



JONES MEMORIAL THE HIGHER WAY CHURCH

BYLAWS OF CORPORATION

Adopted by the Board of Trustees of the Corporation the 02 day of July, 2023.

ARTICLE I: NAME

Section 1 – The name of both the church congregation and the religious corporation (the “Corporation”) shall be Jones Memorial The Higher Way Church.

ARTICLE II: NON-PROFIT STATUS

Section 1 – The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2 – No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes for which the Corporation was formed.

Section 3 – No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4 – No funds of the Corporation, and no monetary contributions made to the Corporation, shall be contributed to or on behalf of any political candidate, judicial candidate, or other candidate for public office. Nor shall any such funds or contributions ever be provided to a political action committee or other organization whose primary purpose is to influence legislation or the outcome of elections.

Section 5 – In the event of any dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation’s assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 6 – In the event of a dissolution, if at all possible and consistent with the Corporation’s tax-exempt status, the Corporation’s assets shall be distributed to The United Negro College Fund, provided such organization is a nonprofit tax-exempt organization in good standing at the time the Church dissolves. If such organization is not a nonprofit tax-exempt organization in good standing at such time, then the Corporation’s assets shall be distributed to Christian churches in Texas, with such churches to be selected by the Corporation’s Church Council.

ARTICLE III: REGULATION OF CORPORATE AFFAIRS

Section 1 – The Holy Scriptures (the sixty-six books of the Old and New Testaments) are the only infallible guidance or discipline to which the Corporation is bound. Even if the Corporation is presently affiliated with a broader “denomination” or authoritative religious organization, or should the Corporation later decide to affiliate with such a broader denomination or organization, the Corporation shall at all times have the authority to disaffiliate from such denomination or organization.

Section 2 – To the extent that the Corporation utilizes, relies upon, or adheres to any denominational rules or procedures, such utilization, reliance, or adherence is strictly voluntary and is never intended to be an absolute or irrevocable submission to denominational authority. In no case shall any such adherence be construed as a relinquishment of any of the Corporation’s sovereign property, contractual, corporate, or other rights as recognized by state or federal law. The Corporation’s association with another organization or denomination, no matter how long or uninterrupted, shall not cause the Corporation to lose any property rights.

Section 3 – The Corporation shall have all such powers and rights available to a nonprofit religious corporation pursuant to the Texas Nonprofit Corporation law, codified at Tx. Bus. Orgs. Code. §§ 22.001 to 22.516 (2022).

Section 4 – The affairs of the Corporation shall be governed by its Articles of Incorporation (which may be amended from time to time), these Bylaws (which may be amended from time to time), and the neutral principles of law of the state of Texas.

ARTICLE IV: MISSION

Section 1 – The mission of the Corporation is to maintain and operate a Christian church and associated evangelical ministry, and to make disciples of Jesus Christ, baptizing them in the name of the Father and of the Son and of the Holy Spirit, and teaching them to obey everything Jesus commanded.

ARTICLE V: MANAGEMENT AND CORPORATE ACTION

Section 1 – The Corporation shall be governed by a Church Council (the “Board” or the “Council”) which shall in all respects serve and function as a “Board of Directors” as described in the Texas Business Organizations Code (“Nonprofit Corporation Law”). The Church Council shall be nominated by the Lay Group for Nominations, described in Section 5 of this Article V, and shall be confirmed by a simple majority vote of the extant Church Council.

Section 2 – Except where the Amended & Restated Certificate of Formation or these Bylaws declare otherwise, the Church Council shall have full and exclusive authority to transact the Corporation’s business, execute contracts on behalf of the Corporation, implement the Corporation’s operations, and acquire, sell, or encumber assets for or on behalf of the Corporation.

