

# PROPOSED DRAFT - 12/3/2020

## BYLAWS OF THE GATHERING CHURCH OF SAN ANTONIO (A Texas Nonprofit Corporation)

Effective January 1st, 2021

### I.

#### NAME, ADDRESS AND AUTHORITY

1. Name. The name of the church shall be The Gathering Church of San Antonio ("**Gathering**"). Gathering also does business under the assumed name of Gathering Midtown.
2. Address. The address of Gathering's registered office shall be PO Box 12483, San Antonio, Texas 78212, or any other address which the Leadership Team (as defined in Article II below) may from time to time determine in accordance with the provisions of these Bylaws.
3. Authority. Gathering was formed as a Texas nonprofit corporation under the laws of the State of Texas by the filing of a Certificate of Formation (the "**Certificate**") in the Office of the Secretary of State of the State of Texas on June 21, 2012. Gathering is a member of, and a Mission Church within, the Mission Society (as defined in Article II below) and voluntarily submits to the ecclesiastical authority of the Mission Society arising out of her membership within the Mission Society.

### II.

#### DEFINITIONS

The following terms shall have the meanings set forth herein:

- (a) "**Bishop**" means, from time to time, either the lead bishop of the Mission Society or a bishop within the Mission Society to whom the lead bishop of the Mission Society delegates the responsibility for providing spiritual oversight and relational encouragement to Gathering, the Leadership Team, and the Lead Pastor.
- (b) "**Discipleship Team**" means a team of individuals within Gathering comprised of all current Gospel Community Leaders and Serve Team Leaders. The Discipleship Team exists to ensure that Gathering is making, maturing, and multiplying disciples of Jesus Christ.
- (c) "**Gospel Community**" means a group of people gathered by and for the good news of Jesus Christ who love God, love each other, and serve God's mission in their neighborhood, community, and the world. Gospel Communities are recognized and designated, from time to time, by the Leadership Team.
- (d) "**Gospel Community Leader**" means the leader of a Gospel Community recognized by the Leadership Team.

# PROPOSED DRAFT - 12/3/2020

(e) **“Lead Pastor”** means the ordained presbyter within the Anglican Communion called by the Leadership Team and approved and installed by the Bishop to spiritually lead Gathering in collaboration with the Leadership Team. The Lead Pastor shall have the powers and responsibilities as are enumerated in Article VI of these Bylaws.

(f) **“Associate Pastor”** means an ordained presbyter within the Anglican communion or an non-ordained individual recognized by the Leadership Team.

(g) **“Worship Pastor”** means an ordained presbyter within the Anglican communion or an non-ordained individual recognized by the Leadership Team.

(h) **“Leadership Team”** means a team which is vested with the management, oversight and governance of Gathering as more fully set forth in Article V below. The Leadership Team constitutes the “Board of directors” of Gathering for the purposes of the TBOC and is vested with all rights, powers, duties, responsibilities and legal protections pertaining to the “Board of directors” of a nonprofit corporation as set forth in the TBOC.

(i) **“Mission Society”** means the Anglican Mission in the Americas, a Society of Mission and Apostolic Works, and any ecclesiastical successor thereto by merger, affiliation or otherwise pursuant to which the spiritual and ecclesiastical authority within the Mission Society becomes vested in a different ecclesiastical authority within the Anglican Communion.

(j) **“Serve Team Leader”** means the leader of a Gathering serve team recognized by the Leadership Team.

(k) **“Staff Team”** means the team of individuals who have been designated or employed by Gathering to be responsible for the day-to-day ministry work of the church.

(l) **“TBOC”** means the Texas Business Organizations Code as amended from time to time.

## III.

### GOVERNANCE

1. **Management.** Subject only to the express limitations set forth herein or in the Certificate, the management and governance of Gathering is vested in the Leadership Team.
2. **No Members.** Gathering shall not have “members” as such term is contemplated by the TBOC.

## IV.

### PURPOSE

1. **Purpose.** The purpose of Gathering is to love the wounded and wandering, leading them to joyful discipleship in Jesus Christ and to establish a long-term sustainable presence of the Kingdom of heaven in San Antonio, Texas. In furtherance of the foregoing, Gathering may engage in all lawful activities

# PROPOSED DRAFT - 12/3/2020

which may be carried out by a nonprofit corporation organized under the laws of the State of Texas.

