

**Bylaws and Constitution of
The Foundry Church**
A Texas Nonprofit Corporation

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Article I. Constitution

- Section 1.01** *Name:* The name of this Corporation is The Foundry Methodist Church. This corporation will be further referenced to as the “Church,” “Corporation,” “Foundry Church,” or “Foundry.”
- Section 1.02** *Nonprofit Corporation:* The Church shall be a nonprofit corporation organized pursuant to the Texas Business Organizations Code, Title 2, Chapter 22 Nonprofit Corporations, Sections 22.101, *et. seq.*
- Section 1.03** *Duration:* The duration of this Corporation shall be in perpetuity, or such maximum period as may be authorized by the laws of the State of Texas.
- Section 1.04** *Registered Office:* The location and address of the registered office of the Church is 8350 Jones Road, Houston, Texas, 77065. The Servant Leadership Board, hereafter referred to as “the Board,” or the “Leadership Board” of the Church, serving as the Board of Directors, shall have power and authority to establish other offices, campuses, sites and locations at any place or places where the Church is qualified under applicable law to conduct its business.
- Section 1.05** *Ownership of Property:* The ownership of all property, moveable, or immovable, now owned or hereafter by the Church shall be held by the Church in its corporate name. The term “ownership,” within this Article contemplates both legal and beneficial interest in the land and does not concede a trust in favor of any party. The Board, serving as the Board of Directors, shall have the supervision, oversight, and care of all property.
- Section 1.06** *Management of Affairs:* The property, moveable and immovable of the Church shall be under the supervision, oversight, and care of the Board, serving as the Board of Directors all in accordance with the Bylaws of Foundry. Qualifications and the election to the Servant Leadership Board shall be in accordance with the Bylaws.
- Section 1.07** *Purpose:* The Foundry Church is a nonprofit corporation and ecclesiastical body organized exclusively for religious purposes. The purposes for which Foundry Church is formed include, but are not limited to:
- (a) To promote the worship of the Holy Trinity, to preach the pure Word of God, to uphold the rich tradition of sacramental practice, to maintain Christian fellowship, to foster the edification of believers, and to welcome and advance the work of the Kingdom of God on earth.
 - (b) To be obedient to our Lord Jesus Christ’s command to “Go and make disciples of all nations, baptizing them in the name of the Father, and of the Son, and of the Holy Spirit, and teaching them to obey everything I [Jesus] have commanded you” (Matthew 28:19-20).

- (c) To support disciples of Jesus Christ by proclaiming the good news of salvation through faith in our Lord Jesus Christ and by exemplifying Jesus' command to love God and neighbor, by any suitable method or media, including:
- (1) Connecting disciples who worship Jesus Christ, by using personal evangelism, television and radio, the internet, conventions, preaching, teaching, missions, and other Christian methods;
 - (2) Assisting and furthering the proclamation of Scriptural Christianity through printed and digital material, by providing speakers, mentoring, or coaching, and by other instructional and educational programs which may be deemed necessary or convenient in effecting the above purposes; and
 - (3) Establishing new programs of outreach and ministry, and the strengthening and partnering with existing programs and organizations that have a similar purpose and dedication to presenting Christ as Savior and Lord.
- (d) To explore and promote the full ministry of the good and life-giving Holy Spirit throughout the life and work of the church, not least in the entire sanctification of Christian disciples.
- (e) To engage in spiritual work and services based upon the authority of the Holy Bible.
- (f) License and ordain qualified individuals. In furtherance of its religious purposes, this church may also establish, operate, manage, maintain, administer, and conduct a formal educational program, including, but not limited to, a Christian preschool.
- (g) Additional general purposes and powers are:
- (1) To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, including money and property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal, into cash, and to use the funds of Foundry Church and the proceeds, income, rents, issues, and projects derived from any property of the Church for any of the purposes for which the Church is formed;
 - (2) To purchase, acquire, own, hold, sell, lease, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber, shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers and privileges of ownership;
 - (3) To purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property;

(4) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit on amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government, or other municipal or governmental subdivision;

(5) To borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal; and

(6) To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this corporation is formed.

(7) That the undersigned wish to avail themselves of the provisions of the Texas Business Organizations Code.

Section 1.08 *Limitations:* Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of Foundry Church. No part of the net earnings of the Foundry Church shall inure to or for the benefit of or be distributable to its members, Board, officers, or other private persons, except that Foundry Church shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its stated purposes.

(a) Notwithstanding any other provisions of these Bylaws, Foundry Church shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding or successor provision of any United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or any corresponding or successor provision of any United States Internal Revenue Law).

(b) 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 property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the corporation's debts shall be conveyed or distributed as the Board shall determine, only to an organization or organizations created and operated for nonprofit purposes similar to those of the corporation, and within the intent of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law); provided, that any such assets not so disposed of shall be disposed of by the appropriate Civil District Court of Harris County, exclusively for such purposes or to such organizations as said Court shall determine are organized and operated exclusively for such purposes.

Section 1.09 *Fellowship*: This Church shall have perpetual existence and is a sovereign assembly. As such, this Church maintains the right to govern its own affairs. Recognizing, however, the benefits of connection and cooperation with other like-minded congregations, this Church also reserves the right to network with other organizations or affiliations, as it deems beneficial.

Article II. Statement of Faith

Section 2.01 *Preamble*: We profess the historic Christian faith in God, incarnate in Jesus Christ for our salvation and ever at work in human history in the Holy Spirit. We share a common heritage with Christians of every age and nation. This heritage is grounded in the apostolic witness to Jesus Christ as Savior and Lord, which is the source and measure of all valid Christian teaching.

Section 2.02 *Foundational Documents for our Doctrinal Standards*: The following summary of the apostolic witness disclosed in Scripture has been affirmed by many Christian communities and expresses orthodox Christian teaching.

(a) *The Apostles' Creed*: "I believe in God, the Father Almighty, creator of heaven and earth. I believe in Jesus Christ, His only Son, our Lord, who was conceived by the Holy Spirit, born of the Virgin Mary, suffered under Pontius Pilate, was crucified, died, and was buried. On the third day He rose again; He ascended into heaven, is seated at the right hand of the Father, and will come again to judge the living and the dead. I believe in the Holy Spirit, the holy catholic* church, the communion of saints, the forgiveness of sins, the resurrection of the body and the life everlasting. Amen."

(b) *The Nicene Creed*: "We believe in one God, the Father, the Almighty, maker of heaven and earth, of all that is, seen and unseen. We believe in one Lord, Jesus Christ, the only Son of God, eternally begotten of the Father, God from God, Light from Light, true God from true God, begotten, not made, of one Being with the Father; through Him all things were made. For us and for our salvation He came down from heaven, was incarnate of the Holy Spirit and the Virgin Mary and became truly human. For our sake He was crucified under Pontius Pilate; He suffered death and was buried. On the third day He rose again in accordance with the Scriptures; He ascended into heaven and is seated at the right hand of the Father. He will come again in glory to judge the living and the dead, and His kingdom will have no end. We believe in the Holy Spirit, the Lord, the giver of life, who proceeds from the Father and the Son, who with the Father and the Son is worshiped and glorified, who has spoken through the prophets. We believe in one holy catholic* and apostolic church. We acknowledge one baptism for the forgiveness of sins. We look for the resurrection of the dead, and the life of the world to come. Amen."

* universal

Section 2.03 *Wesleyan Distinction:* Foundry Church is a direct descendant from the 18th century Methodist revival, and the subsequent formation of Methodist structures, communities, and churches to facilitate the mission “to reform the nation, especially the church, and spread scriptural holiness over the land.” In addition to The Apostle’s Creed and The Nicene Creed, we recognize the Twenty-Five Articles of Religion of the Methodist Church proposed at the “Christmas Conference” of 1784 as a foundational document for our doctrinal standards. Refer to Appendix I.

Section 2.04 *Doctrinal Standards:* Our distinctive Wesleyan heritage stems from an emphasis upon Christian life—faith and love put into practice—and has been the hallmark of those Wesleyan traditions now incorporated into Foundry Church. Using the language below, Foundry Church shall consist of members who passionately profess shared beliefs regarding essential Christian doctrines and are comfortable ministering alongside others who may or may not share the exact same doctrinal positions in matters of conviction and opinion.

Essentials: Core Christian beliefs we believe are the essence of Christianity.

