

BYLAWS

HIGHPOINT FELLOWSHIP – CEDAR PARK

A TEXAS NON-PROFIT CORPORATION

Draft Amendments March 1, 2010

ARTICLE ONE

PURPOSE AND GOALS

1.01 Purpose: HighPoint Fellowship – Cedar Park (church) is a non-profit corporation (Corporation) organized exclusively for religious, charitable, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code. The primary purpose of the Corporation, subject to the limitations herein provided, is to conduct religious, Christian-centered activities in support of its members and the community.

1.02 Goal: The goal of HighPoint Fellowship – Cedar Park, is to glorify God and enjoy him forever. This occurs through building a holy and caring community of believers, committed to conforming to the image of Christ and empowered by the Holy Spirit, that:

- Exalt God through Bible-centered worship--both privately and publicly,
- Equip other believers through preaching and teaching God's truth,
- Encourage one another through nurturing, fellowship, and prayer,
- Evangelize and baptize others through words and service, and
- Extend the Gospel to all the world through missions.

ARTICLE TWO

PRINCIPAL OFFICE

2.01 Principal Office: The principal office of the corporation shall be located at 600 West New Hope Road, Cedar Park, Williamson County, Texas, 78613.

ARTICLE THREE

MEMBERS

3.01 Eligibility: Any person 18 years or older, who confesses belief in the Lord Jesus Christ, manifests a lifestyle that evidences the personal Lordship of Christ, and agrees to work in harmony with the church, shall be eligible for membership in the church.

3.02 Application: Any person desiring to be affiliated with the church as a member may attend a membership class. After signing the membership covenant, new members will be accepted into membership during a Sunday worship service. Membership shall not be granted on the basis of any kind of transfer request or transfer certificate from another church.

3.03 Membership Covenant: Changes to the membership covenant will be approved by the Board of Trustees.

3.04 Responsibilities. Membership in the church implies certain individual responsibilities. Members, by the enabling of God, should:

- Honor, love, and pray for the leadership of the church,
- Honor, love, and pray for one another,
- Strive to preserve unity and harmony in the body,
- Serve the body by using God-given gifts and talents,
- Attend church assemblies and meetings regularly, and
- Contribute, as the Lord enables, time, talent, tithes, and offerings for the church body.

3.05 Rights: All members in good standing shall have equal rights, including the right to vote and be eligible to hold office. No individual shall have rights of ownership to the church property, real or personal.

3.06 Acceptance: Upon acceptance into membership, the names of the members will be recorded in the church's electronic system of record. This system of record shall be the formal system by which the church maintains its membership roll.

3.07 Church Roll: Once a year, the church's designated administrator shall review the membership roll and ensure that the membership information is as accurate as possible. At that time, a hard copy of the membership roll shall be made and used as the system of record for any transactions or contracts entered into by the church that require membership information.

3.08 Termination: Members may voluntarily withdraw membership from the church at any time by notifying a member of the staff, Board of Trustees, or a Shepherd verbally or in writing. Any member not attending assemblies of the church for one year, without a valid reason, will no longer be recognized as members. Upon termination, the member's name will be removed from the members roll in the electronic system of record.

3.09 Membership Meetings: A regular annual meeting of the members shall be held in the principal office of the Corporation during the first quarter of each calendar year (January through March). The Board of Trustees may provide another time, date, and place of such meeting, and for the holding of additional regular meetings of the Corporation.

3.10 Meeting Notice: Notice of any additional meeting of the members of the Corporation shall be given by the Secretary of the Board of Trustees at least ten (10) days and no more than sixty (60) days previously thereto by notice delivered by public announcement on the website of the church (www.hpf.org) or by electronic mail to each Trustee and member of the church. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these bylaws.

3.11 Quorum: At least 25 church members attending a regular or special membership meeting shall constitute a quorum.

ARTICLE FOUR
BOARD OF TRUSTEES

4.01 Number, Term, and Election: The Board of Trustees shall be composed of at least five (5) and not more than twelve (12) persons who are HighPoint Fellowship members. Trustees shall serve for a term of one year. Trustees will be limited to not more than six (6) consecutive terms on the Board. Exceptions to the term limit may be allowed in exceptional circumstances with unanimous consent of the Trustees. Trustees shall be elected by majority vote of the church members at a membership meeting. The Senior Pastor is a non-voting member of the Board of Trustees with no term limits.