Section 3 – The members of the Corporation shall have no voting rights, no right to approve of corporate action, no right to act on behalf of the Corporation, and no right to participate in corporate management, except that:

- a. The following actions shall require the approval of a majority of the Corporation’s membership present and voting at a duly called meeting:
 - i. An amendment of the Amended and Restated Certificate of Formation;
 - ii. The sale of any real estate parcel(s) in any one transaction or connected series of transactions;
 - iii. The acquisition of any real estate parcel(s) in any one transaction or connected series of transactions; and/or
 - iv. The affiliation or disaffiliation of the Corporation with any denomination or similar governing ecclesiastical organization.
- b. The following actions shall require the approval of a two-thirds (2/3) supermajority of the Council and a two-thirds (2/3) supermajority of the Corporation’s membership present and voting at a duly-called meeting:
 - a. The sale, alienation, disposition, encumbrance, or creation of a trust with respect to all or substantially all assets of the Corporation;
 - b. The voluntary bankruptcy or dissolution of the Corporation, or the voluntary winding-up of the Corporation’s affairs; and/or
 - c. The domestication, merger, division, or conversion of the Corporation, or an interest exchange involving the Corporation.

To the extent the Amended & Restated Certificate of Formation requires member approval to amend same, the Corporation’s members shall also have the relevant corresponding voting rights.

Section 4 – Except as set forth herein, the Corporation shall act only by and through resolutions approved by a majority of the Church Council, or through officers, agents, or designees acting with authority received pursuant to such a resolution.

Section 5 – The Lay Group for Nominations shall be nominated by the extant Lay Group for Nominations, and shall be confirmed by a simple majority vote of the Church Conference, defined in Article VI, Section 2. The initial Lay Group for Nominations consists of the following people:

The following individual(s) shall be considered the “2023 Class” of the Lay Group for Nominations, and their terms shall expire on December 31, 2023

- a. Diann Atkinson-Bowden
- b. Ossie Jones
- c. Kenneth Levingston (Pastor is permanent chair)
- d. Nelson Armstrong

The following individual(s) shall be considered the “2024 Class” of the Lay Group for Nominations elected membership, and their terms shall expire on December 31, 2024.

- e. Mattie Sims
- f. Clemia Richardson
- g. Arlene Stewart

ARTICLE VI: MEMBERSHIP

Section 1 – Anyone wishing to apply for membership shall confess Jesus Christ as personal Lord and Savior and accept His call to be involved responsibly in the ministry of His Church. To qualify for membership, an individual must commit to the Corporation by pledging to support it with his or her prayers, presence, gifts, service, and witness in the presence of a credentialed clergy person of the Corporation.

Section 2 – The membership of the Corporation shall consist of all those individuals who appear on the official, recorded “membership roll” of the Corporation at any given time. The Corporation’s Senior pastor shall be responsible for receiving members, dismissing members, and otherwise maintaining the membership roll of the Corporation, which shall be regularly updated and kept current. The full active membership of the Corporation, as approved by the Church Council, shall comprise the Church Conference.

ARTICLE VII: CHURCH COUNCIL

Section 1 – The Corporation shall be governed by a “Church Council,” (the “Board” or the “Council”) which shall in all respects serve and function as a “Board of Directors” as described in the Nonprofit Corporation Law. The Church Council may delegate any authority it deems appropriate to the Corporation’s officers or to committees of at least one appointee(s), which appointee(s) need not be members of the Church Council except where membership on the Church Council is explicitly required by these bylaws. Members of the Church Council shall not be paid for their service on the Council.

Section 2 – The Church Council shall consist of clergy members and elected members. The clergy membership of the Council shall be comprised of all of the church’s pastors (unless a clergyperson at the time of his or her appointment, is expressly excluded from the Council). The elected membership of the Church Council shall be comprised of three, equally-sized annual “classes,” each of which shall be composed of 3-15 individuals (for a total Church Council membership of 9-45), with the exact number being specified in an appropriate resolution of the Church Council. Should the Church Council at any time vote to increase or decrease the size of Church Council classes, such change shall not affect the size of already-existing classes. Members of the Church Council shall not be paid for their service on the Council.