## 2. Limitation on Powers.

(a) No part of the activities of Gathering shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for political office.

(b) Gathering will not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code (as amended or replaced) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (as amended or replaced).

## V.

### LEADERSHIP TEAM

1. Number of Team Members. The Leadership Team shall consist of the Lead Pastor, Associate Pastor, Worship Pastor, and no fewer than four (4) but no more than ten (10) additional individuals. The Leadership Team shall endeavor to have an odd number of members. Non-Pastoral members shall represent the majority on the Leadership Team.

## 2. Selection, Qualifications, Inquiry.

(a) **Selection.** New members of the Leadership Team may be suggested by the congregation of Gathering and selected and approved by the existing members of the Leadership Team (which must include the approval of the Lead Pastor). Each potential member shall provide such assessments or questionnaires as the Leadership Team shall establish from time to time for potential new members of the Leadership Team.

(b) **Qualifications.** With the exception of Staff Team members, the Leadership Team shall consist of qualified individuals within the congregation of Gathering who:

- (1) have prayerfully discerned a calling to serve on the Leadership Team;
- (2) demonstrate the biblical qualifications described in 1 Timothy 3:1-7 and Titus 1:5-9;
- (3) are an active member of a Gospel Community;
- (4) except for the Lead Pastor, Associate Pastor, and Worship Pastor, are not on staff of the church; and
- (5) are serving on a Gathering Serve Team.

(c) **Inquiry.** Before any new member of the Leadership Team is approved by the Leadership Team, the Lead Pastor shall make discrete inquiry within the congregation of Gathering and in the community as the Lead Pastor deems necessary in

his sole discretion to ensure that new members of the Leadership Team meet the character and leadership criteria specified herein.

3. Duties. It shall be the duty of the Leadership Team to manage all temporal responsibilities of Gathering and, in general, to act alongside the Lead Pastor for the furtherance of the Gospel, and thereby exercise all such powers and to do all such lawful acts and things as are not prohibited by statute, the Certificate or these Bylaws. The Leadership Team shall have the following specific responsibilities:

- (1) Provide biblical eldership to the congregation;
- (2) Discern and recognize Gospel Communities, Gospel Community Leaders, and Serve Team Leaders within Gathering;
- (3) Initiate, create and implement policies and procedures helpful to the vision, mission and ministry of Gathering;
- (4) Establish duties, roles, responsibilities and titles of Staff Team.
- (5) Approve the annual budget and ensure that the financial affairs of Gathering are administered faithfully and prudently;
- (6) Manage the physical properties of Gathering, whether owned or leased by Gathering;
- (7) Perform all such duties as the Lead Pastor may assign to members of the Leadership Team from time to time;
- (8) Notify the Bishop when Gathering is without a Lead Pastor; and
- (9) In the absence of a Lead Pastor, to call, with the approval of the Bishop, a Lead Pastor for Gathering;
- (10) To appeal to the Bishop requesting the discharge of the Lead Pastor from his duties as Lead Pastor in accordance with Article V, Section 13 of these Bylaws.

4. Quorum; Voting.

(a) **Quorum.** At all meetings of the Leadership Team, the presence of a majority of the members of the Leadership Team then in office shall be necessary and sufficient to constitute a quorum for the conduct of the affairs of Gathering and the act of the members of the Leadership Team present at any meeting at which there is a quorum shall be the act of the Leadership Team, except as may be otherwise specifically provided by statute, the Certificate or these Bylaws. If a quorum shall not be present at any meeting of the Leadership Team, any member of the Leadership Team present thereat may adjourn the meeting until such time as a quorum shall be present. A member of the Leadership Team is present at a meeting if in telephonic communication with those members physically present if all members of the Leadership Team can both hear and simultaneously communicate with all other members of the Leadership Team.

(b) **Voting.**

(1) Except as provided in subsection (2) of this Section 4(b) and in Article V, Section 13, at any regular or special meeting of the Leadership Team, the vote of the majority of the Leadership Team shall constitute the decision and action of the Leadership Team.

(2) Except for the Leadership Team's request that the Bishop remove the Lead Pastor, the Lead Pastor must approve any vote for it to be effective. If any vote fails for lack of the Lead Pastor's affirmative vote, two-thirds of the remaining members of the Leadership Team may vote to seek the Bishop's guidance and counsel on the matter. After receiving the Bishop's guidance and counsel, the matter may be voted on again at any valid meeting and may be passed by a majority vote of the Leadership Team. That majority vote need not include the Lead Pastor's affirmative vote.

