

OFFICIAL BY-LAWS OF THE
TEXAS MINISTRIES OF THE CHURCH OF GOD



PREAMBLE

The Texas Ministries of the Church of God, Anderson (CHOG) (Assembly) is an assembly of recognized Church of God, Anderson ministers in the state of Texas. The Assembly formulated and adopted these Bylaws and shall be governed by these Bylaws, its Articles of Incorporation, and all applicable laws. Persons meeting the qualifications for membership as specified below are the members of the Assembly.

ARTICLE I. NAME, OFFICE, and INCORPORATION

Section 1: Name

The name of this body shall be the Texas Ministries of the Church of God.

Section 2: Principal Office

- a) Legal/business address is 3715 Preston Ave, Pasadena TX 77505.
- b) Mailing address is P.O. Box 131805, Spring, Texas 77393.

Section 3: Future Office

Hereafter, the principal office for the transaction of business shall be a location determined by the Board of Ministry (the "Board") for the creation, powers, terms, and duties of which are described in Article VII. This may be done in concert with the State Administrator.

Section 4: Incorporation

- a) Texas Ministries (TXM) is incorporated as *Texas General Assembly of the Church of God*, file number 10145401, dated April 19, 2010.
- b) Original incorporation was *The Texas Ministerial Assembly of the Church of God in Texas*, dated January 16, 1950.
- c) Assumed Name, *Texas Ministries of the Church of God*, dated January 22, 2018 (duration 10 years), is filed under legal name *Texas General Assembly of the Church of God*, file number 10145401.
- d) Assumed Name, *Texas Revolving Loan Fund of the Church of God*, dated July 01, 2016 (duration 10 years), is filed under legal name *Texas General Assembly of the Church of God*, file number 10145401.

ARTICLE II. PURPOSE

The Assembly exists to support the ministries of the Assembly members and may elect to provide support opportunities for members and their ministry as directed by the Board and/or the Assembly as directed by these Bylaws.

The work of the Assembly may include assisting Assembly member congregations meet legal and ecclesiastical standards, develop organizational processes and procedures consistent with the Church of God Movement, with general offices in Anderson, Indiana.

ARTICLE III. STATEMENT OF FAITH AND AFFILIATION

Section 1: Statement of Faith

This Assembly adheres to the specific points of faith as articulated by the Church of God, Anderson, Indiana. The Assembly and its Board may rely on the latest edition of the Credentials manual and/or the policy and procedures manual.

Section 2: Affiliation

This Assembly affiliates with the General Assembly of the Church of God, Anderson as the Texas regional organization.

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Section 3: Compliance

This Assembly shall abide by and endorse resolutions adopted by the General Assembly unless expressly prohibited herein.

ARTICLE IV. POWERS AND LIMITATIONS

Section 1: General Corporate Powers

The Assembly shall have all corporate powers outlined in the Texas Corporate Statutes governing this entity, as amended from time to time (the "Act"), and subject to the provisions and limitations of the Act and any limitations in the Articles of Incorporation and these Bylaws. The activities, business, and affairs of the Assembly shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board.

Section 2: Specific Corporate Powers

Without prejudice to the general powers set forth above, and subject to same limitations, the Board of Ministry:

- a. Shall have the power to adopt, make and use a corporate seal and alter the form of the seal for the Assembly.
- b. May borrow money and incur indebtedness on behalf of the Assembly and cause it to be executed and delivered for the Assembly's purposes and in the Assembly's name, promissory notes and other evidence of debt and securities [see also Art. VII, Sec. 2].
- c. Shall have the right to determine which documents, including financial documents and checks, will require specified signatures.
- d. Shall have the power to define its own membership.
- e. Individual members of the Board have no authority to act for the ASSEMBLY except in duly constituted meetings of the Board or when specifically authorized to act by the Board.

Section 3: Limitations

This Assembly shall not have the right to exercise ecclesiastical, operational, fiscal jurisdiction or authority over the local church or over individual congregations, except by what has been properly granted to it as contained herein. However, it shall retain the right of a voluntary association to:

- a. The Assembly or the Board acting on behalf of the Assembly shall have the power to:
 - i. Revoke any and/or all rights and privileges which may have been extended by this Assembly to any church, church plant, partner in ministry, or recognized parachurch ministry, and
 - ii. Act or delegate a committee to act to bring about a resolution of differences between any minister of a congregation and the Assembly. Without resolution, determined by the committee, the committee shall have the power to revoke credentials.

