



PROPOSED

**CONSTITUTION AND BYLAWS OF
DEL SOL CHURCH**

A Texas Nonprofit 501(c)(3) Religious Corporation

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CONSTITUTION

Preamble

We declare and establish these Bylaws to preserve and secure the principles of our faith and to govern the body in an orderly manner. These Bylaws will preserve the liberties of each individual church member and the freedom of action of this body in relation to other churches, as we seek to serve our Lord and Savior Jesus Christ.

ARTICLE I

Name and Principal Office

The name of the Corporation is Del Sol Church. This Corporation will be further referred to in the Bylaws as the "Church". The Church maintains its principal office at 11501 Vista Del Sol Drive, El Paso, Texas. The Church Council shall have full power and authority to change the principal office from one location to another. Any change of this location may be amended to state the new location. **All properties and campuses of the Corporation are owned by the Corporation and are not separable from the Corporation except by the consent of the church council and two-thirds (2/3) of the members of the Church.**

ARTICLE II

Purpose

The purpose of Del Sol Church is to be a community of people fully committed to love God love people and serve the world. (Matthew 22:37-39)

ARTICLE III

Statement of Faith

We affirm the Holy Bible as the inspired word of God and as the only basis for our beliefs. A general statement of our faith is found in our church publication "What We Believe".

ARTICLE IV

Affiliation

This Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions, this Church voluntarily affiliates with the Southern Baptist Convention in its national, state and local expressions. **It affiliates with organizations in accordance with its needs and charter.**

BYLAWS

ARTICLE I **Membership**

SECTION 1: General. Membership in this Church shall consist of all persons who have met the qualifications for membership and are listed on the membership roll.

SECTION 2: Qualifications for Membership. The following constitute the qualifications for membership:

1. A personal commitment of faith in Jesus Christ for salvation.
2. Baptism by immersion as a testimony of salvation.
3. Completion of the Church's membership class.
4. A commitment to abide by the membership covenant, signified by signing the covenant.

Nothing in this Article V shall be construed as limiting the right of the Church to refer to persons associated with it as "members".

SECTION 3: Designation of Membership. In an effort to properly reflect the membership of the Church, two rolls shall be maintained. These rolls shall be updated periodically.

1. Active/Resident Members: All members who reside within the Church's ministry area or are currently active in the Church.
2. Nonresident Members: Members who have become inactive as a result of moving out of the Church's ministry area and have not joined another church.

SECTION 4: Responsibilities of Membership. The responsibilities of membership are described in the membership covenant.

SECTION 5: Voting Rights of Members. Every Active/Resident Member shall have the right to vote on the following matters: the annual budget of the Church, the disposition of all or substantially all of the assets of the Church, the merger or dissolution of the Church, the acquisition of real property and related indebtedness, the election of Church Council Members, the election or removal of the Senior Pastor, and changes in the bylaws of the church. Each Active/Resident Member eighteen (18) years and older is entitled to one vote. Voting by proxy is prohibited.

SECTION 6: Termination of Membership. Members shall be removed from the Church roll for the following reasons:

1. Death;
2. Transfer of membership to another church;
3. By personal request of the member; or
4. Dismissal by the Church Council according to the following conditions:
 - a. The member's life and conduct is not in accordance with the membership covenant in such a way that the member hinders the ministry influence of the Church in the community.
 - b. Procedures for the dismissal of a member shall be according to Matthew 18:15-17.

SECTION 7: Restoration of Members. Members dismissed by the Church Council shall be restored by the Church Council according to the spirit of 2 Corinthians 2:7-8, when their life-styles are judged to be in accordance with the membership covenant.

ARTICLE II **Membership Meetings**

SECTION 1: Place. Meetings of the members shall be held at the principal office of the Church or at such other place or places within or outside Texas as may be designated from time to time by the Church Council Members.

SECTION 2: General Meetings. A general meeting of the members shall be held each year. This general meeting shall be the annual membership meeting. The purpose of this meeting shall be to adopt an annual budget and to elect the Church Council Members. Any other proper business may be conducted at this meeting.

