b) the vote of the Voting Members of the Church at any regular or special Church conference. Any vacancies in the membership of any Standing Committee caused by death, resignation, refusal of a person elected to serve, removal or otherwise shall be filled by the Leadership Council nominating a replacement for approval by the Voting Members of the Church at any regular or special Church conference.

Section 4.4. Duties, Powers and Responsibilities. Each Standing Committee shall have such duties, powers and responsibilities as may from time to time be delegated by the Leadership Council. All recommendations of the Standing Committees to the membership of the Church are subject to approval of the Leadership Council. The Leadership Council may modify, alter, revise or approve any action taken by any Standing Committee. Subject to the foregoing, the roles of the Standing Committees are as follows:

(a) Finance Committee: The Finance Committee shall be primarily responsible for proposing the annual operating budget of the Church and administering the financial affairs of the Church.

(i) The Finance Committee shall prepare and present to the Leadership Council a proposed operating budget for the Church for each fiscal year. Upon approval of the Leadership Council, the Finance Committee shall disseminate the proposed budget in a manner reasonably calculated to provide all Voting Members of the Church an opportunity to review the proposed budget in advance of any Church conference at which the proposed budget will be presented for adoption. Thereafter, the Finance Committee shall present the proposed budget for adoption by the Voting Members of the Church at a regular or special Church conference.

(ii) The Finance Committee shall establish procedures for monitoring receipts and approving expenditures contemplated by the approved budget for each fiscal year in a manner consistent with prudent financial management. The Finance Committee shall submit to the Leadership Council for approval any proposed deviations from the approved budget.

(iii) The Finance Committee shall also establish procedures for accepting, monitoring and expending receipts designated for specified ministries or purposes of the Church. The Finance Committee shall not use designated funds for budget purposes without the approval of the Leadership Council.

(iv) The Finance Committee shall work with Church staff to maintain accurate and complete financial books and records of the Church and to implement policies reasonably designed to assure accountability and integrity in all financial aspects of the Church.

(v) The Finance Committee shall cooperate with the Audit Committee in the completion of their assigned responsibilities.

(b) Personnel Committee: The Personnel Committee shall be primarily responsible for recommending staff positions and responsibilities, hiring and evaluating Church staff (other than the Senior Pastor), and making compensation recommendations to the Finance Committee.

(i) The Personnel Committee shall periodically review the staffing needs of the Church and prepare job descriptions for each authorized or proposed staff position in the Church. Any proposals for additional staff positions and/or changes in existing staff responsibilities or titles shall be approved by the Leadership Council.

(ii) The Personnel Committee shall identify, investigate, evaluate and recruit candidates for all unfilled staff positions, except (A) as otherwise provided herein with respect to the Senior Pastor, or (B) to the extent such task has been assigned to a special committee by the Personnel Committee or the Leadership Council. All recommendations for the hiring of full-time ministerial staff shall be approved by the Leadership Council and thereafter submitted to a vote of the Voting Members at a regular or special Church conference. All other church staff may be hired by the Personnel Committee without further approval, unless otherwise directed by the Leadership Council.

(iii) The Personnel Committee shall periodically evaluate the performance of all Church staff (other than the Senior Pastor) and individually review such evaluation with the respective staff member. When appropriate, the Personnel Committee shall counsel with and mediate disputes among staff members. When necessary, the Personnel Committee may terminate the employment of Church staff;

provided, however, that the termination of any full-time ministerial staff member shall require the approval of the Leadership Council.

(iv) The Personnel Committee shall annually review the total compensation of current and proposed Church staff and recommend to the Finance Committee the personnel expenses to be included in the operating budget of the Church for the following fiscal year. Any dispute between the Personnel Committee and the Finance Committee concerning the personnel component of the annual budget shall be resolved by the Leadership Council.

(v) The Personnel Committee shall adopt such other personnel policies and procedures as they shall deem necessary or appropriate for the effective management of all Church staff.

(c) Audit Committee: The Audit Committee shall be primarily responsible for performing a review of the accounting records and financial administration of the Church at least annually to assure that the financial statements of the Church are accurate and complete. The Audit Committee may itself perform such review and/or may retain outside professional assistance. Unbudgeted expenses for outside professional assistance must be approved by the Leadership Council. Any review by outside professionals may, but need not, comprise a certified audit by an independent public accounting firm.