The Credentials Committee and/or the Board of Ministry may investigate the minister and/or the ministry. The creation, powers, terms, and duties of which are described in Article IX.

ARTICLE V. MEMBERSHIP

Section 1. General Membership

Assembly membership consists of ordained and licensed ministers in good standing and are herein called members. Members shall fulfill the following qualifications:

- a. Are registered and listed in the Church of God Yearbook within the last two years.
- b. Are residents in Texas and engaged in ministry within the Church of God.
- c. Retired pastors who maintain affiliation and credentials with the Church of God and attend a registered Church of God congregation.
- d. Continue to minister in accordance with the current Credentials manuals.

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The Board of Ministry and Credentials Committee in a meeting of its members and in a manner determined by the State Administrator and/or the Assembly Chairperson, may grant membership to persons who may contribute to the Purpose of the Assembly.

Section 2: Voting Membership

Members shall have the right to vote in the annual Assembly meeting.

Section 3: Official Roll

The Secretary of this Assembly shall keep a list of the Members and ratify the list with the Credentials Committee. The recent Member list shall be provided to the Board of Ministry 30 days prior to the Annual Meeting.

Section 4: Extension and Challenge of Voting Privilege

- a. Membership, by three-fourths (3/4) of voting Members present, retain the right to define membership and shall have the power to declare when individual ministers, laymen, or congregations are recognized by the Membership as adhering to **Article III**. Member voting privileges may be extended to persons whose names were submitted. Voting privileges extend only to the current meeting at which privileges were granted. This shall take place from the floor at each meeting of the Assembly.
- b. Any Member may challenge the right of a person to vote. Members present at the meeting shall decide eligibility by a majority vote.

Section 5. Religious Standing

The rules and conventions for membership listed herein shall apply to the business and corporate life of the Assembly and does not affect in any way the religious standing, rights, or privileges as a member in the Body of Christ.

ARTICLE VI. MEETINGS

Section 1. Annual Meeting Time

This Assembly shall have one regular meeting each year. The Board of Ministry shall hold this meeting and determine a date within the first fifteen (15) days of November. Assembly business shall be transacted at this meeting, except as herein provided.

Section 2: Annual Meeting Location

The Annual Meeting of the Assembly shall be held at a place designated by the Board of Ministry.

Section 3: Notice Requirements for the Annual Meeting

Members who desire to make a motion at the annual meeting shall provide notice to the Board of Ministry thirty (30) days prior to the meeting. Notification of Membership meetings:

- a. Delivery by email.
- b. Board of Ministry may elect to deliver to Members by United States Mail.
- c. Member shall be responsible for providing correct email and/or physical address.

Section 4: Quorum for Annual Meetings

To conduct Assembly business, a quorum shall be established. A quorum consists of 20% of the roster of Membership held on file at the state office. The quorum requirement shall apply to duly called annual or specially called Assembly meeting.

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Section 5: Business of the Annual Meeting

The business of the Annual Meeting shall convene around:

- a. Ratification of State Administrator (when necessary).
- b. Selection of officers for the Board of Ministry and Credentials Committee.
- c. Approve the annual budget.
- d. Decide on any indebtedness of the Assembly beyond the fiscal limits of the Board.
- e. Approve amendments to the Bylaws.
- f. The Board may ask the Assembly to consider actions determined to be Assembly business.

Section 6: Balloting at Annual Meetings

- a. The Board of Ministry shall determine the manner of taking the vote and the method for informing the Assembly of the vote in the notice of meeting. The Board of Ministry may change the voting procedure at the Annual Meeting if another method seems better suited to the meeting. Unless noted in these bylaws, a simple majority of the Member quorum is sufficient to approve matters that require an Assembly vote. Board may require registration of Members prior to the vote.
- b. Only Members present at Annual Meeting may vote.
- c. As determined by the Board of Ministry, nominations for office may be taken from the floor.

Section 7: Reports

The Board of Ministry and committees, teams or affiliated organizations may make reports to the Assembly. Upon request and approval of the Board of Ministry, committees, teams, or affiliated ministries may address the Assembly.

Section 8: Special Meetings

With approval of the Board of Ministry or at the request of the State Administrator, the Chairperson of the Assembly may call a special meeting of the Assembly if 30 Members write and sign a request of the Assembly. The Secretary shall give written notice in accordance with Article VI, Section 3 of these bylaws to Members twenty (20) days prior to the meeting. Notice shall include the purpose, date, and place of the meeting. Annual Meeting guidelines shall apply to special meetings.