4.02 Nomination: The nomination of members to be considered for serving as a Trustee shall be conducted by the Trustee Nomination Team (Article 5).

4.03 Qualifications and Characteristics: To qualify to serve as a Trustee of the church, a person shall be a member of the church in good standing (Article 3) for at least two (2) years before being elected as a Trustee. A Trustee shall have demonstrated experience in ministry or church leadership and be committed to HighPoint Fellowship's purpose, goals, and leadership structure. The characteristics of persons serving as Trustees should include:

- A life that models Christ and demonstrates high integrity,
- Spiritual gifts of wisdom, leadership, and administration,
- Strong communication skills,
- The ability to work together as a team with other Trustees,
- The respect of HighPoint Fellowship members and others in our community, and
- A deep love for the members of HighPoint Fellowship.

4.04 Rights and Responsibilities: Trustees are given the right and responsibility to conduct the general business of the church, unless otherwise limited in these bylaws. Specific responsibilities of the Trustees include, but are not limited to,:

- Ensuring HighPoint Fellowship is in compliance with all Federal, state, and local laws and regulations, particularly including maintaining the 501(c)(3) non-profit status under the Internal Revenue Code,
- Acting in accordance with the intent of the Corporation's Articles of Incorporation and the Bylaws,
- Overseeing the financial matters of the church, including, but not limited to, approving annual budgets and financial statements, establishing compensation packages for staff, approving contracts or financial obligations, and approving housing allowances for pastors,
- Providing for the physical well-being of church staff and their families,
- Developing and communicating, in consultation with the Shepherd Council and Senior Pastor, strategic visions for the future of the church,
- Directing, in consultation with the Shepherd Council, the hiring and termination of the Senior Pastor,
- Approving, in consultation with the Shepherd Council and Senior Pastor, the hiring and termination of HighPoint Fellowship staff,
- Serving as an accountability team for the work of the Senior Pastor,
- Attending regular meetings of the Board of Trustees, and
- Appointing, in consultation with the Senior Pastor, members to serve on other committees and teams as needed to carry out the various operations of the church,

including, but not limited to, the Trustee Nomination Team, the Servant Leadership Team, the Finance Team, and the Preschool Committee (Article 6).

4.05 Board Meetings: The Board of Trustees is expected to meet at least quarterly or more frequently as needed to conduct the general business of the church. Board meetings may be held at any time or place and requested by any Trustee, so long as each Trustee has had at least one week notice of the meeting. This notice requirement may be waived by unanimous consent of the Board. Members may attend any meeting of the Board upon request to a member of the Board. The Board may meet without other church members present to discuss matters of a confidential nature.

4.06 Quorum: A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board.

4.07 Board Actions and Resolutions: The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these bylaws. A Trustee may vote only in person or by written proxy.

4.08 Board Action without Meeting: Any resolution or action required or permitted to be taken by the Board of Trustees may be taken without a meeting and with the same force and effect as a unanimous vote of Trustees, if all members of the Board shall individually or collectively consent in writing, including electronic mail, to such action. Such actions shall be recorded as formal resolutions in the minutes of the next Board of Trustees meeting.

4.09 Telephone and Similar Meetings: Trustees may participate in and hold a meeting by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.10 Removal and Suspension: Any Trustee may be removed or temporarily suspended from the Board if the person no longer meets the qualifications and characteristics of a Trustee, as described in Article 4. Removal or suspension of a Trustee requires a super majority vote (75%) of all the voting Trustees at a Board meeting. The Trustee being considered for removal or suspension shall not vote on the resolution for removal or suspension.

4.11 Vacancies: Any vacancy on the Board of Trustees that occurs as a result of the removal, suspension, resignation, or death of a Trustee shall be filled by appointment of a replacement by majority vote of the Trustees. The appointed Trustee shall serve until the next membership meeting. If the removal, suspension, resignation or death of a Trustee results in the number of Trustees dropping below the minimum number of required Trustees, the Senior Pastor shall serve as a voting member of the Board of Trustees until a replacement is appointed.

