PROPOSED - AMENDED BYLAWS OF TRYON EVERGREEN BAPTIST ASSOCIATION, INC.

ARTICLE I - Name

The name of this organization shall be the Tryon Evergreen Baptist Association, Inc. (The "Association" or “TEBA”)

ARTICLE II - Purpose

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

Section 2 - The purpose is more fully amplified as follows:

Mission (Mandate)

Helping Churches Thrive for Greater Gospel Impact through Gospel Saturation, Church Strengthening, and Leadership Development.

Values (Motives)

Connection – We value the importance of healthy relationships with member churches, clergy, lay leadership and our cooperating partners.

Community – We value the influence of genuine community where life is lived out loud, transformation is encouraged, and the needs of others are placed before our own.

Cooperation – We value the imperative to work together cooperatively for Kingdom impact as member churches and with our cooperating partners.

Creativity – We value the inspiration of creativity in the context of excellence to respond to present needs and future opportunities utilizing all the gifts and abilities of our member churches.

Clarity – We value the impact of clarity in carrying out the missional focuses of the Association.

Strategy (Map)

Networking – We will seek to create and foster connections between both clergy and member churches which result in personal development, mutual benefit and Kingdom growth.

Partnering – We will seek to create and foster partnerships between our member churches and cooperating partners for ministry development while focusing on the Great Commission.

Resourcing – We will seek to locate, create or provide resources to benefit our member churches within the context of our missional focus.

Technology – We will seek to expand our technological footprint in a manner that will support the overall ministry of the TEBA and its member churches to include website resources, video/teleconferencing, resource access, and social media connections.

Proposed

Outcomes (Marks)

Relational Impact as modeled by healthy relationships between the Association and member churches and member churches with one another by the provision purposeful connections and cultivating healthy relationships which are genuine, trustworthy, accountable, and exhibiting the love of Christ.

Missional Effectiveness as modeled by achieving the focus of the Association by creating a culture of engagement and multiplication which leads to extending the Good News to all peoples, building bridges among community domains, entities, groups by participating with cooperative networks, strategic and systematic investment of Kingdom resources.

Partnership Influence as modeled by the ability to engage in a healthy manner with entities both inside and outside the Association while nurturing cooperation between churches to be engaged with one another locally and in the expanded church family beyond the Association.

Support Development as modeled by expanding member church participation and additional support streams while developing systems to ensure financial integrity and practicing responsible stewardship of properties and resources.

Resource Competence as modeled by the Associations staff and trained leadership to provide valued training, consultations, and services which are impactful, relevant, and strategic to the growing health and immediate needs of its member churches.

Focus (Impact)

Missions/Church Planting – We will serve as a catalyst to enable TEBA churches to plant healthy reproducing congregations as well as initiate and support partnership missions for Kingdom growth.

Leadership Development – We will provide opportunities for training, mentoring, coaching, educational and personal development for church staffs and laity.

Church Strengthening – We will offer training, resources, and consultations to assist churches in the creation, development and growth of their individual ministries while providing assessments and consultative models which will aid churches in evaluating their health and give assistance in strategic planning and the transformational processes.

Vision Proper

Helping Churches Thrive

ARTICLE III - POWERS

The Association is a nonprofit corporation and shall have all the powers, duties, authorizations, and responsibilities as provided in the Texas Business Organizations Code as it now exists or as it may hereafter be amended provided, however, the Association shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Code.

Proposed

ARTICLE IV – STATEMENT OF FAITH

Section 1 – As an Association, we adopt the Bible as the basis of all our faith and practice. Historically, Baptist have used various confessions of faith to better explain their understanding of the Bible.

Section 2 – As an Association, we **accept** and **value** The Philadelphia Confession of Faith (1742), The New Hampshire Confession of Faith (1883), The Abstract of Principles (1859), and The Baptist Faith and Message Statement of 1925, with revisions in 1963, 1998, and 2000. We encourage each TEBA Member or Affiliated congregations to use these confessions of faith as **resources** to inform and edify TEBA congregations concerning the basic tenets of our faith and thus equip us as we seek to fulfill our historic commitment to evangelism, discipleship, missions, education, godly living, and mutual cooperation in bearing a Baptist witness to the world.

ARTICLE V - MEMBERSHIP

Section 1 - The Association is a group of Baptist and likeminded churches voluntarily united to carry out the Great Commission. Membership shall consist of all duly admitted churches in agreement with Article IV.

Section 2 - The Association maintains the right to provide different types of Membership within the Association as follows:

Full Membership – all the rights and privileges of a Member Church of the TEBA including participation in TEBA activities, ministries, eligible to be part of the TEBA Teams and Committees, representation and voting within the Executive Board.