SECTION 3: Special Meetings. A Special meeting of the members may be called by the Senior Pastor or any three (3) Members of the Church Council for any purpose by giving notice to the members in accordance with Section 4 of this Article.

SECTION 4: Notice Requirements for Meetings. Whenever members are required or permitted to take any action at a meeting, notice of a meeting, whether general or special, may be made by oral announcement at a regularly scheduled Sunday morning worship service, by announcement in the Church bulletin, by distribution of written material to the congregation in attendance at a regularly scheduled Sunday morning worship service **or by e-mail**. Notice shall be given to members no less than two (2) weeks prior to a meeting.

Notice of a meeting for the purpose of calling or removing the Senior Pastor shall be valid only if the notice specifies, with particularity, that a proposal to call or remove the Senior Pastor will be on the meeting's agenda.

SECTION 5: Quorum. Unless otherwise expressly stated herein, the members present at a meeting duly noticed and called shall constitute a quorum of the membership for the transaction of Church business.

SECTION 6: Majority Vote. Unless otherwise expressly stated herein, all elections shall be had and all questions decided by a majority vote of the persons present in person.

ARTICLE III **Church Council Members**

SECTION 1: Number and Term of Members. The Church Council shall consist of the Senior Pastor, deemed to be an Elder, according to 1 Timothy 3:1-7 and Titus 1:5-14, and Deacons, nominated and elected in accordance with Section 2 of this Article, providing that the number of Deacons serving as Church Council Members shall not be less than five (5) nor more than twelve (12). **Up to four (4) members of the Council may be paid members of the church staff including the Senior Pastor, and the majority of the members of the Church Council shall be lay leaders from within the Church.**

The Senior Pastor shall serve as chairman of the Church Council and preside at all Church Council Meetings. In his absence, the chairman of Deacons will preside. Each Church Council member, other than the Senior Pastor, shall serve for a period of one year and may serve successive terms.

SECTION 2: Nomination and Election. Candidates for service on the Church Council will be nominated by that Council after having been interviewed by the Council to ascertain that they meet the qualifications for ~~ordination as~~ Deacons laid down in 1 Timothy 3:8-13 and Acts 6:3-6. Candidates will be presented to the Church at either a general or a special congregational meeting. ~~Those elected, if not already ordained either to the Deaconate, or to Eldership will be duly ordained by prayer and fasting and laying on of hands.~~

SECTION 3: Powers.

1. General corporate powers. The Church shall have all corporate powers outlined in the Texas Nonprofit Corporation Act, as amended from time to time (the "Act"), and subject to the provisions and limitations of the Act and any limitations in the Articles of Incorporation and these Bylaws, the activities, business and affairs of the Church shall be conducted and all corporate powers shall be exercised by or under the direction of the Church Council Members.
2. Specific Powers. Without prejudice to the general powers set forth above, and subject to same limitations, the Church Council Members shall have the power to:
 - a. Select and remove all officers, agents and employees of the Church, except for the Senior Pastor; prescribe any powers and duties for them that are consistent with the Act, the Articles of incorporation and these Bylaws; and
 - b. Adopt, make and use a corporate seal and alter the form of the seal; and
 - c. Borrow money and incur indebtedness on behalf of the Church and cause to be executed and delivered for the Church's purposes and in the Church's name, promissory notes and other evidences of debt and securities.

ARTICLE IV

Meetings of the Church Council

SECTION 1: Place of Meetings. Regular or special meetings of the Church Council may be held at any place within or outside the State of Texas that has been designated from time to time by resolution of the Church Council Members. In the absence of such designation, meetings shall be held at the principal office of the Church. Notwithstanding the above provisions of this section, a regular or special meeting of the Church Council may be held at any place consented to in writing by all of the Church Council Members, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment as long as all Church Council Members participating in the meeting can hear one another. All such Church Council Members shall be deemed to be present in person at such meeting.

SECTION 2: Regular Meetings. Regular meetings of the Church Council may be held without notice if the time and place of such meetings are fixed by resolution of the Church Council Members.

