

**CONSTITUTION AND BY-LAWS
of the TRI-RIVERS BAPTIST AREA, INC.**

Article I – Name

The name of the Corporation shall be "Tri-Rivers Baptist Area, Inc.," and shall hereafter be referred to as "Area." The place in this state where the principal office of the Cooperation is to be located in the city of Gatesville, Tx, Coryell County. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501©(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article II – Purpose

Section 1 - To provide a Director of Missions to the cooperating Associations of the Tri-Rivers Baptist Area, and any other Association that may cooperate/join the Tri-Rivers Baptist Area; to encourage and maintain a spirit of cooperation among the churches of the associations through the elected associational officers; and to assist churches in the achievement of their individual and cooperative objectives. This purpose is derived from a common commitment to the carrying out of the "Great Commission" of our Lord Jesus Christ as recorded in Matthew 28:19-20.

Section 2 - To provide continuous program guidance, through the associations, to assist churches in accomplishing their God-given work, and to coordinate the cooperative work of the churches to achieve maximum results.

Section 3 - To encourage mutual support, doctrinal unity, and integrity of the fellowship within churches as set forth in the Baptist Faith and Message. The Area shall in no way encroach upon the autonomy of the cooperating associations.

Article III – Membership

Section 1 - The membership of the Area shall consist of all duly organized and cooperating Southern Baptist Churches, Missions and Associations within the Tri-Rivers Baptist Area or future Association that may cooperate/join the Tri-Rivers Baptist Area. Elected messengers of the churches shall exercise their will through deliberations within their respective associations.

Article IV – Officers

Section 1 - Director of Missions. The Director of Missions serves as Chief Executive Officer of the Area/Corporation and is hired/called upon the approval of the Area Coordinating Committee/Board by affirmative vote of 2/3 majority. The vote may or may not be conducted by secret ballot. He serves as the Director of Missions for each of the cooperating associations.

Section 2 - Area Ministry Assistant. The Area Ministry Assistant is hired upon the recommendation of the Director of Missions and approval by the Area Coordinating Committee/Board. She/he serves each of the cooperating associations and works under the supervision of the Director of Missions. The Area Ministry Assistant will serve as secretary and treasurer of the Tri-Rivers Area Coordinating Committee/Board.

Section 3 – Other Paid Staff. Position descriptions and benefit schedules for any additional paid staff/employees shall be prepared by the Area Coordinating Committee/Board.

Section 4 - Area Coordinating Committee/Board. This Committee/Board shall be comprised of three members from the cooperating associations. By virtue of position, the associational moderators serve as members of the Committee. Those to fill the two remaining positions will be elected by the cooperating associations at their annual meetings. The Committee will normally meet quarterly in February, May, August, and November. A quorum will consist of those Area committee/board members present.

- a. Officers of the Committee/Board include Chairman and Vice-Chairman. The Committee/Board shall choose its own Chairman and Vice-Chairman. The Chairman and Vice-Chairman shall be from different associations.
- b. In the event of a vacancy on the Area Coordinating Committee/Board, the executive board of the association within which the vacancy occurs shall select a replacement committee member to serve until elected at the next annual meeting.
- c. Members of the Area Coordinating Committee/Board may serve indefinitely at the pleasure of their respective associations.

Section 5 - Trustees. Each elected moderator serving on the Area Coordinating Committee/Board shall serve as Trustee, Tri-Rivers Baptist Area, Inc. Trustees may also serve as officers of the Area Coordinating Committee/Board.

- a. In the event of an unexpected vacancy among Trustees, the Area Coordinating Committee/Board shall select a replacement Trustee to serve out the unexpired term of the former Trustee. The replacement Trustee shall be formally elected at the next annual meeting.
- b. Trustees shall hold in trust the property of Tri-Rivers Baptist Area, Inc. On behalf of the Area, they shall affix their signatures to all legal documents involving the sale, mortgage, purchase, or rental of property or other legal documents where the signatures of Trustees are required.
- c. Trustees shall have no power to buy, sell, mortgage, lease, or transfer any property without specific approval by the Area Coordinating Committee. However, they are charged with making recommendations concerning these matters.
- d. They shall oversee and make recommendations to the Area Coordinating Committee/Board concerning insurance coverage for all buildings, including contents, and other property owned by Tri-Rivers Baptist Area, Inc.
- e. Trustees may empower the Director of Missions to affix his signature to all legal documents involving the sale, mortgage, purchase, or rental of property or other legal documents where the signatures of Trustees are required upon approval of Area Coordinating Committee/Board.

Article V – Area Finances

- a. The Area Coordinating Committee shall prepare and approve the annual Area budget.
- b. The Area shall be financed by cooperating associations and by supplement from the Baptist General Convention of Texas, as needed.
- c. Each cooperating association shall render equitable support for the financial needs of the Area. It shall be the responsibility of the Area Coordinating Committee to determine when an association has defaulted and recommend appropriate action to the association's Executive Board.

Article VI – Dissolution of Corporation

In the event the Tri-Rivers Baptist Area, Inc., ceases to exist, for any reason, properties and other assets he the Area shall revert to the cooperating associations on an equitable basis. An association which voluntary disassociates itself from the Area relinquishes all claims to assets of the Area.

Article VII – Amendments

This Constitution shall become valid when adopted by each of the executive boards of the cooperating associations. These Articles may be adopted, suspended, amended, or replaced by a two-thirds majority vote by the executive boards of each of the cooperating associations.

By-Laws

1. The building (s) and other property owned by Tri-Rivers Baptist Area, Inc., shall be used exclusively for church related nonprofit purposes including prayer, Bible study, Christian education, associational planning and other ministries and activities in support of the Southern Baptist Churches within the cooperating associations.
2. The churches of the cooperating associations are expected and urged to submit, to the Area/Associational office. Annual Church Profiles (ACP) and other reports giving statistics in all matters concerning their cooperative work. The Director of Missions or Area Ministry Assistant will provide guidance on specific requirements and formats for such submissions.
3. The churches in the cooperating associations are expected and urged to send their full quota of messengers to the annual meetings as outlined in the respective associational constitutions.
4. The Fiscal Year for the Tri-Rivers Baptist Area, shall begin January 1 and shall end December 31.
5. The work of the Area is considered to be on-going. The Director of Missions, Area Coordinating Committee and Associational Officers are charged with the development of short, medium, and long-range plans for the continued work of the Area.
6. The Director of Missions, with the approval of the Area Coordinating Committee/Board, will update all titles and terminology as needed. Further, the Director of Missions will see that the new titles and terminology replace obsolete titles and terminology which appear in the Constitution and By-Laws. The updating of such titles and terminology will not require an amendment of the Constitution.
7. No employee of the Area shall be eligible to hold an office or committee position in the cooperating associations.
8. These By-Laws may be amended by the same process as the Constitution.

These Articles of Constitution and By-Laws adopted:

Hamilton Baptist Association on August 9, 2015
Lampasas Baptist Association on August 17, 2015
Coryell Baptist Association on August 24, 2015