Section 9: Parliamentary Order

Assembly meetings shall be governed by parliamentary procedure. The presiding officer shall determine parliamentary procedure as deemed appropriate. The *Current Robert's Rules of Order Revised* shall be applied.

ARTICLE VII. BOARD OF MINISTRY

Section 1: Purpose

This Board exists to facilitate and strengthen the ministry work of the Church of God in Texas.

Section 2: Scope

The Board of Ministry is empowered to carry out corporate policy and decisions between Assembly meetings. It may enter legal contracts and indebtedness without the consent of the Assembly up to no more than 20% of its asset value or demonstrated ability to finance the indebtedness, as determined in the sole discretion of the Board of Ministry. The Board of Ministry or assigned committee shall determine conflict of interest and compensation in accordance with Article XIII for services provided by Members.

Section 3: Duties

The Board duties include, but may not be limited to:

- a. Direct, develop and ensure to the best of its abilities the work of the Assembly to fulfill its mission as stated herein.
- b. Transact business directed to the Board at Assembly meetings.
- c. Hire, receive the resignation of, or recommend the termination of the State Administrator and

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- appoint an Interim or Acting State Administrator if the position becomes vacant.
- d. Maintain property of the Assembly and may dispose of such properties.
- e. Maintain records and reports in accordance with generally accepted accounting principles and as required by law. Records shall be kept under the direction of the Board.
- f. Adopt, amend, and repeal Assembly policies and procedures.
- g. Provide oversight to the credentialing committee.
- h. Develop and present budget to the Assembly.
- i. Manage approved budget for fiscal year.
- j. Provide supervision of the State Administrator as dictated by the Policy and Procedures Manual.
- k. May grant Partner in Ministry status to organizations seeking such recognition.
- l. Receive and review reports of teams, committees, employees, and affiliated organizations.
- m. Oversee the Texas Revolving Loan Fund (TRLF) and TRLF Committee.
- n. Fill vacancies on the Board until the next Annual Meeting.
- o. Determine the fiscal year of the Assembly.
- p. Hire staff in concert with the State Administrator.
- q. Appointing such short-term committees and task forces as it deems necessary.

Section 4. Membership

The Board consists of the State Administrator, each officer as stipulated herein. The Board shall be comprised of not less than 7 members and no more than 10 members. The Board shall reflect the geographical and cultural diversity of the ASSEMBLY. Board membership shall include at least 1 member from each recognized Partner in Ministry as specified in Article XI, Section 1. The Partner in Ministry shall present its representative to the nominating team for consideration. Representative selection shall follow the procedures of these bylaws for selection of officers of the Board. The Partner in Ministry shall follow guidelines and failure to comply may disqualify the selection. Board members will attend all meetings specified by the Board. Board members shall seek the interests of the Assembly and its purpose. Board members shall provide congregational support and govern with Biblical leadership. The Board shall monitor their own compliance to the standards of congregational support and Biblical leadership. No non-Board person may bring charges of noncompliance with congregational support of Biblical leadership. Board members shall come from financially partnering congregations. Upon expiration of Board member terms, new or re-assigned Board members are selected by the Assembly at each Annual Meeting (unless early vacancy occurs, then proper procedures as contained herein shall be implemented) according to the process determined by the Board.

Section 5: Officers

The following officers shall serve as both seated officials for the Assembly and as corporate officers as required by the State of Texas (except for the vice-chairperson).

- a. Assembly Chairperson – The Chairperson shall ensure the efforts of the Assembly follow the Purpose of the Assembly. The Chairperson presides at the Annual Meeting, Board meetings, and other sessions of the Assembly. The Chairperson shall oversee communication, operations, and state budget. In the event the Chairperson cannot fulfill the duties assigned, the Board shall replace the Chairperson from among the Board until the next Annual Assembly.
- b. Vice-Chairperson (VC) – The VC shall be the Chairperson of the Credentials Committee. The VC serves the board as Chair in the absence of the Chair. If the Board shall appoint a new Chair, The VC serves as Chair until New Chair assumes office. The VC is not an officer of the corporation.
- c. Secretary – The Secretary shall keep all legal documents for the state and prepare and maintain ballots and minutes of meetings. The Secretary serves as the chief information officer for all state events.
- d. Treasurer – The Treasurer shall keep all the state finances, including any received and disbursed funds. The Treasurer serves as chief liaison to the Administrative Officers of the TRLF.