5. Term. Each member of the Leadership Team shall serve for one term of three (3) years. Members of the Leadership Team may serve additional terms after a one (1) year break. There shall be no limit on the number of terms that any member of the Leadership Team may serve. If a member is elected to fill in a current term, they may serve a subsequent term. With the exception of Pastors, approximately one third of the Leadership Team members will endeavor to resign each year from the Leadership Team.

6. Removal. Members of the Leadership Team serve the congregation and the Lead Pastor by agreeing with the church's vision and values and helping carry forward its ministry initiatives. Members of the Leadership Team may be removed by a two-thirds vote of the remaining members of the Leadership. In the absence of a Lead Pastor, the Bishop may remove members from the team, but only with the advice and counsel of the remaining members of the team and only with notice to the congregation.

7. Vacancies. If any vacancies occur on the Leadership Team caused by death, resignation, retirement, disqualification or removal from office, or if the number of members of the Leadership Team shall be increased by the action of the Leadership Team, such vacancy shall be filled as provided for in Section 2 of this Article V.

8. Meetings.

(a) **Location.** The Leadership Team may hold meetings, both regular and special, either within or without the City of San Antonio or the State of Texas, which meetings may be held in person or telephonically where all members of the Leadership Team present at such meeting can both hear and simultaneously communicate with all other members of the Leadership Team.

(b) **Regular Meetings.** Regular meetings of the Leadership Team shall be held at least once each quarter and at such other times as determined by the Lead Pastor. The call of a regular meeting shall be at such time and such place as the Lead Pastor shall determine. Written or electronic notice of regular meetings of the Leadership Team shall be given to each member of the Leadership Team at least three (3) days before the date of the meeting.

(c) **Special Meetings.** Upon the written request of at least two (2) members of the Leadership Team, a special meeting of the Leadership Team shall be called by the Secretary of Gathering. In connection with any call for a special meeting of the Leadership Team, the members of the Leadership Team requesting such a meeting shall

provide a general description of the reasons for and the business to be undertaken at such special meeting. Written or electronic of special meetings of the Leadership Team shall be given to each member of the Leadership Team at least three (3) days before the date of the meeting.

9. Actions without Meetings. Any action required or permitted to be taken at any meeting of the Leadership Team may be taken without a meeting, if prior to such action a written consent thereto is signed by at least two-thirds of the members of the Leadership Team (which members must include the Lead Pastor except with respect to an action to appeal to the Bishop for the removal of the Lead Pastor). Any such action by written consent shall be filed with the minutes of the proceedings of the Leadership Team. A positive email response from a known email address of a member of the Leadership Team indicating such member's affirmation of a proposed resolution shall be sufficient to establish the written consent of a member of the Leadership Team.
10. Executive Session. During a regular or special meeting of the Leadership Team, upon the request of any member of the Leadership Team and receipt of a majority vote of the members of the Leadership Team present at such meeting, the Leadership Team may enter executive session closed to guests or other individuals who are not members of the Leadership Team in order to protect the confidentiality of attorney-client communications or to protect other immunities or privileges available only in executive session. Minutes of any executive session shall be maintained separately from the regular minutes of the Leadership Team and shall not be disclosed to any person who is not a member of the Leadership Team, the Bishop, or legal counsel to Gathering.
11. Compensation. No member of the Leadership Team shall receive any stated compensation for their service as a member of the Leadership Team.
12. Presiding Officer. The Lead Pastor shall be the presiding officer of the Leadership Team at any regular or special meeting of the Leadership Team except for any meeting called for the purpose of determining whether to appeal to the Bishop for the removal of the Lead Pastor (in which case the remaining members of the Leadership Team shall determine by majority vote who shall serve as the presiding officer at such meeting).
13. Removal of Lead Pastor. The Leadership Team must advise the Bishop if they discern that the Lead Pastor is no longer fit to serve as the Lead Pastor of Gathering. The Leadership Team may by the affirmative vote of two-thirds of the members of the Leadership Team (other than the Lead Pastor) appeal to the Bishop, requesting the discharge of the Lead Pastor from his duties as Lead Pastor of Gathering. Only the Bishop, after consultation with the Leadership Team, has the authority to relieve the Lead Pastor of his duties as lead pastor of Gathering.
14. Standard of Care. In accordance with the TBOC, each member of the Leadership Team shall discharge his or her duties in good faith, with ordinary care, and in a manner the member reasonably believes to be in the best interest of Gathering. In executing his or her duties, a member of the Leadership Team may rely in good faith on information or an opinion, report or statement prepared or presented by the Lead Pastor, the Bishop, or any other ordained presbyter or deacon.