(1) *Authority of Scripture* – The basis of our beliefs is the Bible, the 66 canonical books of the Old and New Testaments. The Bible is the Word of God, fully true; our final authority in all matters of faith, practice, and lifestyle. (Isaiah 40:8; 2 Timothy 3:16; 2 Peter 1:20-21; Psalm 19:1; Hebrews 4:12)

(2) *God* – There is One true God who exists eternally in three Persons: God the Father, God the Son, and God the Holy Spirit, who are of one substance and equal in power and glory. (1 John 5:7; Matthew 28:19; 2 Corinthians 13:14; Genesis 1:26; John 14:16-17)

(3) *Deity of Christ* – Jesus Christ is 100% God and yet 100% man, born of the virgin Mary. (John 1:1-4, 9-10, 14; Isaiah 7:14; 1 John 4:9; Matthew 1:23; Colossians 2:9)

(4) *Resurrection of Christ* – On the third day Jesus rose from the dead in the body which had been laid in the tomb, defeating sin and death. (1 Peter 1: 3; Romans 4:24-25; John 11:25-26; Acts 26:23; Mark 16:6; 1 Corinthians 6:4)

(5) *Second Coming of Christ* – Jesus Christ will return someday, at a date undisclosed by Scripture, to judge the living and the dead. Those who have received the gift of salvation will spend eternity with Christ. Those who have rejected the gift of salvation will endure eternal separation from God. (Matthew 24:44; Revelation 22:20; Revelation 3:11; Acts 1:10-11; 1 John 2:28)

(6) *Salvation by Grace through Faith* – A person can be saved from the condition of sin and spiritual death only by the grace of God, when that person experiences the free gift of new birth by placing his or her faith in Jesus Christ. We accept that God’s grace is free to all mankind, but costly to God, as it cost His son’s life. Therefore, we denounce all forms of a prosperity gospel. (Ephesians 2:8-9; Acts 16:30-31; John 5:24; Romans 10:9-10; Romans 5:7-10)

Convictions: Beliefs about which we have convictions, though recognizing many biblical Christians have drawn different conclusions.

(1) *Predestination:* All have sinned and cannot save themselves. Jesus died for all, and God is drawing all people to Himself. Before the foundation of the world, God—who stands outside our continuum of time—foreknew who would place their faith in His Son, Jesus Christ. His foreknowledge, though, does not logically necessitate His predestinated salvation of certain individuals. God has, indeed, predetermined that the church will be saved (corporate election), but a person becomes a part of the church through responding to His wooing, prevenient grace and choosing to place his or her faith in Jesus Christ. (John 6:44; Joshua 24:15; John 12:32; Titus 2:11; 2 Peter 3:9)

(2) *Assurance of Salvation:* Scripture makes clear that it is the privilege of all Christian believers to rejoice in the assurance of their salvation from the very moment in which they trust Christ as their Savior, and thereafter. This assurance is not based upon any kind of merit but is produced by the witness of the Holy Spirit who confirms in the believer the testimony of God in His written Word. (Romans 8:15–16; 1 John 2:3–6, 3:24, 5:11–12; Colossians 2:2; John 10:28; Hebrews 6:11)

(3) *Supernatural Gifts:* We affirm the continuance of the outpouring of gifts from the time of Pentecost to the present, given to believers in Christ for the edification and building-up of the church. These gifts are freely bestowed and imparted to the church body by God through the power and presence of the Holy Spirit. These may include, but are not limited to: wisdom, knowledge, faith, discernment, healing, prophecy, tongues, and interpretation. We denounce any misuse of these gifts that causes division, distraction or disorder inside the church. (1 Corinthians 12:7-10; 1 Corinthians 12:4; Romans 12:6; 1 Timothy 4:14; 1 Corinthians 14:12)

(4) *Baptism:* Infant baptism is a covenant between God, the child’s parents and the Church. It is a commitment to inspire and nurture the faith of children, so they will grow to profess their own faith in Christ and follow Him as Savior and Lord. We celebrate baptism (or remembrance of baptism) with teenagers and adults making a public profession as a follower of Christ. We baptize by sprinkling, immersion or pouring. Baptism alone does not save, but is an outward sign of the saving grace of

God at work. (Acts 16:33; Colossians 2:12; Acts 11:16; Galatians 3:27; Matthew 28:19-20)

(5) *Communion*: We believe the Lord's Supper is a sacrament to be observed by the church today, a way we experience God's grace tangibly. We believe that Communion is an outward sign or symbol of the broken body and shed blood of Jesus Christ. While we do not believe that the bread and juice literally turn into the actual flesh and blood of Christ, we do believe that in Communion we experience the very real presence and grace of Jesus Christ with us. (1 Corinthians 11:23-26; Matthew 26:26-28; John 6:53-58; 1 Corinthians 10:16-17; Luke 6:48-51).

(6) *Spiritual Warfare*: Satan and demons exist. They were defeated through the cross but will not be destroyed until the Second Coming. Believers have authority in Jesus' name over demonic powers. Prayer is essential for the church. (James 4:7; 2 Corinthians 10: 3-5; 1 Peter 5:8-9; Isaiah 54:17; Ephesians 6:11-17).

(7) *Women in Ministry*: Jesus has established authority in the church based on office. God does call and equip women for pastoral ministry offices. All should use their gifts. (Acts 2:17-18; Romans 12:6; Romans 16; Galatians 3:28; Matthew 28:5-10)

(8) *Church Government*: Several different church government configurations can fulfill the Bible's description of church government. The Foundry Lead Team, Ministry Directors, and staff drive ministry decisions at Foundry with the Lead Pastor serving as presiding elder. The Servant Leadership Board serves in an advisory and accountability role, primarily to the Lead Pastor and Lead Team of pastoral staff. (Hebrews 13:17; Acts 20:28; 1 Timothy 5:17; 1 Peter 5:2; 1 Thessalonians 5:12)

(9) *Marriage and Sexuality*: We believe that all people are individuals of sacred worth and affirm that God's grace is available to all. Marriage and sexual intimacy are good gifts from God. In keeping with the Scriptures and historic, orthodox, Christian teaching through the ages we believe that marriage is the uniting of one man and one woman in a single, exclusive union which signifies the union between Christ and the Church. We believe that God intends for His children to practice sexual purity—faithfulness in marriage and celibacy in singleness. We believe any sexual expression outside of these standards is not in line with the teachings of Scripture (i.e., cohabitation, pornography, extra-marital relationships, homosexuality, etc.). (Genesis 2:24-25; Matthew 19:5; 1 Corinthians 6:16; Ephesians 5:31; Revelation 19:7-9)

- (10) *Wesleyan Theology*: We subscribe and adhere to John Wesley's theological framework regarding grace, justification, assurance, and sanctification. He wove them together in such a way that gives us an understanding of how to live the full Christian life. Grace is the undeserved, unmerited, and loving action of God in human existence through the Holy Spirit. While the grace of God is undivided, it precedes salvation as "prevenient grace," continues in "justifying grace," and is brought to fruition in "sanctifying grace."

We assert that God's grace is manifest in all creation even though suffering, violence, and evil are everywhere present. The goodness of creation is fulfilled in human beings, who are called to covenant partnership with God. God has endowed us with dignity and freedom and has summoned us to responsibility for our lives and the life of the world.

Opinions: Topics about which we welcome opinions about but would not argue for, such as:

- (1) What songs or instruments should be used in public worship services.
- (2) Which Bible translation is best for sermons or devotions.
- (3) Various biblical end-times scenarios and timeline interpretations.
- (4) Various understandings of the timeline of creation.

Section 2.05 *The Restrictive Rule*: In continuity of our Wesleyan heritage, the governing body of The Founry Church shall not establish any new standards of rules or doctrines contrary to our preexisting and established Statement of Faith.

Section 2.06 *Amending the Statement of Faith*:

- (a) Prior to the amendment process described in Article XIV, the Lead Pastor or the Lead Pastor's designee must first submit any proposed amendment under Article II to the Overseers (see Article X for description of the Overseers) who may by a vote of two-thirds of its members affirm that the proposed amendment is in keeping with The Restrictive Rule in Section 2.05, and does not contradict or negate any established doctrine in the established Statement of Faith.
- (b) If approved, the Lead Pastor may then submit the proposed amendment to the Board under the guidelines detailed in Article XIV.
- (c) Only the Lead Pastor may submit a proposed amendment to the Statement of Faith outlined in Article II.

Article III.

Biblically Guided Positions on Current Social Issues & Moral Principles

Section 3.01 *Biblically Guided Positions:* In addition to a Statement of Faith, the church shall keep a current list of positions and statements on many of today's most pressing social issues, such as equality, human sexuality, marriage, divorce, sanctity of life, and alcohol. These statements should be written with the best effort to balance the grace and truth which defined Jesus Christ our Lord (John 1:14, 17), and built from the conviction that God's Word is our ultimate authority.