Section 3 – A clergy member of the Church Council shall serve until he or she resigns, is removed, or is no longer employed as a pastor or clergy person of the Corporation. An elected member of the Church Council shall serve until he or she resigns, is removed, or his or her term expires (and a replacement is elected).

Section 4 – Elected members of the Church Council shall serve three-year terms, with each elected individual's term expiring on December 31 of his or her third calendar year of service. Until the Church Council resolves otherwise, the Council's elected membership shall be composed of 4 member classes, with the initial, existing classes of the Board being listed below.

The following individual(s) shall be considered the clergy members of the Church Council (the omission of any unlisted church pastors/clergy is intentional):

- a. Kenneth Levingston

The following individual(s) shall be considered the "2023 Class" of the Church Council's elected membership, and their terms shall expire on December 31, 2023:

- a. Arthur Washington
- b. Alice Carroll
- c. Terry Hobbs
- d. Denise Augillard
- e. Patrick Sims
- f. Kevin Jernigan
- g. Velma Humphrey

The following individual(s) shall be considered the "2024 Class" of the Church Council's elected membership, and their terms shall expire on December 31, 2024:

- a. Kathy Boutchee
- b. Nelson Armstrong
- c. Steve Spencer
- d. Erica Faniuel
- e. Rylanda Martin

The following individuals shall be considered the "2025 Class" of the Church Council's elected membership, and their terms shall expire on December 31, 2025:

- a. Trevin Nelms
- b. Gilda Marcus
- c. Diann Bowden
- d. Imani Curley

The following individuals shall be considered the "2026 Class" of the Church Council's elected membership, and their terms shall expire on December 31, 2026:

- a. Eric Ford
- b. Roland Smith
- c. Beverly Armstrong

Section 5 – Notwithstanding the expiration of a Council member’s term, he or she shall continue to serve until removed or replaced, or alternatively, such member affirmatively resigns.

Section 6 – To be eligible for service on the Church Council, an individual must be a member of the Corporation, must profess Jesus Christ as Lord and Savior, must be of good moral character, must be willing and able to serve, must be of sound mind, must be able to routinely dedicate substantial time to Corporate service, and must undertake to place the interests of the Corporation above himself/herself.

Section 7 – At the beginning of each year, at or about the same time, an annual Church Conference meeting shall be held at which the Church Conference shall receive from the Committee on Nominations willing candidates to replace the members of the Council whose terms are expiring. The Church Conference, shall then approve or disapprove of each candidate. Upon a motion by any member of the Church Conference, an alternative or additional candidate for the Council may be added to the list of candidates to be voted upon. Candidates may include members of the Council whose terms are expiring, regardless of the number of Council terms previously served.

Section 8 – Should an elected Council member resign, die, or otherwise be unable to serve, the Church Council may but need not elect a replacement member. In no case, however, shall the Church Council’s elected membership fall below three. Should the Council’s elected membership fall below three, or should it otherwise be desirable to fill a Council vacancy for any reason, the Church Council shall identify a new candidate or candidates for the Church Council to vote upon to fill the vacancy(ies). Any replacement members so elected shall serve on the Church Council only for the remaining term of the vacancy being filled.

Section 9 – The Church Council shall convene as often as needed but not less than quarterly in order to fulfill its obligation to govern the operations of the Corporation effectively, efficiently, and responsibly and to satisfy the Corporation’s mission.

Section 10 – If reasonably necessary and feasible, Church Council meetings may be held, and/or Council members may participate in meetings, physically, telephonically, or by other reasonable means of instantaneous telecommunication. The Church Council may convene at any time that its entire membership consents to hold a meeting or conduct business. Additionally, the chairperson of the Church Council with the approval of the Senior Pastor may convene a Council meeting at any time. The chairperson of the Church Council shall also promptly convene a meeting of the Church Council whenever requested in writing to do so by: the Corporation’s Senior Pastor (*i.e.*, principal clergyperson) or a majority of the members of the Church Council.

