

CONSTITUTION AND BYLAWS OF TARRANT BAPTIST ASSOCIATION, INC.

ARTICLE I - Name

The name of this organization shall be the Tarrant Baptist Association, Inc.

ARTICLE II - Purpose

Section 1 - The purpose of Tarrant Baptist Association, Inc. is to assist member churches individually and cooperatively in carrying out the Great Commission.

ARTICLE III - Objectives

Objectives of Tarrant Baptist Association, Inc. are:

Section 1 - To encourage the doctrinal unity and integrity of the member churches.

Section 2 - To actively encourage a spirit of cooperative fellowship among the member churches while at no time attempting to exercise authority over or interfere with the autonomy of the member churches.

ARTICLE IV - Membership

Section 1 - The Association is a group of Baptist churches voluntarily united to carry out the Great Commission. Membership shall consist of all duly admitted churches, which cooperate with the Association.

Section 1 (a) - A church desiring membership in this Association must present an application for membership stating its desire to be in fellowship and cooperation with the stated purpose of this Association to the Credentials Committee of the Association. The Credentials Committee, after thorough investigation, shall make its recommendations to the Executive Board. The Executive Board shall have the right to determine by majority vote, whether to admit the applying church as a member. If the church seeking membership was a mission of a member church, upon favorable recommendation and vote of the Executive Board, the church may be granted full membership. If the church seeking membership was not a mission of a member church, upon favorable recommendation and vote of the Executive Board, the church will be granted a one year non-voting membership. Based on the Credentials Committee recommendation, full membership will be granted or withheld by majority vote of the Executive Board after the expiration of one year.

Section 1 (b) - Doctrinal unity as defined by this body means: Churches should have doctrines and practices that agree in general with any of the "Baptist Faith and Message" statements adopted by the Southern Baptist Convention.

Section 1 (c) - Cooperation as defined by this body means: (1) Participation in the various activities of Tarrant Baptist Association, Inc. (2) regular and systematic financial support of Tarrant Baptist Association, Inc. (each church is encouraged to give 3% of undesignated receipts to Association Missions and 1% of undesignated receipts to Riverbend Retreat Center) and (3) sharing with Tarrant Baptist Association, Inc. reports of the work of the church by means of the annual church profile.

Section 1 (d) - The association has established the following Membership Types: (1) Full membership with voting privileges as detailed in Article VI Section (1). (2) A probationary period leading to full membership called one year non-voting membership. (3) Church starts of member churches that have not constituted are referred to as missions and do not have voting status.

Section 2 - Churches who choose not to maintain doctrinal unity or failing to cooperate as defined by Article IV, Section 1(b and c), will be contacted by the Credentials Committee who will seek to resolve the matter. If the church, after this effort, does not seek doctrinal unity or cooperation with the Association, the Credentials Committee will present their recommendation to the Executive Board. The Executive Board, after hearing the report of the Credentials Committee, shall determine by vote at the following Executive Board meeting whether to remove the church. In order to remove a church, the Executive Board must receive the affirmative vote of a majority of the Executive Board members present and voting at a duly called and held Executive Board meeting.

ARTICLE V - Officers

Section 1 - The officers of this Association must be members of cooperating churches as defined by this Constitution and shall consist of: Moderator (president), Vice-Moderator (vice-president), Clerk (secretary), and Treasurer.

Neither the Moderator nor Vice-Moderator shall be eligible to succeed himself/herself if they have served a full year. The Association shall elect other officers as deemed necessary in carrying out the purpose of the Association.

Section 2 - Officers shall be elected as follows: The Nominating Committee shall recommend to the Executive Board the officers of the Association at least one month prior to the Annual Meeting. Upon approval by the Executive Board, the Nominating Committee shall then present the nominees at the Annual Meeting for election. Nominations from the floor shall also be in order. Officers shall be elected from the nominees by a majority vote of the messengers present and voting at the Annual Meeting. The elected officers shall take office on the following January 1, after the election. Vacancies shall be filled upon recommendation of the Nominating Committee and approval of the Executive Board.

Section 3 - The duties of the officers shall be those set forth in "Robert's Rules of Order" (latest revised edition).

ARTICLE VI - Executive Board

Section 1 - The Executive Board of the Association shall be composed of the pastor from each member church that has shown a consistent pattern of financial cooperation with the Association regardless of amount. Each member church that contributes at least \$250.00 to the general budget of Tarrant Baptist Association, Inc., during the previous year shall also be eligible to name one

additional member to serve on the Executive Board. In addition, a church is entitled to one other member for every \$500.00 above the first \$250.00 given to the general budget of the Association (during the previous year) up to a total of three (3). No church is entitled to more than five (5) members on the Executive Board. Members must be elected by their church. If a church is pastorless, the church may choose to elect another church member to serve on the Executive Board until a pastor is called. Those present at a duly called meeting of the Executive Board shall constitute a quorum. The act of a majority of the members of the Executive Board present at a meeting of the Executive Board shall be the act of the Executive Board, unless the act of a greater number is required by law, by the Articles of Incorporation or by these Bylaws.