Watchcare Membership – serves as a transition to Full Membership after a prescribed time requirement which will lead to all the rights and privileges of a Member Church of the TEBA including participation in TEBA activities and ministries, not eligible to be part of the TEBA Teams and Committees, or representation and voting within the Executive Board.

Affiliated Membership Supporting – a likeminded church which desire to be affiliated with and financially support the mission of the TEBA with limited rights and privileges of a Member Church of the TEBA including participation in TEBA activities and ministries, not eligible to be part of the TEBA Teams and Committees, or representation and voting within the Executive Board.

Affiliated Membership Participating – a likeminded church which desire to be affiliated with the mission of the TEBA with limited rights and privileges of a Member Church of the TEBA including participation in TEBA activities and ministries, not eligible to be part of the TEBA Teams and Committees, or representation and voting within the Executive Board.

Section 3(a) - A church or new church start desiring membership in the Association must present an application for membership stating its desire to be in fellowship and cooperation with the Association by agreeing with the conditions of membership indicated in the application. Full, Watchcare, or Affiliated membership with all the corresponding rights and privileges outlined in the membership application will be granted or withheld by majority vote of the Executive Committee in an Executive Committee meeting in which the quorum requirement is met.

Proposed

Section 3(b) - Doctrinal unity as defined by this body means member churches will have doctrines and practices that agree in substance with any of the Baptist Faith and Message statements adopted by the Southern Baptist Convention.

Section 3(c) - Member churches are encouraged to participate in the various activities of the Association as well as provide regular and systematic financial support to the Association (recommended giving at 3% of undesignated receipts to Association missions). Participation is encouraged by being part of the work and services of the TEBA, representation in the Executive Board, and submitting an Annual Church Profile,

Section 4 - A member church of the Association can cease to be a member by any of the following:

1. A written request from the church withdrawing its membership in the Association
2. Clear evidence the church no longer exists; or
3. Action by the Executive Committee responding to doctrinal or other issues leading to disaffiliation of that church with the Association. This would require an affirmative vote of a 3/4 majority of the Executive Committee present and voting in a meeting in which the quorum requirement is met.

Section 5 – In the event a church exceeds two years in non-participation in the in the activities or support of the Association, contact will be initiated with the church as to determine its intent to remain identified with the Association.

ARTICLE VI - EXECUTIVE BOARD AND EXECUTIVE COMMITTEE

Section 1 - The maximum authority of the Association will reside in the Association's member churches who will act through an Executive Board consisting of a maximum of five representatives from each member church. The Executive Board will elect a Board of Directors of the Association to facilitate the majority of the functions of the Association.

The Board of Directors shall be referred to as the Executive Committee comprised of ten members. The Executive Committee will have officer positions which will be Chairperson (Moderator), Vice-Chairperson (Moderator Elect), Secretary, and Treasurer.

Recommendations for these four officer positions will be made by the Executive Committee to the Executive Board each year. The election of these four officer positions will be done by the Executive Board at each Annual Meeting of the Executive Board. Also, all Executive Committee member positions as required will be elected by the Executive Board at each Annual Meeting of the Executive Board.

The Annual Meeting of the Executive Board is the only required meeting, but special meetings may be called as deemed necessary by the Executive Committee subject to the provisions of these Bylaws. Those present at the Annual Meeting, or any special meetings of the Executive Board shall constitute a quorum.

Section 2 - Each Executive Committee member shall be eligible to serve for a maximum of two consecutive three-year terms, or until such time as the member's service is concluded due to death, resignation, retirement, disqualification, or removal from office. Following the initial staggered rotation of terms with the initial members serving either one, two, or three year terms, members may serve one additional full term. Upon completion of two consecutive terms (not exceeding six years of continuous service), a member shall be required to rotate off the Executive Committee for a minimum period of one year before becoming eligible for reappointment.

Proposed

Section 3 - The duties and responsibilities of the Executive Director and officers of the Association are as follows:

Executive Director-The Executive Director of the Association shall be the chief executive officer of the Corporation and subject to the provisions of these Bylaws, shall have general supervision of all employees and activities of the Corporation, and shall have general and active control thereof. The Executive Director shall have the authority to employ or appoint non-elected employees and agents of the Association as the proper conduct of operations may require and to fix their compensation; to remove or suspend any non-elected employee or agent; and in general to exercise all the powers usually appertaining to the office of president of a corporation, except as otherwise provided by law, the Articles of Incorporation or these Bylaws.