## VI.

### LEAD PASTOR

1. Call. The Lead Pastor shall be anointed by God, qualified according to Holy Scripture, and ordained as a presbyter (or consecrated as a bishop).
2. Selection of Lead Pastor. The Lead Pastor shall be called by the Leadership Team with the prior approval of the Bishop.
3. Roles/Responsibilities. The Lead Pastor shall:
  - (a) Have final authority in the administration of all matters pertaining to the public worship and discipleship within Gathering, subject to the oversight of the Bishop;
  - (b) Have authority over all ordained clergy and staff serving Gathering (whether in a paid or unpaid capacity). Such authority shall include, but is not limited to, all decisions with regard to the hiring and termination of employment of any such clergy and staff. The compensation of any clergy or staff shall be subject to the approval of the Leadership Team in connection with the Leadership Team's approval of an annual budget or as approved at any meeting of the Leadership Team;
  - (c) Preside at all meetings of the Leadership Team, subject to, in his sole discretion, the Lead Pastor's right to delegate such role for any meeting to another member of the Leadership Team;
  - (d) Cause Gathering to keep a register of all baptisms, confirmations, marriages, and burials solemnized by the Lead Pastor or other clergy serving Gathering, a record of attendance at all public worship gatherings, and a list of individuals who are a part of the congregation of Gathering; and
  - (e) Have use and control of the spaces owned, leased, rented, borrowed and/or used by Gathering for the purposes of his office and for the full and free discharge of all functions and duties pertaining thereto.
4. Term and Removal of the Lead Pastor. Except by the Bishop pursuant to Article 5, Section 13, the Lead Pastor cannot be forced to retire or resign from his position with Gathering.
5. Compensation. The salary, benefits and other compensation of the Lead Pastor shall be determined by the Leadership Team. The Lead Pastor, in his capacity as a member of the Leadership Team, shall not be permitted to vote in connection with a vote of the Leadership Team on the salary, benefits and compensation of the Lead Pastor and shall excuse himself from any meeting of the Leadership Team for the period of such meeting where the salary, compensation and benefits of the Lead Pastor are being voted upon by the Leadership Team.

## VII.

### COMMITTEES

1. Special Committees. The Lead Pastor or the Leadership Team may designate one or more special committees, each to have the name, membership,

duties and responsibilities designated by the Lead Pastor or the Leadership Team as the case may be. Special committees shall be advisory in nature only and shall have no authority to take any legally binding action on behalf of Gathering or the Leadership Team.

2. Minutes. Each special committee shall designate one member of the committee to keep minutes of its proceedings, which minutes shall be provided to the secretary of Gathering from time to time. All minutes shall be available for inspection by any person who is a part of the congregation of Gathering at any reasonable time upon prior reasonable notice to the Secretary of Gathering.

## VIII.

### OFFICERS

1. Officers. The officers of Gathering shall be the Lead Pastor, the President, the Treasurer, and the Secretary. The Leadership Team shall, from time to time, appoint the President, the Treasurer, and the Secretary at a meeting of the Leadership Team. Except for the Lead Pastor, officers shall be appointed for a one (1) year term and may be reappointed for successive terms without limit. The President, the Treasurer, and the Secretary serve at the pleasure of the Leadership Team and may be removed with or without cause by the affirmative vote of the majority of the Leadership Team at any meeting of the Leadership Team. Any vacancy occurring in the office of the President, the Treasurer, or the Secretary from whatever cause shall be filled by the Leadership Team as soon as reasonably possible after the occurrence of such vacancy. The President, the Treasurer, and the Secretary shall have such roles and responsibilities as are customary for an officer of a Texas corporation with such title and shall exercise such other powers and perform such other duties as shall be determined from time to time by the Leadership Team.
2. Additional Officers. In addition to the officers specified in Section 1 of this Article VIII, the Leadership Team may appoint such other officers and agents as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be determined from time to time by the Leadership Team.
3. Compensation. The President, the Treasurer, the Secretary and any other officer appointed by the Leadership Team shall not receive any stated compensation for their services in these offices.