(a) Only the Lead Pastor or the Lead Pastor's designee may amend the text of the Biblically Guided Positions.

(b) Two or more Board members may request that the Chairperson of the Board request official guidance from the Overseers to affirm that any changes to the Biblically Guided Positions are doctrinally sound and in keeping with our Statement of Faith and Wesleyan heritage.

(c) The Overseers may then affirm by two-thirds of its members that the text of the proposed update to the Biblically Guided Positions is in keeping with our Wesleyan heritage and does not contradict or negate any established doctrine in the Statement of Faith.

(d) If the Overseers do not affirm that the updated text is consistent with any established doctrine in the Statement of Faith, the Lead Pastor may submit revisions directly to the Overseers for review, and may continue to, until at least two-thirds of its members affirm that the revised text does not contradict or negate any established doctrine in the Statement of Faith.

Article IV.

Church Membership

Section 4.01 *Definition:* The opportunity for Foundry Church membership is available to all who profess their faith openly in our Lord Jesus Christ and contribute to the Church as outlined in the Membership Covenant. The process of membership begins with attending a First Step class as designated by the Lead Pastor. At a First Step class, attendees will hear about the history and heart of Foundry and details about what it means to be a member. These classes are offered regularly and, while they are not membership classes, completing the class and returning the Church Membership Covenant is required for membership.

Section 4.02 *Requirements and Limitations:* Foundry members covenant together to live according to the doctrines of this Church and agreed upon membership vows. Should the member be in violation of the covenant, or one (1) year passes without a record of church attendance or financial contributions, membership may be terminated by the Lead Pastor and majority vote of the Board. The Lead Pastor, with concurrence from the Board, may from time to time adopt and amend the application procedures and qualifications for membership in the Church.

Section 4.03 *Annual Vision Meeting:* The Members of the Church shall be called by the Board and Lead Pastor to meet one time each fiscal year for the purposes of an Annual Vision Meeting. This meeting shall be called for the purposes of:

- (a) Sharing the goals for the coming year;
- (b) Sharing the approved budget for the coming year;
- (c) Sharing the financial report from the previous year;
- (d) Commissioning of missionaries; and
- (e) Presenting candidates who have been approved for licensing or ordination.

Section 4.04 *Special Meetings of Church Membership:* The Members of the Church shall be called by the Board or Lead Pastor, at their discretion, to meet on issues including, but not limited to:

- (a) Decisions regarding land or building acquisition or disposition, and/or the construction of new facilities;
- (b) The taking on of new debt by the Church that exceeds 25% of the budget;
- (c) The creation or dissolution of any formal affiliation agreement with another Church or Denomination;
- (d) The welcoming of a new Lead Pastor; and
- (e) Any other business of the Church brought forth by the Lead Pastor and/or the Board.

Section 4.05 *Quorum:* Quorum for any such Church Business Meeting shall be those voting Members in attendance at any properly-called Church Business Meeting. The passage (or defeat) of any item presented for vote at a Church Business Meeting shall be a simple majority of those voting Members in attendance at said Church Business Meeting. Church Business Meetings may be called at the discretion of the Board or Lead Pastor and the need for voting on agenda items shall be determined by the Board.

Article V. Church Government

Section 5.01 *Church Government:* Foundry Church seeks to be led by the Holy Spirit in all things. The Lead Pastor, the Board, the Overseers, and the Lead Team all have a certain role in the Church's government.

As set forth in Article I, the corporate governance of the Church is solely vested in the Board. As set forth in Article IV, oversight of the spiritual affairs and the

day-to-day operations of the Church is vested with the Lead Pastor and his/her Lead Team.

Section 5.02 *Roles:*

(a) *Role of the Lead Pastor:* The Lead Pastor has executive and supervisory control over and is ultimately responsible for both the spiritual and the corporate health of the Church, including communicating the ministry vision for and overseeing the day-to-day operations of the Church and “equipping the saints for the work of ministry, for building up the body of Christ”—*Ephesians 4:12* (as described in Article IV).

(b) *Role of the Servant Leadership Board:* The Board shall have the duties and responsibilities generally associated with and exercised by a corporate board and are to serve the Church by assuring compliance with the Church’s management policies and procedures and other major actions or commitments of the Church (and as further described in Article VIII).

(c) *Role of the Overseers:* The Overseers shall provide apostolic oversight to the Lead Pastor and are charged with protecting the Church through counsel, prayer, and if required, the discipline of the Lead Pastor (as described in Article X).

(d) *Role of the Lead Team:* The Lead Team serves in both a spiritual leadership capacity and in a staff leadership capacity, as the protectors and encouragers of a positive spiritual climate within the Church and as seasoned and experienced members of the pastoral team who work alongside the Lead Pastor in carrying out his or her directives (as described in Article XI).

(e) *Role of the Members:* The Members of the Church support the Church with their time, talents, gifts, and presence; fulfilling the mission of the Church by learning to follow Jesus, being involved in ministry, giving regularly, helping fulfill missional decisions of the Lead Pastor and the Board as outlined in Ephesians 4. The Members may be invited to vote on certain decisions at the request of the Board or Lead Pastor (as described in Article VII).

Article VI.
Lead Pastor

Section 6.01 *Definition and Role:* The Lead Pastor shall have day-to-day authority over and shall be responsible for directing all ministries and spiritual activities of the church. Concurrently, the Lead Pastor shall serve as the President and Chief Executive Officer of the Church and shall be responsible for directing the Church’s day-to-day business activities and operations.

Because the Church has two simultaneous and complimentary expressions: (1) the spiritual life of a body of believers (the Church); and (2) the corporate entity that houses the Church’s functions and activities (the Corporation), it is the

Lead Pastor that bridges the gap between these dual and concurrent expressions. The Lead Pastor is primarily responsible for the spiritual life of the Church, and at the same time, he/she must be in the position to ensure the Church's corporate health and that its resources are directed toward the ministries in line with the Church's Statement of Faith and Doctrinal Standards.

Section 6.02 *Duties and Responsibilities:*

- (a) Provide for the biblical mission, vision, direction, and spiritual life of the Church.
- (b) Serve as the leader of the Church body of believers, the Church staff, and all organizations and ministries of the Church.
- (c) Define and communicate the Church's purpose.
- (d) Administer and coordinate the Church's day-to-day ministry with authority to hire, direct, oversee, and terminate Church staff.
- (e) Approve candidates for ministerial licensing and ordination.
- (f) Submit an annual operating budget to be approved by the Board.
- (g) Coordinate the nomination process for the Board and the Overseers.
- (h) Submit to the spiritual authority of the Overseers.
- (i) To do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incident to the office of President and Chief Executive Officer of a corporation.

Section 6.03 *Lead Pastor's Spiritual Leadership:* The Lead Pastor may work with the Church Members, the Lead Team, the Board, or anyone else serving in any way that the Lead Pastor determines is biblically consistent with these Bylaws, the Articles of Incorporation, and the law. In addition, and in accordance with the annual budget approved by the Board, the Lead Pastor shall budget monies, hire staff, develop projects or ministries, and create small groups or other specialized ministries according to his/her convictions and Biblical understanding.

Section 6.04 *Lead Pastor's Role in Administration:* The Lead Pastor, as President and Chief Executive Officer of the Corporation, shall have authority over and shall be responsible for directing the day-to-day business activities and operations of the church. The Lead Pastor, or the Lead Pastor's designee, shall be responsible for hiring, directing, disciplining, and dismissing staff members; and, in accordance with IRS guidelines for nonprofit organizations and other applicable law, and with the input of the Board, determine and establish salaries and pay scales for salaried employees.

Section 6.05 *Lead Pastor's Responsibility for Worship Services:* The scheduling of worship times, the ordering of worship services, and the leadership of worship services, as well as all other uses of Church-owned facilities are to be determined by the Lead Pastor, or the Lead Pastor's designee. No person shall be invited to speak, teach, or minister at a service held in Church-owned facilities, or in the name of the Church, without the specific approval of the Lead Pastor or the Lead Pastor's designee.

Section 6.06 *Lead Pastor's Role with the Board:* The Lead Pastor shall serve as the President and Chief Executive Officer of the Servant Leadership Board. The Lead Pastor shall nominate the Officers to the Board for approval. Except as otherwise stated herein, the Lead Pastor shall call the meetings and determine the agenda for all Board meetings in consultation with the Board.