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Section 6: Meetings

- a. The Board shall meet a minimum of three times per year. The Chair prescribes the manner in concert with the State Administrator. The Annual Meeting may be one such meeting.
- b. Notice of the Board meeting shall be issued fourteen (14) days in advance of a scheduled meeting to include communication methods referenced in Article 6, section 3.
- c. A quorum consists of a majority of the members of the Board.
- d. The State Administrator, Assembly Chairperson or 4 board members may call a special meeting of the Board with proper notice given to the Chairperson or State Administrator.

Section 7: Elections

All elections shall be held at the Annual Meeting and newly elected persons shall take office beginning on the first day of the year following the election.

Section 8: Terms of Office

- a. Officers shall be elected by the Assembly for a three-year (3) staggered term such that the Chairperson serves for three years, the Secretary for two years, and the Treasurer for one year, when then creates the staggered terms in future years.
- b. Members of the Board shall serve for three-year staggered terms as stated above.
- c. Members of the Board shall serve no more than 2 consecutive terms. After an absence of two years, Persons may serve in said manner above if elected by the Board and Assembly.
- d. A vacancy on the Board shall be filled by a person appointed by the Board until the Annual Assembly. The Nominating Team shall submit a new candidate to be ratified at the Annual Assembly.

Section 9: Removal or Resignation from Office

If a Board Member removal is deemed necessary, The Assembly shall follow the guidelines below.

- a. A Member can be removed from office for violation of the moral, ethical, or spiritual standards as stated in the Credentials Manual of the Church of God. The Credentials Committee shall serve as the investigative body.
- b. A Member can be removed if 2/3 of the Board members agree that the Member fails to meet performance requirements or support the vision of the ASSEMBLY. The Member may appeal the decision to the Credentials Committee who shall investigate and arbitrate the matter.
- c. The Assembly may call for a vote of confidence at any time for any officer after thirty (30) members sign a petition and present it to the Assembly Chairperson or State Administrator. A special meeting of the Assembly shall be held, and a vote of confidence taken. If the officer does not maintain the support of a majority of the Assembly Members voting the Member shall be removed from office.
- d. Any resignation or removal shall take effect at the date of receipt of notice or at any later specified date. Member acceptance shall not be necessary.

Section 10: Continuance of Duties

The Board shall exercise all the powers of the ASSEMBLY between the Annual Meetings of the ASSEMBLY.

Section 11. Informal Action by Board Members

Any action required by law to be taken at a meeting of the Board Members, or any action which may be taken at a meeting of Board Members, may be taken without a meeting if a consent in writing (electronic signatures may be used), setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

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Section 12. Confidentiality

Board Members shall not discuss or disclose information about the Assembly or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Assembly's purposes or can reasonably be expected to benefit the Corporation. Board Members shall use discretion and good business judgment in discussing the affairs of the Assembly with third parties. Without limiting the foregoing, Board Members may discuss upcoming fundraisers and the purposes and functions of the Assembly, including but not limited to accounts on deposit in financial institutions.

ARTICLE VIII. STATE ADMINISTRATOR

Section 1. The State Administrator serves the churches and pastors in Texas and the wider Church of God in the following roles:

- a. Equip and assist the Assembly and its ministries in reaching the goals of the Assembly.
- b. Represent the Church of God in Texas (TXM) to the national movement.
- c. Represent TXM in legal and financial matters under the authority of the Board of Ministry.
- d. Be a Member of the Board of Ministry and other Board, Committee or Team as authorized by the Assembly and shall serve in ex-officio capacity.
- e. Serve in roles granted by the Board of Ministry or the Assembly.
- f. Responsible for organization of the work of the Assembly and engagement, supervision, direction, and discharge of employed personnel.

Section 2. Supervision and Accountability

- a. The State Administrator shall hold office for a five-year (5) renewable term, as authorized by the Board and Assembly or until resignation.
- b. The Board shall supervise the State Administrator.
- c. State Administrator shall adhere to the governing policies of the Board of Ministry
- d. State Administrator shall be responsible for Board of Ministry and State Administrator agreed upon yearly goals.
- e. The State Administrator shall demonstrate personal spiritual integrity as determined at the sole discretion of the Board of Ministry.
- f. The State Administrator financial compensation shall be determined by the Board of Ministry and approved by the Assembly.