SECTION 3: Special Meetings. Special Meetings may be called by the Senior Pastor or by any three (3) Church Council Members.

1. **Manner of Giving.** Notice of time and place of special meetings shall be given to each member by: personal delivery of written notice, first class mail, telephone, either directly to the member, or to a person reasonably believed to communicate the notice to the member, FAX to the member's home or office or by e-mail.
2. **Time Requirement.** Notice by first class mail must be deposited in the U.S. Mail at least four (4) business days prior to the meeting. All other notices must be given at least twenty-four (24) hours prior to the time set for the meeting.
3. **Notice Contents.** Unless the place of the meeting is not the Church's principal premises, this needs not be stipulated nor does the business to be transacted, but the time and date of the meeting must be specified.

SECTION 4: Quorum. A majority of Church Council Members present at a meeting duly called and noticed shall constitute a quorum for the transaction of business. A majority vote of those Church Council Members present and voting at such meeting, shall be required for the approval of any resolution. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Church Council Members which would reduce the number of Church Council Members present to a number below that required for a quorum.

SECTION 5: Waiver of Notice. The transactions of any meeting of the Church Council, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the Church Council Members not present signs a written waiver of notice, a consent to holding the meeting, or approves the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Church Council Member who attends the meeting without protesting before or at its commencement about the lack of notice.

SECTION 6: Action Without Meeting. Any action required or permitted to be taken by the Church Council may be taken without a meeting, if all of the Church Council Members, individually, or collectively, consent in writing or e-mail to the action. Such action by written consent shall have the same force and effect as the unanimous vote of the Church Council Members. Such written consent or consents shall be filed with the minutes of the proceedings of the Church Council.

ARTICLE V **Officers**

SECTION 1: Officer Positions. The officers of the Church shall be the Senior Pastor, and Secretary – Treasurer. The Church Council may create additional officer positions, define the authority and duties of each position, and appoint Church members to fill the positions.

SECTION 2: Election and Term of Office. The Senior Pastor shall be elected by an affirmative vote of two-thirds (2/3) the members of the Church present in person at a general or special congregational meeting. All other officers of the Church shall be appointed by the Church Council. Tenure in all offices shall be for an indefinite period, subject to resignation or removal.

SECTION 3: Removal. Subject to the rights, if any, under any contract of employment with the Church, the Senior Pastor shall only be removed, with or without cause, by the vote of two-thirds (2/3) of the members of the Church present in person at any general or special congregational meeting. All other officers of the Church may be removed, with or without cause, by the Church Council.

SECTION 4: Senior Pastor. The Senior Pastor is ultimately responsible for all ministries of the Church. He shall supervise and control, either directly or by delegation or authority, all of the business and day to day affairs of the Church, and serve as moderator of congregational meetings and as chairman of the Church Council. In the event of his absence, he shall be responsible for pulpit supply, and to appoint a member of the Church to serve as moderator. **He is responsible for ensuring that the Campus Pastors of the various campuses are supported, supervised, and encouraged in their roles.**

The Senior Pastor is responsible for leading the Church in accordance with Biblical principles as set forth in the New Testament. He is to preach the Gospel, see that the Ordinances are administered, and shepherd the sheep (*i.e.* the members of the Church) by promoting the spiritual interests of the Church, and by organizing and developing her strengths for the best possible service.

In the event of a vacancy in this office, the Church Council shall **oversee this process and** establish a Senior Pastor Selection Committee. The recommendation of this committee shall constitute the only valid nomination for the office of Senior Pastor.

SECTION 5: Secretary-Treasurer. The Secretary-Treasurer shall give all notices as provided in the Bylaws or as required by law, take minutes of congregational meetings, maintain custody of the corporate records and of the seal of the Church, affix the seal of the Church to all documents as authorized, keep a register of the mailing address of each member, officer and employee of the Church, maintain the Church membership roll, perform duties as assigned by the Senior Pastor or by the Church Council, and perform all other duties pursuant to the office of Secretary.