Section 6.07 *Lead Pastor's Salary:* The Lead Pastor's compensation shall be set and approved on an annual basis following a review and recommendation by the Board. The Board shall consider duties, performance evaluations, compensation comparability data, and other relevant information in the annual review process. The Board Chair and Chair of the Personnel Committee will set and approve the annual compensation based on the Board approved process and recommendation.

Section 6.08 *Church Budget:* An annual budget must be prepared by the Lead Pastor, in coordination with the Lead Team, Ministry Directors, and the Church Treasurer, and submitted to the Board or a committee constituted by the Board for that purpose to be approved by a majority vote at the annual meeting described in Article VII, Section 7.06.

Section 6.09 *Lead Pastor's Calling and Being in Good Standing:* Responsible to the spiritual life of the Church, the Lead Pastor is called by God to serve the local church.

The Lead Pastor is in "good standing" if the Lead Pastor:

- (a) Is not under discipline by the Overseers.
- (b) Is not under investigation by the Overseers.
- (c) Has not engaged in any conduct that could subject the Lead Pastor to discipline by the Overseers.

Section 6.10 *Acting Lead Pastor:* In the event the Lead Pastor is unable to perform the necessary job responsibilities while in good standing (or was in good standing as defined in Section 6.09 at the time of death or other incapacity), as a result of illness, permanent disability, or other absence, and is not departing as a result of the process described in Section 6.12:

- (a) The Acting Lead Pastor shall be a person named by the Board, under advisement from the Lead Pastor in a signed writing to the Overseers in advance of such disability or absence and shall serve until the Board should so choose to

designate a new Acting Lead Pastor by a majority vote, or, until such time as a Lead Pastor is appointed in the process described in Section 6.11.

(b) If the person or persons named in the previously signed letter are unavailable to serve as Acting Lead Pastor, the Chairperson of the Board shall designate an Acting Lead Pastor to serve for up to fourteen (14) days after the Lead Pastor's vacancy, or until the Board confirms a new Acting Lead Pastor by majority vote, whichever happens first.

(c) If the Chairperson of the Board is unable to designate an Acting Lead Pastor, and/or the Board is unable to confirm an Acting Lead Pastor within fourteen (14) days of the Senior Pastor's vacancy, the Overseers shall appoint by majority vote an Acting Lead Pastor to serve until the Board designates an Active Lead Pastor by majority vote, or until such time a Lead Pastor is appointed in the process described in Section 6.11.

(d) If the Lead Pastor is not in good standing at the time of departure or an absence, the Acting Lead Pastor shall be named in the process described in Section 6.13.

Section 6.11 *Appointment of a New Lead Pastor:* If the departing Lead Pastor is in good standing at the time of departure and is not departing due to the process described in Section 6.12:

(a) The departing Lead Pastor may nominate a new Lead Pastor candidate to the Board. Confirmation of said candidate shall require an affirmative vote of two-thirds of the voting members of the Board.

(b) If the departing Lead Pastor does not nominate a new Lead Pastor candidate, or, if the Board does not confirm the Lead Pastor's nominee by a vote of two-thirds of its members, the Board shall form a committee to find and nominate a new Lead Pastor candidate to the Board until the Board affirms a nominee's candidacy by a vote of two-thirds of the members.

(c) The Board shall submit a confirmed nominee to the Overseers until a nominee is approved by an affirmative vote of at least all but one of the members of the Overseers, ordaining the candidate as a minister of the Gospel, presiding Elder, and Lead Pastor of Foundry Church.

(d) If the Overseers do not approve the nominee by an affirmative vote of at least all but one of the members of the Overseers, the Board shall continue to nominate candidates for Lead Pastor by a vote of two-thirds of its members until the Overseers ordain and appoint a new Lead Pastor.

(e) If the Lead Pastor is not in good standing at the time of departure or an absence, the new Lead Pastor shall be appointed in the process described in Section 6.13.

Section 6.12 *Removal of Office of a Lead Pastor in Good Standing:* As the shepherd responsible for the spiritual life of the church, the Lead Pastor shall have freedom for preaching the Gospel in accordance with the Statement of Faith in Article II without fear of being “fired.” However, the role of Lead Pastor should not be considered a lifetime appointment, but as a calling in the spirit of Ecclesiastes 3:1. Should two or more Board members prayerfully lose confidence in the calling and/or ministry effectiveness of the Lead Pastor, who is otherwise in good standing and not suspected of engaging in conduct that could subject the Lead Pastor to discipline by the Overseers described in Section 6.13:

(a) Two or more Board members shall call a Special Meeting of the Board as described in Article VII, Section 7.07.

(b) The Board must decide by an affirmative vote of at least all but one of its members to submit a request for the appointment of a new Lead Pastor to the Overseers.

(c) Having heard and weighed the concerns of both the Lead Pastor and the Board, the Overseers may, by a vote of at least all but one of its members, affirm that the Lead Pastor is not subject to the process outlined in Section 6.13, and may approve the request to dismiss the current Lead Pastor and the appointment of a new Acting Lead Pastor until such time a new Lead Pastor is nominated and confirmed.

(d) A candidate for Lead Pastor shall be selected by the Board by an affirmative vote of no less than two-thirds of its members and submitted to the Overseers.

(e) The Overseers shall then confirm such nominee by an affirmative vote of at least all but one of the Overseers, ordaining the candidate as a Minister of the Gospel, Presiding Elder, and Lead Pastor of Foundry Church. The Board shall continue to nominate candidates through the above process until the Overseers confirm a candidate for Lead Pastor.

Section 6.13 *Pastoral Discipline:* It is the Church’s intention to protect the hearts of all involved in matters of pastoral discipline. With the method outlined below, the “flock” never has to pass judgment upon their “shepherd.”

(a) Should the Lead Pastor be accused of demonstrating immoral conduct, unethical financial practices, illegal activity, or doctrinal views contrary to those described in Article II or Article III, the Board shall convene a Special Meeting as described in Article VII, Section 7.07, and by a majority vote request that the Overseers investigate and evaluate any appropriate discipline.

(b) Should the Overseers be asked to investigate alleged pastoral misconduct, a majority vote by the Overseers is required to initiate an investigation. With such a consensus, the Lead Pastor is no longer considered to be in “good standing” until at least the conclusion of the investigation.

(c) During the investigation, the Overseers, under advisement of the Board, shall appoint an interim Acting Lead Pastor to serve until the investigation has been completed.

(d) The Board shall make available sufficient resources for the Overseers to conduct a full investigation, including the hiring of an independent, third-party to conduct a speedy, thorough, and timely investigation on behalf of the Church. This investigation shall be completed within thirty (30) days. The investigation results and an oral or written report of the findings shall be made to the Board when the investigation has been completed.

(e) A consensus vote of two-thirds of the Overseers is required to take disciplinary action within thirty (30) days of the conclusion of the investigation. Without such a consensus, the Lead Pastor shall be reinstated, resume full duties, and considered to be in “good standing.”

(f) If the Overseers finds a consensus for disciplinary action, they shall either:

(1) Instruct the Board to remove the Lead Pastor from office, or

(2) Offer a plan of discipline and restoration to the Board, placing the Lead Pastor under probationary status with conditions set for a period of time to be determined by the Overseers.

(g) If a plan of discipline and restoration is offered by the Overseers, the Board must approve it by a majority vote. If approved, the Lead Pastor may resume all duties to the extent allowed under the terms of the probationary status. At the end of the probationary term, the Overseers shall affirm by a vote of two-thirds of its members that the Lead Pastor met the conditions of probation and shall be reinstated to all previous duties and return to a status of “good standing.” At any time during the probationary status, the Overseers may find by a two-thirds consensus that the Lead Pastor did not meet the conditions of the probation, instructing the Board to remove the Lead Pastor from office.

(h) If the Overseers instruct the Board to remove the Lead Pastor or if the Board does not affirm by a majority vote a plan of discipline and restoration, the Lead Pastor shall be removed from office and the Board shall form a committee to select and nominate a candidate for Lead Pastor to be approved by an affirmative vote of no less than two-thirds of the Board, and be submitted to the Overseers. The Overseers may then confirm such nominee by an affirmative vote of at least all but one of the Overseers, ordaining the candidate as a Minister of the Gospel, Presiding Elder, and Lead Pastor of Foundry Church. The Board shall continue to nominate candidates through the above process until the Overseers confirm a candidate for Lead Pastor.

Article VII.
Servant Leadership Board

Section 7.01 *Number, Qualifications and Authority:* The governing authority of this corporation shall reside in the Servant Leadership Board, which shall comprise the Board of Directors of the Corporation as described in accordance with Texas Nonprofit Corporation law.