(d) Committee on Committees: The Committee on Committees shall be primarily responsible for recommending the designation, responsibilities and composition of committees and teams of the Church other than the Leadership Council and the Standing Committees.

(i) The Committee on Committees shall periodically review the need for additional committees and teams to assist with the ministries and administration of the Church. The Committee on Committees shall periodically present to the Leadership Council for approval its recommendations for the identity, responsibilities, membership composition and tenure, and duration of each committee or team (other than the Leadership Council and the Standing Committees).

(ii) The Committee on Committees shall identify and enlist appropriate Members of the Church to serve on all approved committees and teams (other than the Leadership Council and the Standing Committees). The proposed membership composition and tenure of such committees and teams shall be approved by the Leadership Council.

(iii) The Committee on Committees shall have the authority to remove any person from any committee or team (other than the Leadership Council or the Standing Committees). Any vacancy on any such committee or team shall be filled in the same manner as the original position.

Section 4.5. Committee Procedures. A majority of the members of each Standing Committee or other committee or team shall fix and prescribe the rules for its procedure which shall

not be inconsistent with law or these Bylaws. Each Standing Committee shall periodically report all actions taken to the Leadership Council. All other committees or teams shall provide such information and reports as may from time to time be requested by the Leadership Council.

ARTICLE V – MINISTERS AND OFFICERS

Section 5.1. Senior Pastor. The Senior Pastor shall be the principal minister and executive officer of the Church and shall, in general, direct and supervise all of the ministries, operations and affairs of the Church. Without limiting the foregoing, the Senior Pastor shall provide vision and leadership to the Church in worshiping the Lord our God in spirit and truth, proclaiming the gospel of Jesus Christ, educating and discipling believers, caring for Church Members and others in our community, promoting and enjoying Christian fellowship, and otherwise fulfilling the purpose of the Church as set forth in the New Testament and herein.

Section 5.2. Method of Calling Senior Pastor. A Senior Pastor shall be recommended by a specially appointed Pastor Search Committee and called by the Voting Members of the Church in the following manner:

(a) Nominations for Pastor Search Committee: At such time as there may be a vacancy in the office of Senior Pastor, the Deacons shall initiate the process for electing a Pastor Search Committee by permitting Voting Members to submit the names of potential nominees to serve on the Pastor Search Committee. Each Voting Member shall be entitled to submit the names of up to ten potential nominees. The ten persons whose names were submitted by the highest number of Voting Members, and who the Deacons have confirmed would be willing to serve, shall be nominees. In addition, the Deacons shall select ten additional nominees who, when added to the first ten nominees, will cause the 20 total nominees to reasonably represent a cross-section of the Church membership.

(b) Election of Pastor Search Committee: A written ballot listing the 20 nominees for the Pastor Search Committee shall be presented to the Voting Members at a regular or special Church conference at which notice of the election of a Pastor Search Committee shall have been provided. Each Voting Member shall be permitted to vote for up to nine of the nominees to serve on the Pastor Search Committee. The nine nominees receiving the highest number of votes shall constitute the Pastor Search Committee.

(c) Pastor Search Committee Deliberations: The Pastor Search Committee shall elect its own chairperson. The Pastor Search Committee shall allocate other responsibilities among its members and otherwise conduct its deliberations in such manner as it may deem appropriate. The Pastor Search Committee shall prayerfully and diligently identify, investigate, interview, evaluate and recruit candidates for the position of Senior Pastor.

(d) Calling of Senior Pastor: At such time as they shall determine, the Pastor Search Committee shall request that a special Church conference be called for the purpose of recommending a candidate to the Voting Members to be called as Senior Pastor. At the

discretion of the Pastor Search Committee, the candidate for Senior Pastor may be invited to preach or otherwise address the congregation of the Church prior to such special Church conference. At such special Church conference, the Pastor Search Committee shall present its recommendation of a candidate for Senior Pastor and the basis for such recommendation. The affirmative vote of 80% of Voting Members present and voting at such special Church conference shall be required to approve the calling of the candidate as Senior Pastor of the Church.