4.12 Compensation. Trustees, as such, shall not receive any stated salaries for their services, but by resolution of the Board. A Trustee may be reimbursed for expenses incurred in the Corporation's business.

ARTICLE FIVE
BOARD OF TRUSTEES OFFICERS

5.01 Election: When elected to the Board of Trustees, a person may also be elected to serve in an officer position by majority vote of Trustees at the first Board meeting following the membership meeting where Trustees are elected. The following officer positions shall exist within the Board of Trustees:

- Chairperson
- Vice-Chairperson
- Secretary
- Treasurer

5.02 Chairperson: The Chairperson of the Board of Trustees shall be responsible for calling and running all meetings of the Board. The Chairperson shall be responsible for ensuring that an agenda for each meeting is defined and reflects the business and spiritual needs of the church. The Chairperson is responsible for generally ensuring that the Board of Trustees functions as an effective and supportive leadership body in order to further the vision and mission of the church. The Chairperson shall be responsible for forming a selection committee should the need arise to select a new Senior Pastor.

5.03 Vice-Chairperson: The Vice-chairperson assumes the role of chairperson in the event that the chairperson is unavailable. The Vice-chairperson shall be the convener of the Trustee Nominating Team (Article 6) and shall be responsible for reporting the activities of that team to the Board.

5.04 Secretary: The Secretary is responsible for keeping all official records related to activities of the Board of Trustees. This includes, but is not limited to:

- Recording and producing official minutes of all meetings of the Board of Trustees,
- Recording resolutions proposed by the Board of Trustees,
- Providing that all notices are given in accordance with the provisions of these bylaws, or as required by law, and
- Communicating Board resolutions to all relevant parties within the church.

5.05 Treasurer: The Treasurer is responsible for ensuring that the church keeps accurate records of all money received and expended by the church. The Treasurer shall also function as the chairperson of the Finance Team. The Treasurer is responsible for providing accurate financial reports to the Board of Trustees and other church leadership groups as needed, but no less frequently than quarterly. The Treasurer works with the Board of Trustees and the Finance Team to ensure that the church applies biblical stewardship principles to the financial operations of the church in order to meet the agreed vision and mission of the church. The Treasurer shall not have the authority to sign checks, open accounts or generally conduct business on behalf of the church without explicit consent of the Board of Trustees.

5.06 Resignations and Succession: In the event that any officer of the Board of Trustees resigns or is otherwise unable to serve in the position, an existing Trustee will be elected by resolution of the Board to serve in the vacated officer position. If any officer is not reelected to the Board of Trustees at a membership meeting, that officer will continue to serve in the position until the office is filled by election of a new officer at the next meeting of the Board of Trustees. In this case the Board should meet to elect new officers no more than 30 days following the membership meeting.

ARTICLE SIX

COMMITTEES AND LEADERSHIP TEAMS

6.01 Shepherds: The Shepherds are a team of lay church members whose purpose is to provide spiritual guidance, compassionate care, and teaching to the church. Shepherds serve the role as ascribed to elders, bishops, or overseers in the Bible (I Timothy 3:1-7; Titus 1:6-9; I Peter 5:1-4).

Shepherds are nominated and selected by the church members. The Shepherd selection process will be coordinated by a Shepherd Nominating Team (SNoT) whosm members are appointed by the Board. The SNoT includes and is chaired by the Senior Pastor (or his designee). Any lay person can be nomiated as a shepherd and any nomination can be submitted by any member of the church, including staff members. The SNoT shall ensure candidates have the character of a Shepherd and are able to carry out the responsibility of Shepherds.

Responsibilities of the Shepherds include, but are not limited to:

- Building and maintaining relationships of trust with people in our church,
- Lovingly resolving relationship conflicts among members,
- Keeping God’s vision for HighPoint in the forefront,
- Mentoring future leaders at our church,
- Giving Godly advice and perspective to members and other church leaders,
- Confronting sin in a Christ-like way,
- Guarding the church from non-biblical, false teachings and all ungodliness,
- Supporting and encouraging church ministries, SaLT, staff, and the Board,
- Showing up in times of trouble to be care-givers,
- Helping the HighPoint family get spiritually fed through biblical teaching,
- Providing spiritual and theological support to the Senior Pastor and staff, and
- In conjunction with the Senior Sastor, guiding the church in understanding, documenting and updating topics of theological and doctrinal importance.