Section 3. Selection of State Administrator

The Board of Ministry shall:

- a. Develop criteria for the job of the State Administrator.
- b. Solicits names of qualified candidates for the State Administrator
- c. Evaluate the solicited candidates for the role of State Administrator. Evaluation of the candidates shall be in the sole discretion of the Board of Ministry. Article VII, Section 12. shall be followed during all deliberations of selected candidates.
- d. The Board of Ministry shall select a State Administrator.
- e. The Board of Ministry shall ratify the selection of the State Administrator through electronic vote of the Assembly or at the Annual Meeting.

Section 4. Termination

- a. The Board of Ministry may elect to terminate the State Administrator in its sole discretion. Termination of the State Administrator requires a 2/3 vote of the Board.
- b. The State Administrator may elect to appeal a termination decision of the Board of Ministry.

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- i. The State Administrator may call a special business meeting of the Assembly under Article 6, Section 8. A majority decision to terminate shall be final.

ARTICLE IX. COMMITTEES AND TEAMS

The Assembly shall convene three (3) permanent committees: the Credentials Committee, the Nominating Committee, and the Texas Revolving Loan Fund. The Board may convene *ad hoc* committees consisting of a minimum of three (3) members to delegate Board authority. The Board shall have sole responsibility for amendment, repeal, or adoption of bylaws; approval of contracts and transactions in which the Assembly is a party. Committees shall conduct business and function under the direction of the Board.

Section 1. Credentials Committee (CC)

- a. Shall be composed of five (5) ordained ministers deemed appropriate by the Board of Ministry. The Nominating Committee shall select the CC. The Assembly shall ratify the CC. Each ratified person shall serve three-year (3) staggering terms, with one renewal permitted.
- b. The Chairperson shall serve three years, the Secretary and one-member at large for two years, and the remaining members for one year, which then creates the staggered terms in future years. Term limits apply as specified in Article 7.8.c.
- c. A vacancy on the CC shall be filled by the Board of Ministry until the next Annual Meeting. At which time, the Nominating Committee shall submit a candidate for ratification to complete the term of the vacated person. Members shall be affiliated with partnering churches. The chairperson shall be selected by the Assembly at the Annual Meeting.
- d. The Committee shall fulfill the duties of the current edition of the Church of God Movement credentials manual.

Section 2. Texas Revolving Loan Fund (TRLF) Committee

- a. The TRLF exists as a permanent fund used by congregations to purchase, construct, purchase, remodel, expand worship facilities and affiliated related facilities.
- b. TRLF Committee shall administer the loan fund.
- c. The TRLF Chair and Committee members shall be nominated by the Board of Ministry and ratified by the Assembly by a simple majority (see Article VI, Section 6a).
- d. The TRLF shall be administered in accordance with its approved operation procedures. The Committee shall present to the Board of Ministry operation procedures and purpose for approval.

Section 3. Nominating Committee

- a. Annually, the Board shall appoint a Nominating Committee. A Nominating Committee shall have no less than three (3) people and no more than five (5) people. No Board of Ministry Member shall serve on the Nominating Committee. The committee shall select its Chairperson and Secretary.
- b. The Committee shall nominate Members to serve on the Board of Ministry as officers and members at large. The Committee shall follow the procedure as outlined in Article VII, Section 4.
- c. The Committee, prior to the annual meeting of Assembly, shall:
 - I. Explain to candidates the duties and responsibilities as members of the Board.
 - II. Obtain a written consent to place the name on the ballot of each candidate.
 - III. Prepare a candidate list to fill vacant positions.
 - IV. Present to the Board of Ministry Chair a ballot 60 days prior to the Annual Meeting.
 - V. The Chair, in consultation with the Board, may reject the ballot based on criteria in the bylaws.

ARTICLE X. DISCIPLINE

The Assembly shall not recognize or credential a church, ministry organization or Member (Person) if their practices conflict with the accepted teachings of the Church of God. The Credentials Committee may conduct investigations into Person whose practices are in conflict. The Credentials Committee may act in

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accordance with the current edition of the Credentials Manual of the Church of God.

**ARTICLE XI. RELATIONSHIPS WITH THE TEXAS MINISTRIES OF THE CHURCH OF GOD
AND PARTNERS IN MINISTRY**

The Assembly shall support the growth of Member ministries and the unity of Church of God groups in Texas. Support may include promotion of events, networking, communication and general planning and other beneficial actions. Member ministries shall support the Assembly and its activities.

Section 1: Partners in Ministry

The two affiliated ministries operating within the Church of God in Texas are: Texas State Association (TSA) and the Concilio Sur Centro de la Iglesia de Dios.