Section 11 – The Church Conference shall annually elect a chairperson, who shall execute approved Church Council resolutions and ensure that needed meetings are duly noticed and called, that additional requested meetings are duly noticed and called, that Council meetings are conducted orderly, that any needed Council committees are appropriately created and staffed and that Corporate officers are duly appointed.

Section 12 – Regularly-scheduled meetings of the Church Council need not be preceded by any reminder or formal notice. At least ten days prior to any special meeting of the Church Conference, the Council chairperson or Senior Pastor shall send to all Council members written notice of the date, time, and location of the meeting. The written notice must be in the form of an e-mail and an announcement during worship. To facilitate the provision of meeting notice by e-mail, all Council members shall provide a working e-mail address to the Council chairperson, which address shall be used to provide any written notices to which Council members are entitled.

Section 13 – Whether in connection with a regularly-scheduled or special meeting, at least ten days’ advance written notice shall be provided to all Council members prior to any Church Council vote on:

- a. The proposed removal of a member of the Church Council;
- b. The proposed affiliation or disaffiliation of the Corporation with a broader religious denomination;
- c. Any proposed modification of these Bylaws or the Amended and Restated Certificate of Formation ;
- d. The sale, alienation, disposition, encumbrance, or creation of a trust with respect to all or substantially all assets of the Corporation;
- e. The voluntary bankruptcy or dissolution of the Corporation, or the voluntary winding-up of the Corporation’s affairs;
- f. The domestication, merger, division, or conversion of the Corporation, or an interest exchange involving the Corporation.
- g. The approval of an annual budget or a material modification thereto;
- h. The election, removal, reprimand, or discipline of any Corporate officers;
- i. The proposed retention, termination, reprimand, or discipline of any Corporation employee;
- j. Any proposed transaction or decision in which a member of the Church Council has a direct or indirect personal or financial interest;
- k. Any proposed acquisition, sale, lease, or encumbrance of real property;
- l. Any proposed lawsuit or legal action to be initiated by the Corporation; and/or
- m. Any other action that, at a meeting where the action is proposed, a majority of the Council members present determines to be significant enough to warrant advance notice.

Section 14 – In emergency or extenuating circumstances, the Church Council chairperson may convene a meeting of the Council upon 24 hours’ notice. Should he or she do so, he or she shall take extra efforts to ensure that each Council member has actual notice of the meeting and the reason therefor.

Section 15 – At any properly called meeting of the Church Council, those members of the council present create a quorum and shall be able to vote or otherwise take action. There are no proxy votes in place of those who are not present.

Section 16 – The Church Council may take action by unanimous or less than unanimous written consent, and the Council need not hold a meeting or take a formal vote, if the number of written Council-member consents obtained is at least equal to the number of approval votes that would have been required to take the same action at a duly-called meeting at which all active Council members are present and voting.

In the case of any action by written consent, notice of the proposed action shall be simultaneously provided to all Church Council members before any written consents are secured. The written consents shall be collected by the Church Council chairperson or his/her designee, who shall tally the written consents and thereafter immediately distribute the voting result and tally (showing each member's vote) to all Church Council members.

Section 17 – The Church Conference shall create a “Finance Committee” (or similar group) to: supervise the Corporation’s financial activities; collect revenue or member contribution data; prepare annual or other periodic budgets so as to ensure that the Corporation remains fiscally sound; regularly assess the Corporation’s financial position; and report to the Church Council concerning same. Appointees to the Finance Committee must be members of the Church Council. The Church Conference shall create a “Board of Trustees” (or similar group) to: supervise the Corporation’s property transactions; handle bequests to the Corporation; and report to the Church Council concerning same. Appointees to the Trustee Committee must be members of the Church Council. The Church Conference shall create a “Staff/Parish Relations Committee” (or similar group) to carry out human resources, clergy supply and staffing needs and in conjunction with the Senior Pastor carry out staffing functions of the corporation. Appointees to the Staff/Parish Relations Committee must be members of the Church Council.