(e) Other Procedures: The Deacons shall have the authority to adopt and implement such other procedures consistent with the foregoing as they may deem necessary or desirable to facilitate the nomination and election of the Pastor Search Committee and the calling of a Senior Pastor.

Section 5.3. Tenure of Senior Pastor. The Senior Pastor shall serve in such capacity until his death, resignation or removal as provided herein. The Senior Pastor may only be removed upon the recommendation of a majority of the lay members of the Leadership Council and the approval of the Voting Members at a special Church conference called for such purpose.

Section 5.4. Interim Pastor. In the event of the death, resignation or removal of the Senior Pastor, the Deacons shall be responsible for selecting an interim pastor to serve until a new Senior Pastor may be called in the manner provided herein. Subject to the other provisions of these Bylaws, the Deacons shall specify the roles and responsibilities of such interim pastor and may set the compensation of such interim pastor within the parameters of the operating budget.

Section 5.5. Other Ministerial Staff. In addition to the Senior Pastor, the Church shall have such other full-time and part-time ministerial positions as may be recommended by the Personnel Committee and approved by the Leadership Council in accordance with Section 4.4(b). As provided in Section 4.4(b), the calling of all full-time ministerial staff shall be approved by a vote of the Voting Members at a regular or special Church conference.

Section 5.6. Corporate Officers. The corporate officers of the Church as prescribed by the BOC shall be a President and a Secretary, and such vice presidents, assistant secretaries and other officers as may from time to time be elected by the Leadership Council. All officers shall be Voting Members of the Church. Except for the Senior Pastor, an officer need not be an employee of the Church. Any two or more offices may be held by the same person.

Section 5.7. Election, Term of Office, Removal and Vacancies. The Senior Pastor shall at all times serve as the President of the Church. The other officers of the Church shall be elected by the Leadership Council for such term as they shall determine. Each officer shall hold office during his term and thereafter until his successor shall have been duly elected and qualified, unless he earlier dies, resigns or is removed in the manner provided herein. Except for the Senior Pastor, any officer may be removed by the Leadership Council with or without cause and without notice to such officer. A vacancy in any office (except the President) because of death, resignation, removal, disqualification, or otherwise, may be filled by the Leadership Council for the unexpired portion of

the term. A vacancy in the office of President shall be filled in the manner prescribed for the calling of a new Senior Pastor.

Section 5.8. President. In his capacity as President, the Senior Pastor shall have the duties and responsibilities prescribed by the BOC, shall perform all duties incident to the office of president and shall have such other duties as may be prescribed by the Leadership Council from time to time. All Church staff shall report to the Senior Pastor or such other person or persons as the Senior Pastor may designate.

Section 5.9. Secretary. The Secretary shall have the duties and responsibilities prescribed by the BOC, shall perform all duties incident to the office of secretary and shall have such other duties as may be prescribed by the Leadership Council from time to time. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws and shall be the custodian of the corporate records of the Church.

Section 5.10. Other Officers. Any other officers elected by the Leadership Council shall perform such duties and have such authority as shall be assigned to them by the Leadership Council.

Section 5.11. Compensation. Officers of the Church shall be compensated for their services only as specifically authorized by the Leadership Council.

ARTICLE VI – DEACONS

Section 6.1. Purpose and Responsibilities. The purpose of the Deacons of TOBC is to promote the health and growth of the Church by ministering to the needs of its Members in conjunction with and under the direction of the Senior Pastor. The scope and method of such ministry and the collective and individual responsibilities of Deacons shall be determined by the body of Deacons in consultation with the Senior Pastor. The body of Deacons is not responsible for the management or administration of the Church. However, individual Deacons may serve on the Leadership Council, any Standing Committee or any other committee or team on the same basis as any other Member of the Church.

Section 6.2. Qualifications. Each Deacon shall be a Member of the Church and satisfy the Scriptural qualifications of a deacon as determined by the body of Deacons under the guidance and leadership of the Senior Pastor. Such Scriptural qualifications shall include, but not be limited to, those found at Acts 6:1-6 and 1 Timothy 3:8-13. Deacon candidates may also be required to satisfy such additional requirements as the body of Deacons may from time to time deem appropriate to effectively minister to the Members of the Church. Any such additional requirements shall be identified to the Members prior to soliciting nominations for candidates to deacon ministry.