Section 2 - The Executive Board shall have the authority to transact all business of Tarrant Baptist Association, Inc. between Annual Meetings of the Association. An agenda with all items to be voted upon for each Executive Board meeting must be approved by the Association's officers and posted on the Association's website no later than 72 hours before the regular or special meeting. A vote on any item brought to the floor, but not on the agenda, must be scheduled for the next Board meeting unless the Board agrees by unanimous consent to take a vote at the present meeting. The minutes of the meeting shall be placed in a permanent file available at the Association office.

Section 3 - The officers of the Association shall be the officers of the Executive Board.

Section 4 - The Executive Board shall have a regular monthly meeting, except for June, August, and December, for which no written notice shall be required provided that oral notice has been given of the date, time and place of the regular meeting at any previous Executive Board meeting. Additionally, special meetings of the Executive Board may be called at any other time by the Moderator of the Association provided Executive Board members have seven days written notice. Written notice of special meetings shall be delivered personally or sent by mail to the local churches who in turn should notify their Executive Board members. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. Churches may change their address for notice purposes by providing written notice of such change to the Association at least 10 days prior to the effective date thereof. Notices of special meetings shall state the purpose of said meetings.

Section 5 - An Executive Committee shall transact business of the Executive Board ad interim. The Executive committee shall be composed of the officers of the Association, and chairpersons of the Credentials, Finance, Nominating, Personnel Committees, two members at large who are duly elected board members and two lay persons that serve as representatives from Baptist Men and WMU who are *ex officio* non-voting members. The Moderator shall serve as chairperson. This committee can be called by notifying all members at least 24 hours in advance in person or by telephone at each member's telephone number as shown by the records of the Association. Failure to receive telephone notice is not ground for complaint if telephone notice was attempted twice unsuccessfully. Each committee member may change his or her telephone number for notice purpose by submitting said change in a written notice to the Association at least 10 days in advance of the effective date thereof. Five members shall constitute a quorum. A full report of any meeting will be given at the next Executive Board meeting.

Section 6 The Executive Board may create such elected positions, including but not limited to Director positions, of the Association from time to time as the Executive Board deems necessary or appropriate. The Executive Board shall have the authority to employ such persons as the Executive Board deems necessary or appropriate to fill such elected positions of the Association, and shall have the right to terminate the employment of the persons serving in those positions.

The Executive Director shall be in charge of and have supervisory authority over all of the other elected positions, including all other Directors, and over all of the non-elected staff of the Association. The Association, through the Executive Board, shall have the authority to create such non-elected staff positions from time to time as the Executive Board deems necessary or appropriate. The Executive Director shall have the authority to employ and terminate the employment of all persons filling non-elected staff positions of the Association in accordance with the latest revision of the Employee Handbook.

Section 7 - Officers of the Association shall serve as Trustees and shall act on behalf of the Association upon instructions from either the Executive Board or Executive Committee in all matters pertaining to the properties, real and personal, of the Association. All legal documents shall be signed by any two of the Trustees.

Section 8 - The Executive Board shall have the authority to create and elect the members of such standing and temporary committees, from time to time, as the Executive Board deems necessary or appropriate. The standing committees shall include the Credentials Committee, the Nominating Committee, the Finance Committee, the Personnel Committee and such other standing committees as are created from time to time. Those present at a duly called meeting of the committee shall constitute a quorum.

ARTICLE VII - Annual Meeting

Section 1 - The Annual Meeting of the Association shall be held at such time and place as may be designated by a majority of the messengers present and voting at the preceding Annual Meeting. The Executive Board shall have authority to set or change the time and/or place when deemed necessary. Those present at the Annual Meeting of the Association shall constitute a quorum. The act of a majority of the messengers present at an Annual Meeting shall be the act of the messengers unless the act of a greater number is required by law, by the Articles of Incorporation or by these Bylaws.

Section 2 -The Credentials Committee shall determine and publish the method of registering messengers for the Annual Meeting, and shall confirm all messengers are properly registered. Their decision shall be controlling in this regard.

Section 3 - The program of the Annual Meeting shall be planned by the officers of the Association and the Executive Director. Any item submitted from the floor shall be referred to the Executive Board or the appropriate committee for evaluation.

Section 4 - Each member church of Tarrant Baptist Association, Inc. shall be entitled to one (1) messenger, plus one additional messenger for every \$250 given to the general budget of Tarrant Baptist Association, Inc. in the previous year; provided however, that a church may only send 5 messengers. Messengers must be elected by their church and register at the Annual Meeting.