Section 18 – Any Church Conference resolution to approve the acquisition, sale, lease, or encumbrance of any real property shall be effective only if approved by a simple majority of the Church Conference.

Section 19 – The Church Council shall not approve or engage in any transaction that results in any payments or material benefits being received, directly or indirectly, by any member of the Church Council or his or her immediate family or any entity in which a Council member holds a material financial interest, unless:

- a. The beneficiary Council member does not participate in the vote;
- b. The material facts as to the beneficiary Council member’s relationship or interest and as to the contract or transaction are disclosed or are known to the entire Church Council;
- c. The Church Council expressly and reasonably finds that the contemplated transaction is in the best interest of the Corporation, taking into account any negative perception created by the appearance of a conflict of interests; and
- d. The Council authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Council members (even if the disinterested Councilmembers do not establish a quorum).

Section 20 – Members of the Church Council may resign at any time and shall be deemed to resign upon their death or incapacity; clergy members of the Council shall additionally be deemed to resign if their employment with the Corporation ceases. Members of the Church Council may also be removed at any time, for cause only, by either: (a) a two-thirds vote of all other active members meeting in quorum at a Council meeting), or (b) the affirmative vote of a two-thirds majority of the Church membership. For the avoidance of doubt, a clergy Council member may be removed from the Church Council upon removal from her/his appointment by the Bishop if appointed or by two-thirds vote of Church Council having duly voted to terminate such individual’s employment if there is no ecclesiastical appointment. A Church Council member may be removed for cause only upon a finding by the relevant voting body (the Church Council or the Church membership) that one of the following conditions is met, which determination is within the absolute discretion of the voting body and not subject to any legal challenge or review:

- a. The Council member's failure to maintain the eligibility prerequisites to Council service;
- b. A conflict of interests relevant to the Council member's service;
- c. A violation of the law other than a misdemeanor traffic offense;
- d. Any acts or omissions that impair the Council member's Christian witness and/or reputation (or create a perception of same);
- e. A breach of the fiduciary duty owed to the Corporation;
- f. Incompetence and/or poor leadership;
- g. If the Council member is employed by the Corporation, the cessation or termination of such person's employment; and/or
- h. Any other act or omission that would cause a reasonable observer to question whether the Council member can fulfill the mission of the Corporation.

ARTICLE IX: CLERGY

Section 1 – The Corporation shall employ one or more pastors or clergy, who the Corporation may designate as a Senior Pastor, Executive Pastor, Associate Pastor, or other appropriate title. The Corporation's clergy shall receive such compensation, and shall have such duties and responsibilities, as is set forth in the Book of Doctrine and Discipline of the Global Methodist Church executed by the SPRC on behalf of the Corporation and the clergyperson.

Section 2 – As set forth above, all Corporation clergy shall automatically be members of the Church Council unless the relevant clergyperson refuses his or her Council appointment, resigns or is removed from the Council, or, at the time of the clergyperson's appointment, he or she is expressly excluded from the Council.

Section 4 – Pastors and Clergypersons shall be appointed by the Bishop of the Global Methodist Church so long as the Corporation remains affiliated with the Global Methodist Church. Should the Corporation cease to be affiliated with the Global Methodist Church, then pastors and clergypersons shall be appointed as follows:

No pastor or clergyperson shall be hired, replaced, removed, reprimanded, or disciplined, nor shall any pastor or clergyperson's compensation or other terms of employment be fixed or modified, unless a corresponding resolution has been approved by the Church Council. With respect to any resolution to hire a new clergyperson or terminate a clergyperson's employment, the resolution shall pass only if approved by at least two-thirds of the Church Council. For the avoidance of doubt, an employed pastor or clergyperson serving on the Church Council is not entitled to participate in any vote relating to that person's employment.