(a) *Number:* The Board shall consist of not less than seven (7) and no more than thirteen (13) Foundry Church Members in good standing who serve as advisors and provide accountability to the Lead Pastor. The Board will consist of lay members plus the Lead Pastor, who serves as the President and Chief Executive Officer. The Lead Pastor may, at his/her discretion, appoint members of the Lead Team to serve as ex officio non-voting members.

(b) *Authority:* The Board shall exercise their duties outlined in the Bylaws, including approval of the annual budget, confirmation of nominees of new Board members and Overseers, set and approve the salary and benefits of the Lead Pastor, and contact the Overseers to initiate an investigation and potential discipline of the Lead Pastor.

Section 7.02 *Selection and Term of Office:*

(a) Board Members shall be full members of the Church in good standing for at least a year to be eligible for nomination. Board Members shall not be employees of the Church, nor shall they be related by blood or marriage to any other Board Member, Overseer, the Lead Pastor, the Lead Team, or another Officer of the Church.

(b) Board Members shall be selected as follows:

(1) The Lead Pastor shall solicit names of potential candidates.

(2) The Lead Pastor shall then submit the list of potential nominees to the Nominations Committee for review. Each committee member may do a “blind strike” for any name, anonymously removing the nominee as a candidate.

(3) After such process, the Lead Pastor shall submit an appropriate number of the remaining nominees to the Board to be confirmed by a majority vote.

(c) The Lead Pastor shall make nominations from the church membership to be confirmed by a majority vote of Board as terms expire and each Board member shall serve a term of three (3) years. A Board member whose term is expiring may be nominated by the Lead Pastor to serve a second three-year term. After two (2) consecutive terms, there must be a one-year gap before a member can be considered for nomination to serve again.

(1) On the initial Board, one-third of the members shall serve for three (3) years, one-third of the members shall serve for two (2) years and one-third of the members shall serve for one (1) year.

(d) Prior to or in conjunction with installation at the Annual Vision Meeting, newly elected and re-elected Members of the Board shall affirm their acceptance of the Statement of Faith, Core Values, and Mission Statement of Foundry Church.

Section 7.03 *Vacancies:* Vacancies on the Board shall be filled for the remainder of the unexpired term by nomination from the Lead Pastor and confirmed by majority vote of the remaining Board members which fulfills the requirements for quorum.

Section 7.04 *Removal from Office:* Removal of a member of the Board prior to the expiration of the member's term shall require two-thirds vote of the Board.

Section 7.05 *Regular Meetings:* The Servant Leadership Board shall hold regular meetings of which time and place shall be determined by the Lead Pastor and the Board.

Section 7.06 *Annual Meeting:* The Servant Leadership Board shall hold its annual meeting in the fourth quarter of each year, with at least ten (10) days prior notice given to its members by the Secretary. The budget must be approved at this meeting.

Section 7.07 *Special Meetings:* Special meetings of the Board may be called at the discretion of the Lead Pastor, Chairperson, or two (2) Board members.

Section 7.08 *Quorum:* At all meetings of the Servant Leadership Board, the presence of a majority of Board members shall constitute a quorum for the conduct of business, and the acts of a majority of Board members present at such meetings shall be the acts of the entire Board, except where a larger number is required by law, the Articles of Incorporation, or by these Bylaws.

Section 7.09 *Action By Non-Unanimous Consent Without Meeting:* Unless otherwise restricted by law, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if:

(a) A written communication, setting forth the action to be taken, is sent to all Board members.

(b) The communication is responded to with consent by a sufficient number of the Board members as would be necessary to take that action at a meeting of the Board.

(c) Such written consent shall bear the date of the consent of each Board member who votes their consent.

(d) Consent may be delivered by way of electronic vote (e.g., email), or in writing by hand or through mail.

(e) If sufficient response is not delivered within fourteen (14) days after the date of the earliest dated consent was received, the consent shall not be effective.

Article VIII. Officers

Section 8.01 *Election and Term of Office:* The Church's officers shall be a Lead Pastor/President, Chairperson, Vice Chairperson, Secretary, and Treasurer. The term of office for each elected person shall be one (1) year, commencing the first day of January and concluding the last day of December. An officer whose term is expiring may be nominated by the Lead Pastor/President, and approved by the Nominations Committee, to serve a new term, to be reviewed annually.

Section 8.02 *Requirements:* The Chairperson and Vice Chairperson shall be members of the Board, but other officers may be approved with the agreement of the Lead Pastor and majority of the current Board. All officers shall be members of Foundry Church.

Section 8.03 *Removal of Officers:*

(a) The Board may discipline or remove the Lead Pastor/President according to Article VI, Section 6.12 and Section 6.13.

(b) Any other officer elected or appointed by the Board may be removed by the Board when the best interest of the Church would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

(c) The Board may remove an elected or appointed officer with a majority vote at a scheduled Board meeting. The presence of a majority of Board members shall constitute a quorum for the conduct of business and for voting.

Section 8.04 *Duties of the Lead Pastor/President:* The responsibilities of the Lead Pastor/President are listed in Article VI, Section 6.06.

Section 8.05 *Duties of the Chairperson:*

(a) Conduct meetings of the Board at the behest of the Lead Pastor/President.

(b) Appoint committees with the approval of the Lead Pastor/President and Board.

Section 8.06 *Duties of the Vice Chairperson:*

(a) Perform all duties usually performed by the Chairperson during the absence or disability of the Chairperson; and

(b) Perform any other duties as may be required by these Bylaws or the Board.

Section 8.07 *Duties of the Secretary:*

- (a) Record and keep the minutes of all meetings of the Board;
- (b) Be responsible for all correspondence except as otherwise prescribed by the Board; and
- (c) Perform any other duties and functions customarily pertaining to this office or as prescribed by the Board.

Section 8.08 *Duties of the Treasurer:*

- (a) Oversee an account of all transactions as Treasurer and of the financial condition of the corporation whenever necessary.
- (b) Oversee all records required of a non-profit charitable organization by the Internal Revenue Service to allow donors to deduct donations from their taxable income.
- (c) Supply the results of the annual audit. If the church does not have an annual audit, the Treasurer is to provide to the Board a report on the previous year's income and expenses.
- (d) An individual serving as Treasurer shall not be authorized to serve in a dual capacity as both President and Treasurer.

Article IX.
Committees and Advisory Teams

Section 9.01 *Establishment:* The Lead Pastor/President and Board may establish one or more Committees and/or Advisory Teams. All Committees and Advisory Teams shall conform to the rules established by the Board. Committees may include, but are not limited to, the following:

- (a) **Finance Committee:** to provide general oversight and support for the financial functions of the Church. The Finance Committee approves the *Financial Policies and Procedures*. The chairperson shall be selected from among existing Board members.
- (b) **Facilities Committee (formerly Trustees):** to provide general oversight and support for the facilities and risk-management functions of the Church. The chairperson shall be selected from among existing Board members.
- (c) **Ordination Committee:** to provide general oversight and support for the process of determining the readiness of candidates for ordination.

(d) **Personnel Committee** (*formerly SPRC*): to provide general oversight and support for the human resources functions of the Church. The chairperson shall be selected from among existing Board members.

(e) **Nominations Committee**: to provide general oversight and support for the recommendation and selection of Board Members and Advisory/Committee Team Members. The Lead Pastor shall serve as the chairperson of the Nominations Committee.

Section 9.02 *Scope*: The Board shall define, by resolution, the scope of activities and the qualifications for membership on all Committees and Advisory Teams.

Section 9.03 *Role of Lead Pastor*: The Lead Pastor, or the Lead Pastor's designee, shall serve as a member of all Committees and Advisory Teams.

Article X. Overseers

Section 10.01 *Purpose*: The Overseers represent Foundry's connection to the global Church and shall provide apostolic oversight to the Lead Pastor and are charged with protecting the Church through counsel, prayer, and when required, the investigation of alleged pastoral misconduct, as defined in Article VI, Section 6.13, and if any, the resulting discipline of the Lead Pastor, up to and including his removal as set forth in Article VI.

Section 10.02 *Number, Requirements, and Authority*:

(a) The Overseers shall be comprised of no less than three (3) and no more than nine (9) theologically trained, ordained clergy in good standing, either active in ministry or retired, from respected congregations, who know and love the Church and the Lead Pastor.

(b) Overseers may not be members or employees of Foundry Church, nor related by blood or marriage to any other employee of Foundry Church, Overseer, Board, the Lead Pastor, or another Officer of the Church.

(c) Overseers must have wisdom in handling the interests of the church and know and love Foundry Church.