The character of a shepherd can be summed up as follows: “A shepherd is a willing and trustworthy servant who is attentive to the needs of the flock and equips them for ministry. He is vigilant and quick to defend the Father’s sheep. As one who walks intimately with the Lord, he provides wise counsel. A shepherd has a welcoming spirit and is full of joy and grace. He gives generously of his time and possessions. He is a committed and respected leader of his family and well-thought-of in his community.”

6.02 Trustee Nomination Team: The Trustee Nomination Team (TNT) is a committee of the church that serves to coordinate and manage the process of nomination, and election of persons to the HighPoint Fellowship Board of Trustees. The TNT shall consist of four (4) to six (6) persons:

- The Vice Chairperson of the Board of Trustees,
- The Senior Pastor or staff member designated by the Senior Pastor,
- A representative of the Shepherds selected by the current Shepherds, and
- One to three non-staff (lay) church members not currently serving as a member of the Board of Trustees or the Shepherds. This person is appointed by consensus of the other 3 representatives.

There are no term limits for members of this committee. The Vice Chairperson of the Board of Trustees will be responsible for scheduling meetings, keeping minutes (where

appropriate) and informing the Shepherds, Board of Trustees, and church members of issues related to the nomination process.

The TNT shall be responsible for ensuring transparency and integrity in the election of persons to the Board of Trustees. The TNT will ensure that nominees to the Board of Trustees possess the necessary qualifications and characteristics (Article 4). The TNT will notify the church members of the qualified nominees at least ten (10) days in advance of a church membership meeting where Trustees will be elected.

The TNT shall meet with nominees in order to validate that they:

- Agree to be elected to the office or group to which they were nominated,
- Are called to the service to which they are being nominated,
- Meet the requirements defined by the church for those persons holding the office,
- Understand the responsibilities and commitments of the position, and
- Have all questions answered about the process and position.

Whenever persons are made available for election as a Trustee, the TNT is responsible for ensuring that the process of election is fair and beyond reproach. During church membership meetings whenever nominated persons are presented for election a lay member of nominating committee should review the nomination process, answer questions from the church members, and certify the results.

6.03 Servant Leadership Team (SaLT): SaLT is a committee of the church generally made up of ten (10) to fifteen (15) members of the church. SaLT members will have been church members in good standing for at least one (1) year prior to serving on SaLT. Staff members may serve on the SaLT. Participation on SaLT will be recommended by the Senior Pastor and approved by the Board. SaLT members generally serve for 3 years, though there are no formal term limits. The purpose of SaLT is to help ministry leaders be successful in fulfilling their biblical purpose for ministries and programs of the church. The SaLT meets monthly (or as needed) to coordinate schedules, priorities, and resources. SaLT members should be gifted in areas of encouragement, organization, administration, and communication.

6.04 Finance Team: The Finance Team is a committee of the church charged with overseeing the financial activities of the church. The Finance Team is appointed by the Board and is chaired by the Treasurer of the church. Finance Team members will have been church members in good standing for at least one (1) year prior to serving on the Finance Team. Finance Team members generally serve for 3 years, though there are no formal term limits. The Finance Team will work with SaLT and other ministries of the church to develop and carry out the annual budget approved by the Board of Trustees. The Finance Team provides assistance to carry out the duties of the church treasurer. Finance Team members should be gifted in areas of administration, finance, and communication.

6.05 HighHopes Preschool Committee (Preschool Committee): HighHopes Preschool is a ministry of the church. The purpose of the preschool is to provide preschool Christian education programs for children ages two years old through pre-kindergarten where they can experience God's love and explore God's world.

The Preschool Committee (also referred to as the Preschool Board of Directors) is a committee of the church generally made up of five (5) to ten (10) members of the church. At least one member of the Board of Trustees will serve on the Preschool Committee.