ARTICLE X: OFFICERS

Section 1 – Officers of the Corporation shall include a President, a Secretary, and a Treasurer. The same individual may not hold more than one office. By an appropriate resolution, the Church Council may authorize and fill additional officer positions. Officers shall regularly report to the Church Council and act in accordance with any duly-authorized instructions or resolutions of the Church Council. Officers of the Corporation shall not be paid for their service as such.

Section 2 – The Church Conference shall elect a chairperson; which person shall be deemed to be the Corporation’s President. Accordingly, he or she shall formally lead the Church Council and ensure that the Corporation is operated efficiently, effectively, and responsibly and in fulfillment of the Corporation’s mission. The Council Chairperson/President shall also execute approved Corporation and Church Council resolutions and ensure that needed Council meetings are duly noticed and called, that additional requested meetings are duly noticed and called, that Council meetings are conducted orderly, that any needed Council committees are appropriately created and staffed and that Corporate officers are duly appointed.

Section 3 – The Church Council shall elect a Corporate Secretary who shall be responsible for maintaining the records of the Corporation in an organized manner and who shall prepare, or ensure the preparation of, minutes for each meeting of the Church Council, as well as any resolutions that are passed. In the Council chairperson’s absence, the Secretary shall execute and certify any resolutions of the Corporation or Church Council.

Section 4 – The Church Conference shall elect a Corporate Finance Chair, who shall be a member of the Church Council. The Finance Chair shall be responsible for overseeing the financial and accounting functions of the Corporation, keeping appropriate and organized financial records, approving all major expenditures or cash disbursements, having formal custody of the Corporation’s funds, preparing and providing financial estimates and budget information to the Church Council (or an appropriate committee), and tracking/booking Corporate receipts and expenditures.

Section 5 – The Church Conference shall elect a “Lay Leader”, the holder of such office must be a member of the Church Council.

Section 6 – The Church Conference at a duly call gathering may at any time, for any reason, remove and re-assign the position and responsibilities of the Council chairperson/President, Secretary, Treasurer, and other created offices. Once appointed, the Council chairperson/President, Secretary, Treasurer, and holder of other created offices shall hold the respective office until such person resigns, is removed, or ceases to satisfy a prerequisite for the office (such as Church Council membership).

Section 7 – If the President, Secretary, or Treasurer resigns, is removed, or no longer can hold the office for any reason, the resulting vacancy shall be filled immediately. Vacancies in other created officer positions need not be filled immediately.

ARTICLE XI: AMENDMENTS

Section 1 – These Bylaws may be amended from time to time, subject to the Amended and Restated Certificate of Formation and the laws of the State of Texas, only by the majority vote of the Church Council.

ARTICLE XII: SEVERABILITY

Section 1 – In the event any provision of these Bylaws is found to be unlawful or in violation of the Nonprofit Corporation Law, the offending provision shall—only to the minimal extent necessary—be reformed appropriately or, if not capable of being reformed, severed. In either case, the remaining provisions shall not be affected and shall remain valid and binding notwithstanding the reformation or severance of another provision or provisions.

Certification of Adoption

I hereby certify that, with a quorum present, and pursuant to the resolution of the members of the Corporation, the foregoing Bylaws were duly adopted at a meeting of the Corporation’s extant Church Council on _____, **2023**, by affirmative vote of at least a majority of the Trustees present. I further certify that printed copies of the Bylaws were distributed at or in connection with the call of said meeting.

SIGNATURE REDACTED FOR ONLINE COPY

Arthur Washington, *Trustee Chair*
JONES MEMORIAL THE HIGHER WAY CHURCH

7/20/2023
DATE

SIGNATURE REDACTED FOR ONLINE COPY

FRANKIE WATSON, RECORDING SECRETARY

7/20/2023
DATE