(d) Overseers must agree to make themselves available to serve Foundry Church if requested and must be willing to provide spiritual protection to the Church through prayer and by living an honorable Christian lifestyle outlined in 1 Timothy 3, including: being above reproach, temperate, self-controlled, respectable, hospitable, able to teach, not given to drunkenness, not violent but gentle, not quarrelsome, not a lover of money, and not a recent convert.

Section 10.03 *Selection and Term of Office:*

- (a) Overseers shall be nominated by the Lead Pastor and confirmed by majority vote of the Board and, once constituted, the Overseers.
- (b) Prior to submitting a candidate as a potential Overseer, the Lead Pastor shall submit a list of potential nominees to the Board. Each Board member shall review the list and may do a “blind strike” for any name, anonymously removing the nominee as a candidate. After such process, the Lead Pastor shall submit one of the remaining nominees to the Board to be confirmed by a majority vote.
- (c) Overseers serve as follows: In the initial “class” of Overseers, one-third of the members shall serve for three (3) years, one-third of the members shall serve for two (2) years and one-third of the members shall serve for one (1) year. Thereafter, the Lead Pastor shall make nominations to be confirmed by a majority vote of the Board and a majority of Overseers as terms expire and each subsequent Overseers member shall serve a term of three (3) years.
- (d) If disciplinary action of the Senior Pastor is being considered, the expiration of terms shall be suspended and changes to the membership of the Overseers may not be made until its work is completed.

Section 10.04 *Vacancies:* Vacancies on the Overseers shall be filled for the remainder of the unexpired term by nomination from the Lead Pastor and confirmed by majority vote of the Board and a majority vote of the remaining Overseers which fulfills the requirements for quorum.

Section 10.05 *Removal from Office:* Removal of a member of the Overseers prior to the expiration of the member’s term shall require an affirmative vote of at least two-thirds of the Board and an affirmative vote of at least two-thirds of the Overseers.

Section 10.06 *Functions:*

- (a) The Overseers shall protect the Church from division and strife through prayer and wise counsel to the Lead Pastor and the Board.
- (b) The Overseers shall protect the Board from needing to discipline their shepherd, and shall hold the Lead Pastor accountable in the event of any alleged spiritual, moral, ethical, doctrinal, or legal misconduct in compliance with Article VI, Section 6.13.
- (c) The Overseers shall protect the Lead Pastor to preach the Gospel of Jesus Christ in accordance with the Statement of Faith without fear of being unjustly terminated through the process described in Article VI, Section 6.12.
- (d) The Overseers shall evaluate and affirm the orthodoxy of any proposed amendments to the Statement of Faith prior to being submitted to the Board, as described in Article II, Section 2.06.

- (e) The Overseers, if requested by the Board, shall evaluate the doctrine of any proposed updates to the social issues by the Lead Pastor, as described in Article III, Section 3.01.
- (f) In affirming the nomination of Lead Pastor by the Board outlined in Article VI, the Overseers are ordaining the incoming Lead Pastor as an Elder and minister of the Gospel on behalf of the Church.
- (g) In certain cases where the Lead Pastor is unable to appoint an Acting Lead Pastor or nominate a new successor either because of death, discipline, or other incapacitation, or because the Lead Pastor is not in good standing (as defined in Article VI, Section 6.09), the Board shall request the Overseers to select an Acting Lead Pastor and approve by at least all but one of Overseers the appointment of a new Lead Pastor as nominated by at least two-thirds of the Board, outlined in Article VI.
- (h) The Overseers have no authority in Foundry Church unless contacted by the Board or the Lead Pastor, and then only insofar as set forth herein.

Article XI. Lead Team

Section 11.01 *Requirements and Biblical Qualifications:* The Lead Team is comprised of women and men who function within the local Church, hold the title of “pastor”, and are viewed by the congregation as spiritual leaders of the Church. The Lead Team members are seasoned members of the pastoral team of the Church who serve the Church in a spiritual capacity. They are women and men who meet the Biblical qualifications of an elder and, in addition to their role as staff members, function in that calling. In addition to fulfilling the job duties, the Lead Team members are to covenant together with the Lead Pastor for the development of the spiritual life of the Church and are to serve as the primary protectors and encouragers of a positive spiritual climate within the Church body.

Section 11.02 *Responsibilities of the Lead Team:*

- (a) Maintain and teach by living a godly, Christian lifestyle;
- (b) Serve the Church by helping the Lead Pastor to establish the vision, mission, and direction of the Church;
- (c) Provide wise counsel to the Lead Pastor, and work with him/her to progress the vision and mission of the Church;
- (d) Provide leadership as a member of the Lead Team, and demonstrate that leadership to the Church;
- (e) Regularly pray for the Church staff and the local Church;

- (f) Defend, protect and support the integrity of the Church staff and the local Church;
- (g) Per Article XII, assist the Lead Pastor in licensing and ordination requirements and procedures;
- (h) Mediate disputes within the Church;
- (i) Counsel with church Members and staff; and
- (j) Contact the Overseers to initiate investigation and potential discipline of the Lead Pastor if a situation involving pastoral misconduct occurs.

Section 11.03 *Number, Appointment, and Term of Lead Team Members:* The Lead Team shall consist of the Lead Pastor, the Executive Pastor, as well as additional team members who are selected by the Lead Pastor and approved by the Board. The term of service for each member of the Lead Team shall continue until he/she resigns, is deceased, or is removed in accordance with these Bylaws and/or Personnel Policies of the Church.

Section 11.04 *Resignation and Removal of Lead Team Members:* A member of the Lead Team may resign at any time by giving written notice to the Church. Such resignation shall take effect on the date of the receipt of such notice; and the acceptance of resignation shall not be necessary to be effective.

Generally, the Lead Pastor may remove Lead Team members at any time, with or without notice and with or without cause. In the event that disciplinary action is being considered or an investigation of the Lead Pastor is underway (as set forth in these Bylaw), then no change in the composition of the Lead Team shall be made until the Overseer's work is completed and its findings are reported to the Board.

Article XII. Ordination and Licensing of Ministers of the Gospel

Section 12.01 *Automatic Recognition:* The Lead Pastor shall be automatically recognized as an ordained minister and Elder of the church under the authority of the Overseers.

Section 12.02 *Application and Role of the Ordination Committee:* Application for ordination or licensing a person as a Minister of the Gospel shall be on a form provided by the Church and submitted to the Ordination Committee for review. By a majority vote of affirmation, the Ordination Committee shall submit the candidate's application to the Lead Pastor for licensing or ordination. An application shall be either approved or denied within ninety (90) days of completing the process set forth by the Church. Those applicants who are approved shall receive a certificate evidencing the approval.

Section 12.03 *Role of the Lead Pastor:* The Lead Pastor, under recommendation of the Ordination Committee, may ordain or license a person as a Minister of the Gospel after first examining the applicant's background, moral and religious character, and previous theological education. Final determination, and the continued status of the credentials, shall be within the absolute discretion of the Lead Pastor under the authority given by the Overseers.

Section 12.04 *Ability to Limit Ministry:* The Ordination Committee may limit licensed or ordained ministers to a specific area of ministry or special emphasis.

Section 12.05 *Renewal:* Licensed and ordained ministers are required to submit a renewal request to the Lead Pastor every four years.

Section 12.06 *Requirements and Limitations:*

(a) The Church requires that every minister adhere to a lifestyle that is consistent with the doctrines of this Church.

(b) A licensed or ordained minister at Foundry is subject to discipline by the Lead Pastor or the Lead Pastor's designee, under the prayerful guidance and wisdom of the Board, in cases of outward, severe, and unrepentant sin, including, but not limited to, sexual misconduct, divisiveness, abuse, dishonesty, illegal activity, or teaching false doctrine.

(c) The discipline shall generally occur in accordance with the biblical pattern outlined in Matthew 18:15–17. In exceptional circumstances, the process of church discipline may follow the outlines in 1 Corinthians 5 and Titus 3:10.

(d) Pastoral discipline may include admonition, removal from office or staff position, temporary suspension, or permanent revocation of the minister's credentials.

Section 12.07 *Classes of Ministers:* The Church shall recognize the following classes of Ministers of the Gospel:

(a) **Licensed Minister:** This recognition is for those who are somewhat seasoned in the ministry but need further experience. Many of these are individuals who have been working in their chosen vocation, but have not entered full-time ministry, or have only been in full-time ministry for less than three years. Notwithstanding limits set by the Lead Pastor under Article XII, Section 12.04, this person is authorized to perform all religious functions of the church, including administering the sacraments of communion, baptism, and performing weddings.