## IX.

### INDEMNIFICATION

1. Indemnification. Gathering will indemnify, defend and hold harmless the Lead Pastor, members of the Leadership Team, officers of Gathering, members of committees, and employed clergy and staff (each an "Indemnified Party") for claims brought against them relating to the course and scope of their duties to Gathering to the fullest extent permitted by the TBOC or by the laws of the State of Texas. Gathering may also advance expenses incurred by any Indemnified Party with respect to such claims as and to the fullest extent provided for in the TBOC. Notwithstanding the foregoing, if a claim is brought against an

Indemnified Party by Gathering, such Indemnified Party shall not be entitled to indemnification or advancement of expenses by Gathering.

2. Insurance. Gathering may fulfill its obligations under these Bylaws for indemnification or advancement of expenses pursuant to Article IX, Section 1 by purchasing appropriate insurance coverage which would, in turn, provide the required advancement or indemnification to the Indemnified Party required to be indemnified or have expenses advanced on their behalf.

X.

## **GENERAL PROVISIONS**

1. Fiscal Year. The fiscal year of Gathering shall be the calendar year.
2. Checks. All checks or demands for money and notes of Gathering shall be signed by the Treasurer or such officer or officers or such other person or persons as the Leadership Team may from time to time designate.
3. Books of Account. Books of account for Gathering shall be kept by the Treasurer in substantial compliance with generally accepted accounting practices for churches and religious organizations. The books of account shall be available for inspection at the Gathering's principal business office by any member of the Leadership Team and the Bishop (or the Bishop's designee) at any time, and any member of the congregation of Gathering at any reasonable time upon prior reasonable notice to the Treasurer of Gathering.
4. Audit. If authorized by the Leadership Team, all accounts may be audited or reviewed annually by an independent certified public accountant selected by the Leadership Team. If authorized by the Leadership Team, provision shall be made for any such audit in Gathering's annual budget.
5. Insurance. Gathering shall maintain such insurance on the property of Gathering, whether owned or leased, and such liability insurance as is deemed necessary or prudent from time to time by the Leadership Team.
6. Net Earnings. Gathering does not contemplate pecuniary gain or profit and is organized for non-profit purposes. No part of the net earnings of Gathering shall inure to the benefit of or be distributable to the Lead Pastor, any member of the Leadership Team, any officer of Gathering, or a private individual (except that reasonable compensation may be paid for services rendered to Gathering by any of such parties), and the Lead Pastor, any member of the Leadership Team, any officer of Gathering and no private individual shall be entitled to share in the distribution of any assets of Gathering upon the dissolution of Gathering.
7. Use of Church Property. Subject to the rights of the Lead Pastor described in Article VI, Section 3(e) of these Bylaws, the properties of Gathering may be opened only for the services, rites, ceremonies, or other purposes authorized or approved by the Leadership Team, and for no other use.
8. Dissolution. Upon any dissolution of Gathering in accordance with the provisions of the TBOC, all of its assets and income not applied in satisfaction and discharge of liabilities and obligations of Gathering shall be distributed to one

or more domestic or foreign corporations, societies or organizations which are qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future revenue law of the United States.

**XI.**

**AMENDMENTS**

- 1. Amendment to Bylaws. In order to be effective, any amendment to these bylaws must (1) be passed by a two-thirds vote of the members of the Leadership Team; (2) occur at any regular or special meeting of the Leadership Team if notice of the proposed amendment is contained in the meeting notice; and (3) be published both to the Bishop and to the entire congregation at Gathering, within 30 days of the vote, in a manner commonly and reasonably used to publish matters to the entire congregation. In addition to the foregoing three requirements, any amendments to the manner of removing the Lead Pastor (under Article V, Section 13 of these Bylaws) requires the written approval of the Bishop.

**XII.**

**EFFECTIVENESS**

- 1. Effectiveness. These Bylaws of Gathering shall become effective upon their adoption by the Leadership Team.

Certification of Secretary:

I hereby certify that the above and foregoing Bylaws of Gathering were adopted by the Leadership Team of Gathering on \_\_\_\_\_, 2020.

Name: \_\_\_\_\_  
Title: Secretary