The Children's Pastor will serve on the Preschool Committee. Preschool Committee members will have been church members for at least one (1) year prior to serving on the Preschool Committee. Preschool Committee members are appointed by the Board of Trustees. The Preschool Committee will oversee all operations and activities of HighHopes Preschool. The Preschool Committee will provide regular reports, at least quarterly, on the preschool operations and finances to the HighPoint Fellowship Board of Trustees. The Preschool Committee will recommend to the Board of Trustees the hiring of the Preschool Director position (Article 7).

6.06 Other Committees: Other committees may be formed at the approval and direction of the Board of Trustees to carry out specific needs of the church.

ARTICLE SEVEN

EMPLOYEES

7.01 Senior Pastor: The Senior Pastor position is considered the spiritual leader of the church and provides teaching, leadership, and vision for the church. Employment of the Senior Pastor is determined by the Board of Trustees, in consultation with the Shepherds, through recommendation of a selection committee chaired by the Chairperson of the Board of Trustees. Responsibilities of the Senior Pastor include, but are not limited to:

- Providing biblical teaching to church members,
- Setting an inspired vision for the church,
- Working closely with the Shepherds,
- Supervising and mentoring church staff,
- Providing recommendations to the Board for hiring new church staff,
- Participating on the Board of Trustees, and
- Providing support to other church ministries, leadership groups, and committees.

7.02 Other Staff: Other full-time staff positions of HighPoint Fellowship will be created and filled as needed. Recommendations for new staff positions will be made to the Board through the budget approval process. Filling staff positions will be based on recommendations from the Senior Pastor (working with a selection team) and approved by the Board of Trustees. Termination of any staff members will be by approval of the Board of Trustees. Staff positions may include, but are not limited to, Worship Pastor, Youth Pastor, Children's Pastor, and Office Manager. Ministry staff will be supervised by the Senior Pastor. Supervision of administrative staff may be delegated by the Senior Pastor to other staff positions.

7.03 Preschool Director: The Preschool Director will carry out the purpose of HighHopes Preschool and ensure the Preschool conforms with all necessary laws of the State of Texas and upholds high moral standards consistent with the purpose of the church. The Preschool Director will provide regular reports, at least quarterly, on operations and finances of the Preschool to the Preschool Committee (Article 6). The person hired to the Preschool Director position will be selected by the Preschool Committee with approval from the HighPoint Fellowship Board of Trustees. The Preschool Director will interview candidates for the Assistant Preschool Director position and recommend to the Preschool Committee the person to fill that position. The Preschool Director will hire and supervise all other employees working for HighHopes Preschool.

7.04 Assistant Preschool Director: The Assistant Preschool Director will provide assistance to the Preschool Director to carry out the operations of the preschool. The Assistant Preschool Director will be supervised by the Preschool Director. The Assistant Preschool Director position will be hired by the Preschool Committee at the recommendation of the Preschool Director.

7.05 Other employees: Other part-time employees and short-term full-time employees will be hired as needed. These employees may be hired and supervised by other HighPoint Fellowship staff or the Preschool Director as long as the funds for the position are approved by the Board of Trustees as part of a budget approval process.

7.06 Background Checks: All employees of HighPoint Fellowship and HighHopes Preschool will consent to the church conducting a criminal background check prior to working for the church or preschool. If any negative events are noted on the background check of any applicant, the Board of Trustees will review the circumstances involved and determine if hiring of the individual is appropriate. For employees of the HighHopes Preschool, the Preschool Committee will carry out this function of reviewing any potential employees with negative events on their background check.

ARTICLE EIGHT

MISCELLANEOUS

8.01 Books and Records: The church shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Trustees and any committee having any authority of the Board of Trustees.

8.02 Fiscal Year: The fiscal year of the church shall be the calendar year.

8.03 Waiver of Notice: Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE NINE

AMENDMENTS

9.01 Amendments: By majority vote, the Board of Trustees may propose to alter, amend, or repeal these bylaws at any meeting of the Board. The Board shall present proposed amendments in writing to the members of the church ten (10) days prior to a church membership meeting. The members shall have the power to alter, amend, or repeal these bylaws by a majority vote of the members present at such meeting.

These bylaws were approved, as amended, by majority vote of the members of HighPoint Fellowship – Cedar Park on the ____ day of _____, 2010.

---- DRAFT ----

Secretary