(b) **Ordained Minister:** This recognition is for those who have shown an established or proven ministry. Notwithstanding limits set by the Lead Pastor under Article XII, Section 12.04, this person is authorized to perform all religious

functions of the church, including administering the sacraments of communion, baptism, and performing weddings.

(c) For purposes of Section 107 of the Internal Revenue Code, there shall be no distinction between Licensing and Ordination.

Section 12.08 *Public Record*: The church shall keep a list of all active and former licensed and ordained ministers credentialed by the church publicly available. This list shall contain:

(a) The credentialed minister's name, class of ministry credentials, and if applicable, a description of the specific area of ministry or special emphasis that the minister is limited to.

(b) The date the credentials went into effect, were renewed, or were no longer effective.

(c) The status of the ministry credentials shall be kept up to date and described as either: Active, Retired, Transferred, Voluntary Resignation, Lapsed / Not Renewed, Deceased, Suspended, or Revoked.

Article XIII. Business Practices

Section 13.01 *Fiscal Year*: The fiscal year of this Church shall begin on the first day of January and end on the last day of December of each year.

Section 13.02 *Contracts*: The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. This authorization shall be given in writing.

Section 13.03 *Checks, Drafts, or Orders*: All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed in accordance with the Church's Financial Policies and Procedures.

Section 13.04 *Deposits*: All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select in accordance with these Bylaws and the Church's Financial Policies and Procedures.

Section 13.05 *Annual Budgeting Process*: The Lead Pastor, in coordination with the Lead Team, Ministry Directors, and the Church Treasurer, prepares the annual budget to be submitted to the Board or a Finance Committee constituted by the Board for that purpose to be approved by a majority vote at the annual meeting described in

Article VII, Section 7.06. The annual budget of the church will be presented to the Members of the Church in the Annual Vision Meeting.

Section 13.06 *Parliamentary Procedures*: The parliamentary procedure of this corporation shall be governed by the current edition of Robert's Rules of Order.

Section 13.07 *Meetings*:

(a) *Annual Vision Meeting*: There shall be an Annual Vision Meeting of the Church in which the goals and budget for the coming year, which have been approved by the Board, shall be presented along with a financial report from the previous year. Special Church Member Meetings may be held as the occasion requires.

(b) *Board Meetings*: The Servant Leadership Board shall meet at least six (6) times per year at the call of the Lead Pastor. Special meetings of the Board may be held as the occasion requires.

(c) *Overseer Meetings*: The Overseers shall meet at least two (2) times per year at the call of the Lead Pastor. Special meetings of the Overseers may be held as the occasion requires.

Section 13.08 *Notice of Meetings*: Notice of the Annual Vision Meeting and any Church Member Meetings shall be announced in services and included in any weekly church announcements that are regularly distributed at least two (2) weeks prior to the meeting.

Article XIV. Amendments

Section 14.01 *Amendments*: Unless explicitly stated otherwise herein or by law, an amendment to these Bylaws shall be as follows:

(a) An amendment may be proposed by the Lead Pastor or any member of the Board.

(b) Such an amendment shall be proposed in writing to the Board Secretary so that the Board members are notified at least fourteen (14) days prior to the next regular or special Board meeting.

(c) Amendments may be adopted by an affirmative vote of two-thirds of the entire Board. This may include proxy votes by way of written vote or electronic vote (i.e., email). Said proxy vote shall then be delivered to the Board.

Article XV.
Indemnification of Overseers, Board, and Officers

Section 15.01 *Indemnification*: To the full extent permitted by the Law, as amended from time to time, the Church shall indemnify any Board Member, Pastor, Officer, Overseer, committee member, employee, or agent of the Church who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Church. The Church in defending such actions may advance reasonable expenses.

Section 15.02 *Determination of Right*: Legal counsel selected by the majority vote of the Board shall make a determination of the right to indemnification under the Law. Indemnification may be denied any Board Member, Pastor, Officer, Overseer, committee member, employee, or agent of the Church if it is determined the individual willfully acted improperly or violated policy.

Article XVI.
Dissolution

Section 16.01 *Dissolution*: The corporation shall be dissolved (i) through the authorization by a vote of two-thirds of the Board to consider dissolution, or (ii) upon an order of judicial dissolution in accordance with Texas Business Organizations Code, Title 2, Chapter 22 Nonprofit Corporations, Sections 22.101, *et. seq.* Upon dissolution of the corporation, one liquidator selected by the members shall settle the corporation's affairs in accordance with Texas Business Organizations Code, Title 2, Chapter 22 Nonprofit Corporations, Sections 22.101, *et. seq.* In the event Foundry Church shall cease, terminate, discontinue doing business, or abandon its principal function for any and all reasons, the assets and property of the Church shall be given to another organization recognized as tax-exempt from the Federal Income Tax as a 501(c)(3) organization, and shares the same purposes, principles and mission statement of Foundry Church.

Section 16.02 *Prohibited Dissolution*: No part of the net earnings of Foundry Church shall inure to the benefit of, or be distributable to, its members, officers, Board, or any person except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in the furtherance of the corporation. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Church, the Church shall not carry out any activity not permitted:

- (a) By a corporation exempt from Federal Income Tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or by the corresponding Section of any future Revenue Code of the United States of America); or

(b) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding Section of any future United States Revenue Law).

Article XVII. Conflict of Interest

Section 17.01 *Purpose:* The purpose of the Conflict of Interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer, Board Member, or Overseer Member or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 17.02 *Definitions:* For purposes of this Article, the following terms shall have the following meanings:

(a) *Interested Person:* Any Overseer Member, Board Member, 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.

(b) *Financial Interest:* A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(1) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement; or

(2) A compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement; or

(3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 17.03 *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 be given the opportunity to disclose all material facts to the Board and 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, he or she shall leave the Board meeting while the determination

of a conflict of interest is discussed and voted upon. The remaining Board Members shall decide if a conflict of interest exists.

(c) *Procedures for Addressing the Conflict of Interest.*

(1) An interested person may make a presentation at the Board meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(2) The Chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Board shall determine whether the Church 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.

(4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Board Members whether the transaction or arrangement is in the corporation'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 into the transaction or arrangement.

(d) *Violations of the Conflicts of Interest Policy.*

(1) If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the members of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(2) 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 17.04 *Records of Proceedings:* The minutes of the Board shall contain: 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 17.05 *Compensation:*

(a) A Board Member who receives compensation, directly or indirectly, from the Church for service is precluded from voting on matters pertaining to that member's compensation.

(b) A Board Member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Section 17.06 *Annual Statements:* Each Board Member, principal Officer, and member of a committee with governing Board delegated powers shall sign a statement which affirms such person:

(a) Has received a copy of the Conflicts of Interest policy,

(b) Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 17.07 *Periodic Reviews:* The Board shall ensure periodic reviews are conducted to make certain the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status. 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 corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible private benefit or in an excess benefit transaction.

Section 17.08 *Use of Outside Experts:* When conducting the periodic reviews as provided for in Section 17.07, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

APPENDIX I
The Articles of Religion of the Methodist Church
(AD 1808)

These historic Christian Articles of Religion contain outdated language and statements regarding issues that may no longer be considered central to the faith. While we affirm all these articles, those have been noted with an asterisk (), and have been included in their entirety for historic purposes.

Article I — Of Faith in the Holy Trinity

There is but one living and true God, everlasting, without body or parts, of infinite power, wisdom, and goodness; the maker and preserver of all things, both visible and invisible. And in unity of this Godhead there are three persons, of one substance, power, and eternity—the Father, the Son, and the Holy Ghost.

Article II — Of the Word, or Son of God, Who Was Made Very Man

The Son, who is the Word of the Father, the very and eternal God, of one substance with the Father, took man's nature in the womb of the blessed Virgin; so that two whole and perfect natures, that is to say, the Godhead and Manhood, were joined together in one person, never to be divided; whereof is one Christ, very God and very Man, who truly suffered, was crucified, dead, and buried, to reconcile his Father to us, and to be a sacrifice, not only for original guilt, but also for actual sins of men.

Article III — Of the Resurrection of Christ

Christ did truly rise again from the dead, and took again his body, with all things appertaining to the perfection of man's nature, wherewith he ascended into heaven, and there sitteth until he return to judge all men at the last day.

Article IV — Of the Holy Ghost

The Holy Ghost, proceeding from the Father and the Son, is of one substance, majesty, and glory with the Father and the Son, very and eternal God.