Section 6.3. Number and Classification. TOBC shall have such number of Deacons as the body of Deacons shall from time to time determine. Deacons shall be classified in one of the following categories:

(a) Active Deacons: Members of the Church who have been ordained as a deacon or other minister and approved by a vote of the Voting Members shall initially serve as Active Deacons. Active Deacons shall fulfill the responsibilities assigned to them as provided herein and may participate in all meetings and decisions of the body of Deacons.

(b) Deacon Emeritus: Upon the approval of the Active Deacons, any Active Deacon who has attained the age of 70 or become disabled, and who has honored the office of deacon, may become a Deacon Emeritus. A Deacon Emeritus shall not be required to fulfill the responsibilities of an Active Deacon but may participate in all meetings and decisions of the body of Deacons.

(c) Inactive Deacon: An Active Deacon who has become unable or unwilling to fulfill the responsibilities of an Active Deacon may, at the request of such Deacon or by vote of the body of Deacons, be classified as an Inactive Deacon. An Inactive Deacon shall not be required to fulfill the responsibilities of an Active Deacon and may not participate in any meetings or decisions of the body of Deacons. An Inactive Deacon may be returned to the status of an Active Deacon upon the request of such Inactive Deacon and the approval of the body of Deacons.

Section 6.4. Leadership and Meetings. All decisions and activities of the Deacons shall be under the guidance and leadership of the Senior Pastor. The body of Deacons shall elect a Chairman and such other officers as they may deem appropriate. The Deacons shall meet periodically at such time and place as the Chairman of Deacons shall determine. All decisions of the body of Deacons shall be by a simple majority of the Active Deacons and Deacons Emeritus in attendance at a duly called meeting.

Section 6.5. Election and Ordination. Deacons shall be elected and ordained in the following manner:

(a) Nominations: Nominations for candidates to deacon ministry shall be solicited over a period of at least two consecutive Sundays. Each Member shall be entitled to nominate up to five persons as candidates for ordination to deacon ministry. A person must have been a Member of the Church for at least one year to be eligible for nomination. Nominees shall be ranked from the person receiving the most nominations to the person receiving the least nominations. The body of Deacons may also select and specify the ranking of additional nominees.

(b) Screening: The body of Deacons or a committee thereof appointed by the Chairman of Deacons shall determine the qualification and willingness to serve of the nominees in rank order until the number of such nominees who are determined to be both qualified and willing to serve is at least sufficient to fill the vacancies in the Active Deacons. The body of Deacons may at any time increase or reduce the number of vacancies to be filled in the Active Deacons.

(c) Recommendation: From the nominees who have been determined to be qualified and willing to serve, the body of Deacons shall select and recommend to the membership of the Church that number of candidates for ordination to deacon ministry necessary to fill the vacancies in the Active Deacons.

(d) Approval: The candidates for deacon ordination shall be submitted for approval at any regular church conference or any special church conference called for such purpose. Each candidate must be approved by at least two-thirds of the votes cast by Voting Members at such regular or special church conference.

(e) Training: Each approved candidate for deacon ordination shall complete such course of training as may be from time to time prescribed by the Senior Pastor and the body of Deacons.

(f) Ordination: Each approved deacon candidate successfully completing the prescribed training shall be submitted to the body of Deacons for examination and recommendation for ordination at a Deacons' meeting called for such purpose. Each candidate recommended by the Deacons for ordination shall be ordained to deacon ministry by the Church at a service called for such purpose.

Section 6.6. Previously Ordained Deacons. Any person who has been a Member of the Church for at least six months and who has previously been ordained as a deacon or other minister by another church of like faith and order may be recommended to serve as an Active Deacon by any other Member. If the body of Deacons determines that the person previously ordained is qualified and willing to serve, the Deacons may recommend to the membership of the Church that such Member be approved as an Active Deacon. Any previously ordained person so recommended by the Deacons must be approved by at least two-thirds of the votes cast by Voting Members at a regular church conference or special church conference called for such purpose.

Section 6.7. Removal. Any Deacon who no longer meets the qualifications set forth herein may be removed from Deacon service by the body of Deacons.