ARTICLE VIII - Amendments

These Constitution and By-laws may be amended in the following manner:

- A. Amendment(s) shall be presented to the Executive Board two regularly scheduled meetings prior to the Annual Meeting.
- B. Amendments approved by the Executive Board shall then be published in the Association newsletter 30 days prior to the Annual Meeting.
- C. Amendments shall be approved upon three-fourths vote of those present and voting at the Annual Meeting.
- D. If amendments to the Constitution and By-laws are submitted by messengers from the floor, without being recommended by the Executive Board, said amendments shall be considered at the next Annual Meeting of the Association upon a majority vote of the messengers present and voting at the Annual Meeting in which said amendments are submitted. Amendments which are voted to be submitted at the next Annual Meeting shall thereafter be published in the Association newsletter at least 30 days prior to the next Annual Meeting, may be amended or have any other action taken related thereto at the next Annual Meeting, and shall only be approved upon three-fourths vote of those present and voting at the next Annual Meeting.

ARTICLE IX - Administrative Matters

Section 1 - The churches in this Association are encouraged to send as many messengers to the Annual Meeting as the church is allotted according to Article VII, Section 4 of the Constitution and Bylaws.

Section 2 - The Fiscal Year of the Association shall begin January 1 and shall end December 31.

Section 3 - The work of the Association is considered to be on-going. The officers, committees, boards, councils, and staff elected by the Association shall develop plans for future years.

Section 4 - The Executive Director shall be elected by the Executive Board and is accountable to the Executive Board. Matters related to all personnel including the Executive Director shall be addressed by the Personnel Committee based on the most current Employee Handbook. These matters shall include the following areas: orientation, guidance, evaluation, accountability and salary recommendation. When the position of Executive Director is vacant the Nominating Committee will nominate 7 persons to form a search committee, one of whom will be the current Moderator of the Association who will not serve as Chairman. The election of the Executive Director shall require a 2/3 majority vote of members present at a meeting of the Executive Board, after notice has been published in the Association's newsletter at least 30 days prior to the meeting at which the Executive Director is to be elected. The vote shall be taken by ballot. Presentation of a motion of dismissal of the Executive Director must be made at an Executive Board meeting at which time the Executive Board by majority vote will determine whether to proceed with the process. The decision to proceed shall be published in the Associational newsletter at least 30 days prior to the meeting of the Executive Board at which the motion for dismissal shall be considered. Dismissal of the Executive Director shall require a 2/3 majority vote of members present at an Executive Board Meeting.

Section 5 - All elected positions, other than the Executive Director, and all non-elected staff positions shall be created as provided in Article VI, Section 6 of these Bylaws and persons employed to fill those positions shall be employed at the will of the Association, which may terminate the employment of any person as set forth in Article VI, Section 6, either with or without cause.

Section 6 - The Executive Director, with the approval of the Executive Board, will update all titles and terminology when the need arises. This will not require an amendment to the Constitution and Bylaws. The Executive Director shall have the authority to recommend revisions to the Employee Handbook to the Personnel Committee who in turn will notify the Executive Board of any changes.

Section 7 - A person is eligible to serve on a standing committee for three consecutive years; a person is not eligible to serve again on that committee until one year has elapsed. No one shall serve on more than two standing committees simultaneously. No one shall serve as chairperson for more than two consecutive years.

Section 8 - All matters pertaining to the duties inherent in standing committees shall be referred automatically to said committees unless the Executive Board, by official action, shall take the matter under its own advisement.

Section 9 - This body shall recognize "Robert's Rules of Order" (latest revised edition) as its standard procedure.

ARTICLE X – Organization of Non-Profit Corporations

Section 1. Tarrant Baptist Association, Inc. shall from time to time create nonprofit corporations which will be organized and exist under the Texas Non-Profit Corporation Act, for the purposes set forth in their Articles of Incorporation and Bylaws. The Association may be the sole member of each of these organizations.

Section 2. All decisions respecting the organization which the Association has the right to make, shall be made at any meeting of the Association's Executive Board at which a quorum is present by receiving the affirmative vote of a majority of the members present at a duly called meeting of the Executive Board.

ARTICLE XI - Operation and Dissolution

The Association is organized and operated primarily for the purposes set forth under Articles II and III of these Bylaws. The Association is to be operated in such a way that is does not result in the accrual of distributable profits, realization of private gain resulting from payment of compensation in excess of a reasonable allowance for salary or other compensation for services rendered, or realization of any other form of private gain.

The Association pledges its assets for use in performing the Association's religious and charitable functions. The Association directs that on discontinuance of the Association by dissolution or otherwise, the assets are to be transferred to another religious, charitable, or similar organization that qualifies under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States Internal Revenue law or laws.

The undersigned, being the duly elected and qualified Secretary of the Association, hereby certifies that the foregoing Amended and Restated Constitution and Bylaws of Tarrant Baptist Association, Inc. were duly approved and adopted by the Association on November 17, 2008.

_____, Secretary

SUBSCRIBED AND SWORN TO BEFORE ME on this the 17 day of November, 2008 by
_____, on behalf of Tarrant Baptist Association, Inc., its Secretary.