Article V — Of the Sufficiency of the Holy Scriptures for Salvation

The Holy Scripture containeth all things necessary to salvation; so that whatsoever is not read therein, nor may be proved thereby, is not to be required of any man that it should be believed as an Article of faith, or be thought requisite or necessary to salvation. In the name of the Holy Scripture we do understand those canonical books of the Old and New Testament of whose authority was never any doubt in the church. The names of the canonical books are: Genesis, Exodus, Leviticus, Numbers, Deuteronomy, Joshua, Judges, Ruth, The First Book of Samuel, The Second Book of Samuel, The First Book of Kings, The Second Book of Kings, The First Book of Chronicles, The Second Book of Chronicles, The Book of Ezra, The Book of Nehemiah, The Book of Esther, The Book of Job, The Psalms, The Proverbs, Ecclesiastes or the Preacher, Cantica or Songs of Solomon, Four Prophets the Greater, Twelve Prophets the Less. All the books of the New Testament, as they are commonly received, we do receive and account canonical.

Article VI — Of the Old Testament

The Old Testament is not contrary to the New; for both in the Old and New Testament everlasting life is offered to mankind by Christ, who is the only Mediator between God and man, being both God and Man. Wherefore they are not to be heard who feign that the old fathers did look only for transitory promises. Although the law given from God by Moses as touching ceremonies and rites doth not bind Christians, nor ought the civil precepts thereof of necessity be received in any commonwealth; yet notwithstanding, no Christian whatsoever is free from the obedience of the commandments which are called moral.

Article VII — Of Original or Birth Sin

Original sin standeth not in the following of Adam (as the Pelagians do vainly talk), but it is the corruption of the nature of every man, that naturally is engendered of the offspring of Adam, whereby man is very far gone from original righteousness, and of his own nature inclined to evil, and that continually.

Article VIII — Of Free Will

The condition of man after the fall of Adam is such that he cannot turn and prepare himself, by his own natural strength and works, to faith, and calling upon God; wherefore we have no power to do good works, pleasant and acceptable to God, without the grace of God by Christ preventing us, that we may have a good will, and working with us, when we have that good will.

Article IX — Of the Justification of Man

We are accounted righteous before God only for the merit of our Lord and Saviour Jesus Christ, by faith, and not for our own works or deservings. Wherefore, that we are justified by faith, only, is a most wholesome doctrine, and very full of comfort.

Article X — Of Good Works

Although good works, which are the fruits of faith, and follow after justification, cannot put away our sins, and endure the severity of God's judgment; yet are they pleasing and acceptable to God in Christ, and spring out of a true and lively faith, insomuch that by them a lively faith may be as evidently known as a tree is discerned by its fruit.

***Article XI — Of Works of Supererogation**

Voluntary works—besides, over and above God's commandments—which they call works of supererogation, cannot be taught without arrogancy and impiety. For by them men do declare that they do not only render unto God as much as they are bound to do, but that they do more for his sake than of bounden duty is required; whereas Christ saith plainly: When you have done all that is commanded you, say, We are unprofitable servants.

Article XII — Of Sin After Justification

Not every sin willingly committed after justification is the sin against the Holy Ghost, and unpardonable. Wherefore, the grant of repentance is not to be denied to such as fall into sin after justification. After we have received the Holy Ghost, we may depart from grace given, and fall into sin, and, by the grace of God, rise again and amend our lives. And therefore, they are to be condemned who say they can no more sin as long as they live here; or deny the place of forgiveness to such as truly repent.

Article XIII — Of the Church

The visible church of Christ is a congregation of faithful men in which the pure Word of God is preached, and the Sacraments duly administered according to Christ's ordinance, in all those things that of necessity are requisite to the same.

***Article XIV — Of Purgatory**

The Romish doctrine concerning purgatory, pardon, worshiping, and adoration, as well of images as of relics, and also invocation of saints, is a fond thing, vainly invented, and grounded upon no warrant of Scripture, but repugnant to the Word of God.

***Article XV — Of Speaking in the Congregation in Such a Tongue as the People Understand**

It is a thing plainly repugnant to the Word of God, and the custom of the primitive church, to have public prayer in the church, or to minister the Sacraments, in a tongue not understood by the people.

Article XVI — Of the Sacraments

Sacraments ordained of Christ are not only badges or tokens of Christian men's profession, but rather they are certain signs of grace, and God's good will toward us, by which he doth work invisibly in us, and doth not only quicken, but also strengthen and confirm, our faith in him. There are two Sacraments ordained of Christ our Lord in the Gospel; that is to say, Baptism and the Supper of the Lord.

Those five commonly called sacraments, that is to say, confirmation, penance, orders, matrimony, and extreme unction, are not to be counted for Sacraments of the Gospel; being such as have partly grown out of the corrupt following of the apostles, and partly are states of life allowed in the Scriptures, but yet have not the like nature of Baptism and the Lord's Supper, because they have not any visible sign or ceremony ordained of God.

The Sacraments were not ordained of Christ to be gazed upon, or to be carried about; but that we should duly use them. And in such only as worthily receive the same, they have a wholesome effect or operation; but they that receive them unworthily, purchase to themselves condemnation, as St. Paul saith.

Article XVII — Of Baptism

Baptism is not only a sign of profession and mark of difference whereby Christians are distinguished from others that are not baptized; but it is also a sign of regeneration or the new birth. The Baptism of young children is to be retained in the Church.

Article XVIII — Of the Lord's Supper

The Supper of the Lord is not only a sign of the love that Christians ought to have among themselves one to another, but rather is a sacrament of our redemption by Christ's death; insomuch that, to such as rightly, worthily, and with faith receive the same, the bread which we break is a partaking of the body of Christ; and likewise, the cup of blessing is a partaking of the blood of Christ. Transubstantiation, or the change of the substance of bread and wine in the Supper of our Lord, cannot be proved by Holy Writ, but is repugnant to the plain words of

Scripture, overthroweth the nature of a sacrament, and hath given occasion to many superstitions. The body of Christ is given, taken, and eaten in the Supper, only after a heavenly and spiritual manner. And the mean whereby the body of Christ is received and eaten in the Supper is faith. The Sacrament of the Lord's Supper was not by Christ's ordinance reserved, carried about, lifted up, or worshiped.

Article XIX — Of Both Kinds

The cup of the Lord is not to be denied to the lay people; for both the parts of the Lord's Supper, by Christ's ordinance and commandment, ought to be administered to all Christians alike.

Article XX — Of the One Oblation of Christ, Finished upon the Cross

The offering of Christ, once made, is that perfect redemption, propitiation, and satisfaction for all the sins of the whole world, both original and actual; and there is none other satisfaction for sin but that alone. Wherefore the sacrifice of masses, in which it is commonly said that the priest doth offer Christ for the quick and the dead, to have remission of pain or guilt, is a blasphemous fable and dangerous deceit.

***Article XXI — Of the Marriage of Ministers**

The ministers of Christ are not commanded by God's law either to vow the estate of single life, or to abstain from marriage; therefore it is lawful for them, as for all other Christians, to marry at their own discretion, as they shall judge the same to serve best to godliness.

Article XXII — Of the Rites and Ceremonies of Churches

It is not necessary that rites and ceremonies should in all places be the same, or exactly alike; for they have always been different, and may be changed according to the diversity of countries, times, and men's manners, so that nothing be ordained against God's Word. Whosoever, through his private judgment, willingly and purposely doth openly break the rites and ceremonies of the church to which he belongs, which are not repugnant to the Word of God, and are ordained and approved by common authority, ought to be rebuked openly, that others may fear to do the like, as one that offendeth against the common order of the church, and woundeth the consciences of weak brethren.

Every particular church may ordain, change, or abolish rites and ceremonies, so that all things may be done to edification.

***Article XXIII — Of the Rulers of the United States of America**

The President, the Congress, the general assemblies, the governors, and the councils of state, as the delegates of the people, are the rulers of the United States of America, according to the division of power made to them by the Constitution of the United States and by the constitutions of their respective states. And the said states are a sovereign and independent nation, and ought not to be subject to any foreign jurisdiction.

***Article XXIV — Of Christian Men's Goods**

The riches and goods of Christians are not common as touching the right, title, and possession of the same, as some do falsely boast. Notwithstanding, every man ought, of such things as he possesseth, liberally to give alms to the poor, according to his ability.

***Article XXV — Of a Christian Man's Oath**

As we confess that vain and rash swearing is forbidden Christian men by our Lord Jesus Christ and James his apostle, so we judge that the Christian religion doth not prohibit, but that a man may swear when the magistrate requireth, in a cause of faith and charity, so it be done according to the prophet's teaching, in justice, judgment, and truth.