ARTICLE VI
Indemnification

To the full extent permitted by the Act, as amended from time to time, the Church shall indemnify any Church Council Member, Pastor, officer, 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. A determination of the right to indemnification under the Act shall be made by legal counsel selected by the majority vote of the Church Council.

ARTICLE VII
Committees

SECTION 1: Number and Term. The Church shall maintain at least two (2) committees, Finance and Personnel. Each Committee shall consist of a minimum of ~~five (5)~~ **three (3)** members and a maximum of ~~seven (7) members~~ **six (6) members**. Each member shall serve for three (3) successive one (1) year terms (subject to annual review and approval of the Church Council) and will be appointed by the Church Council. ~~They may continue to serve up to an additional two (2) successive (1) year terms, and be re-eligible to serve after a one year period.~~

SECTION 2: Purpose and Function. The Finance committee shall receive monthly reports of the Church's finances and will review the budget and make recommendations thereon to the Church Council before it is submitted to a vote by the Church members. The Personnel Committee will make salary recommendations to The Finance Committee.

ARTICLE VIII
Miscellaneous Provisions

SECTION 1: Construction of Bylaws. These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations of other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. In the event that any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal or unenforceable provision had not been included in the Bylaws. Headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the masculine gender shall be deemed to include also the feminine and/or neuter genders, all singular words shall include the plural, and all plural words shall include the singular.

SECTION 2: Seal. The Church Council may provide for a corporate seal.

SECTION 3: Power of Attorney. Any instrument related to the Church may be executed by means of a Power of Attorney as long as the original executed copy of the power of attorney is provided to the Secretary-Treasurer of the Church to be kept with the official Church records.

SECTION 4: Parties Bound. The Bylaws shall be binding upon and inure to the Benefit of the Church members, Church Council members, officers, committee and advisory team members, employees and agents of the Church and to their respective heirs, executors, administrators, legal representatives, successors and assigns except as otherwise provided by these Bylaws.

SECTION 5: Alternative Dispute Resolution. In keeping with the spirit of I Corinthians 6: 1-8, any and all disputes arising between any member of the Church and the Church herself, or between any member of the Church and any officer, Church Council member, committee or advisory team member, volunteer or agent of the Church shall be resolved in accordance with the ***Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation***. If efforts at conciliation or mediation fail, then the matter shall be resolved through binding arbitration. The decision of the arbitrators shall be binding on both parties. Each party shall bear his own cost, to include attorney's fees, related to any mediation, conciliation or arbitration proceeding.

In the event that the dispute results in the award of monetary damages, then use of the conciliation, mediation and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Church and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process shall not be construed to be a substitute for any disciplinary process set forth in the Bylaws, and shall in no way affect the authority of the Church to investigate reports of misconduct, conduct hearings, or administer discipline of members.

ARTICLE IX **Church Campuses**

The Church will consist of various Campuses, each under the authority of the Corporation with any and all property of the Campus being owned by the Corporation. Each Campus will have an assigned Campus Pastor who is under the authority of the Senior Pastor and who is appointed and/or hired under the authority of the Church Council. The Church Council will appoint a lay member, who is not necessarily a Church Council member, to assist in campus development.

ARTICLE X **Dissolution**

In the event of dissolution of the church, the assets of the organization shall be given and paid over to a nonprofit organization of like faith and order as outlined in the Articles of Faith of this constitution which would satisfy the remaining membership and qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations. These would include in order of priority the El Paso Baptist Association, the Baptist General Convention of Texas, then other organizations of like faith and order. None of its assets shall be divided among its members, individuals, or any groups not holding tax exemption. Any and all actions related to dissolution shall be done with the consent of the Church Council and two-thirds (2/3) of the members of the Church present at a membership meeting, in accordance with Article I, Section 5 and Article II, Section 5 of these bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently appointed and acting Secretary of Del Sol Church, Inc., a Texas Nonprofit Corporation, and that the Bylaws, consisting of eight (8) pages, are the Bylaws of this Church as adopted by a vote of the members of the Church on December 5, 2018.

Executed at Del Sol Church in El Paso, Texas,

Nancy W. Contreras
Secretary and Treasurer