Section 2: Existence

A partner in ministry shall provide evidence of existence as an organization. Partner in ministry shall meet the qualifications for recognition as an affiliated ministry of the Church of God, Anderson, IN. Hereafter, a ministry seeking affiliation shall make an application to and be ratified by the Board of Ministry and then the Assembly.

Section 3: Standard

A partner in ministry shall function under its own bylaws, policy, and procedures. The Assembly shall not endorse or accept legal responsibility of a partner in ministry. Partners in ministry shall be accountable and transparent with the Assembly.

Section 4: Reporting

Each partner in the ministry shall report at the annual business meeting, if so, requested by the Board of Ministry in a form acceptable to the Board of Ministry.

ARTICLE XII. BYLAWS AMENDMENTS AND CONFLICTS

Section 1: Amendment

These bylaws may be amended at regular business sessions of the Assembly. Amendments may occur at a special meeting called for that purpose with at least thirty (30) days' notice of the meeting as prescribed herein.

Section 2: Process

All proposed amendments shall be presented to the Assembly in written form and require an affirmative vote of 3/4 of the members present. No article shall be altered, repealed, or enacted on the same day that it is proposed.

Section 3: Conflict

In the event these by-laws conflict herein, the Board shall reconcile such conflict to arrive at a decision. The decision shall be referred to a committee adjourned to resolve the conflict herein.

ARTICLE XIII CONFLICT OF INTEREST AND COMPENSATION

Section 1. Purpose

The conflict-of-interest article protects the tax-exempt status of Texas Ministries of the Church of God, when the Assembly or the Board contemplate a transaction or arrangement that might benefit the private interest of an officer or director of the Assembly or Board and result in a possible excess benefit transaction. This policy supplements but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

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Section 2. Definitions

Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Assembly and/or the Board has a transaction or arrangement,
- b. A compensation arrangement with the Assembly and/or the Board or with any entity or individual with which the Assembly has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Assembly is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article VII, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate Board of Ministry or approved committee decides that a conflict of interest exists.

Section 3. Procedures

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and have the opportunity to disclose all material facts to the members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
 - i. An interested person may make a presentation at the Board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the Board or committee shall determine whether the Assembly can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Assembly's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter the transaction or arrangement.
- d. **Violations of the Conflicts of Interest Policy**
 - i. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

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- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

- a. The minutes of the Board and all committees with board delegated powers shall contain: The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the Board who receives compensation, directly or indirectly, from the Assembly for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Assembly for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Assembly operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Assembly's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

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When conducting the periodic reviews, the Assembly may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XIV BOOKS AND RECORDS

The corporation shall keep complete books and records of accounts and minutes of the proceedings of the Board of Ministry.

ARTICLE XV – INDEMNIFICATION

Every Board member or Officer of the corporation and their executors, administrators, and estate shall be indemnified and saved harmless, out of the funds of the corporation, from and against:

- a. All costs, charges, damages, and expenses whatsoever that the Member or Officer sustains or incurs in or about any action, suit, or proceeding which is brought, commenced, or prosecuted against them, or in respect of any act, deed, or matter of thing whatsoever, made, done, or permitted by them, in or about the execution, in good faith, of the duties of their office or in respect of any such liability.
- b. All other costs, charges, damages, and expenses which the Member or Officer sustains or incurs in or about or in relation to the affairs thereof, except such cost, charges, or expenses as are occasioned by the Member's or Officer's own willful neglect or default. The Assembly shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by Assembly.

ARTICLE XVI – PLAN FOR DISSOLUTION

Upon the dissolution of Assembly, remaining assets after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed to an existing Church of God (Anderson, IN) exempt organization which shares like faith, mission, and purpose, which is tax exempt under Internal Revenue Code Section 501(c)(3).

Such distribution shall be implemented in accordance with the applicable provisions of the laws of the state of Texas and the membership of Assembly.

OFFICIAL BY-LAWS OF THE
TEXAS MINISTRIES OF THE CHURCH OF GOD



Article XVII ADOPTION OF BYLAWS

We, the undersigned, are all the Board of Ministry Members or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the whole document, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Ministry and the Assembly on this ____ day of _____, 20__.

_____, Chairperson of the Board of Ministries – TEXAS MINISTRIES OF THE CHURCH OF GOD, Inc.

ATTEST: _____, Secretary – TEXAS MINISTRIES OF THE CHURCH OF GOD, Inc.

These bylaws were amended in Pasadena, TX on November 3, 2023 and then adopted on November 4, 2023 in Pasadena, TX at the General Assembly of the Texas Ministries of the Church of God, Anderson.