ARTICLE VII – ORDINANCES, LICENSING & ORDINATION

Section 7.1. Ordinances of the Church. The only ordinances of TOBC shall be baptism and the Lord's Supper. These ordinances are symbolic acts of obedience. Baptism represents an individual believer's faith in a crucified, buried and risen Savior and reflects that believer's death to sin, burial of an old way of life and resurrection to a new life in Christ. The Lord's Supper is a collective commemoration of the sacrificial death of Jesus and anticipation of His second coming.

Section 7.2. Baptism. The Church may baptize any person who has accepted and professed Jesus Christ as Savior and Lord. The ordinance of baptism may be administered by the Senior Pastor

or another person designated by the Senior Pastor or the Deacons. Baptism shall be by immersion in water as a public act of worship.

Section 7.3. Lord's Supper. The Lord's Supper shall be observed periodically at such times as may be determined by the Senior Pastor or the Deacons. The Lord's Supper may be administered by the Senior Pastor or one or more other persons designated by the Senior Pastor or the Deacons. Participation in the Lord's Supper shall be open to any Member of the Church and any other person who has accepted Jesus Christ as Savior and Lord and been baptized by immersion in a church of like faith and order. The Lord's Supper shall be observed by the partaking of bread and the fruit of the vine as an act of worship.

Section 7.4. Licensing. Any person who satisfactorily evidences God's calling to the gospel ministry may be licensed by the Church to such ministry upon the approval of the Voting Members at any regular or special Church conference. Licensing is solely for purposes of legal recognition as an authorized minister and shall not imply any examination or endorsement of the candidate by TOBC.

Section 7.5. Ordination. Deacons shall be selected, approved, trained and ordained as provided in Article VI hereof. Any other person may be considered for ordination to the gospel ministry upon their own request or at the request of the Senior Pastor, the Deacons or another church of like faith and order. If such request is approved by the Voting Members at any regular or special church conference, then the Senior Pastor or the Deacons shall convene an Ordaining Counsel consisting of the Senior Pastor, the body of Deacons and such other ordained deacons or ministers of like faith and order as the Senior Pastor or the Deacons shall designate. The Ordaining Counsel shall examine the candidate to determine the authenticity of the candidate's testimony and the candidate's character, qualifications for ministry and commitment to the Kingdom of Heaven. If the Ordaining Counsel determines that the candidate is worthy, the Senior Pastor or the Deacons shall arrange for the Ordaining Counsel to ordain the candidate in a public worship service. Such ordination shall represent an endorsement of the candidate by the Church and a covenant of mutual prayer and cooperation in the gospel ministry.

ARTICLE VIII – MISCELLANEOUS

Section 8.1. Accounting Year. The Church shall operate for accounting purposes on a calendar year basis.

Section 8.2. Indemnification. The Church shall be empowered to indemnify its officers and agents as provided for by its Articles of Incorporation and the BOC, as from time to time amended. Upon any written request for indemnification, the Leadership Council will proceed to determine the permissibility of such indemnification under the Articles of Incorporation and the BOC in any manner allowed by the BOC. If the Leadership Council determines indemnification to be permissible in a particular circumstance, the Leadership Council shall then determine the reasonableness of the request for indemnification and, if such request is reasonable, authorize the payment thereof.

Section 8.3. Books and Records. The Church shall keep complete and correct books and records of account and shall keep minutes of the proceedings of all regular or special Church conferences. The Leadership Council or Finance Committee shall present at each regular Church conference a full and clear statement of the operations and financial condition of the Church.

Section 8.4. Amendments. These Bylaws may be amended, altered or repealed only upon the approval of the Voting Members.

Section 8.5. Headings. The Article and Section headings used in these Bylaws are for convenience only and shall not be used in the interpretation or construction hereof.

CERTIFICATE OF ADOPTION

The undersigned Church Clerk of First Baptist Church of Oak Cliff, Dallas, Texas (d/b/a The Oaks Baptist Church), a Texas non-profit corporation, hereby certifies that the foregoing Amended and Restated Bylaws were duly adopted by a majority vote of Members present and voting at a Church conference held on February 15, 2009.

Christina Ocampo, Church Clerk