In the absence or disability of the Executive Director, the duties of such office shall be performed, and the powers may be exercised by other elected staff as determined by the Executive Committee. The Executive Director shall not be eligible to serve as Chairperson of the Executive Committee.

Chairperson - The Chairperson of the Executive Committee will preside at the meetings of the Executive Committee and the Executive Board. In the absence or disability of the Chairperson, the duties shall be performed, and the powers may be exercised by the Vice Chairperson or other person as designated by the Executive Committee to serve until the next Annual Meeting of the Executive Board.

Vice Chairperson - The Vice Chairperson shall generally assist the Chairperson and shall have the powers and perform the duties and services as shall from time to time be prescribed or delegated to the office by the Chairperson or the Executive Committee. In the absence or disability of the Vice Chairperson the duties shall be performed, and the powers may be exercised by a person selected by the Executive Committee to serve until the next Annual Meeting of the Executive Board. In the event the Vice Chairperson were required to assume the duties and powers of the Chairperson, the Executive Committee will select another member to serve as Vice Chairperson until the next Annual Meeting of the Executive Board.

Secretary - The Secretary shall see that notice is given of all regular, special and annual meetings of the Executive Board or Executive Committee and shall keep and attest true records of all proceedings at all meetings of the Executive Board or Executive Committee. The Secretary shall have charge of the corporate seal, if one is used by the Association, and shall have authority to attest any and all instruments of writing to which the same may be affixed. The Secretary shall keep and account for all books, documents, papers and records of the Association, except those for which some other officer or agent is properly accountable. The Secretary shall generally perform all duties usually appertaining to the office of secretary of a corporation. In the absence or disability of the Secretary, the duties of the office shall be performed, and the powers may be exercised by a person selected by the Executive Committee to serve until the next Annual Meeting of the Executive Board.

Treasurer - The Treasurer shall be the Executive Committee member responsible for the financial concerns of the Association. The Treasurer shall perform all duties usually appertaining to the office of treasurer of a corporation. In the absence or disability of the Treasurer, the duties of the office shall be performed and the powers may be exercised by a person selected by the Executive committee to serve as Treasurer until the next Annual Meeting of the Executive Board.

Proposed

Section 4 - Prospective Executive Committee members must meet the following qualifications prior to being selected for service.

- Committed to the vision and mission of the Association
- Evidence that their church participates in the activities of the Association
- Training, knowledge, and expertise in core Association ministries
- Available to fully engage in the governance process of the Association and
- Member in good standing of a Member Church with a consistent current giving record to the Association indicating they are financial partners

Ministerial church staff and lay persons from Association Full Membership churches may serve on the Executive Committee. The Executive Committee shall be comprised of at least seven ministerial church staff members.

Section 5 - Any vacancy occurring in the Executive Committee leaving an unexpired term resulting from the death, resignation, retirement, disqualification, or removal from office of any Executive Committee member shall be filled by a two-thirds majority vote of the Executive Committee at a meeting at which a quorum is present. Any Executive Committee member elected to fill a vacancy shall hold office until the next Annual Meeting of the Executive Board or until such Executive Committee member's death, resignation, retirement, disqualification, or removal from office. An Executive Committee member who completes an unexpired term continues to be eligible to serve one full three-year term before being required to rotate off the board for one year.

Section 6 - Any Executive Committee member may be removed at any time by the Executive Committee whenever in its judgment the best interest of the Corporation will be served thereby. Any Executive Committee member can initiate removal of a fellow Executive Committee member and/or officer. A two-thirds majority vote of the full Executive Committee is required to remove an Executive Committee member and/or an officer.

Section 7 -- The Executive Director shall be recommended by the Executive Committee and elected by and accountable to the Executive Board. All other elected ministry positions shall be recommended to the Executive Board by the Executive Committee, in collaboration with the Executive Director. All matters pertaining to personnel, including those involving the Executive Director, shall be addressed by the Executive Committee in accordance with the most current Employee Handbook.

When the position of Executive Director is vacant the Executive Committee will name seven persons to form a search committee, one of whom will be the current Chairperson of the Executive Committee but who will not serve as Chairman of the search committee. Not more than two other members of the Executive Committee will be eligible to serve on the search committee.

The recommendation of the Executive Director to the Executive Board shall require a three-fourths (75%) majority vote of the full Executive Committee. Approval of the recommendation from the Executive Committee requires a three-fourths (75%) majority vote of the Executive Board.

Presentation of a motion of dismissal of the Executive Director must be made at an Executive Committee meeting with at least 14 days' notice to the purpose of the meeting at which time the Executive Committee by three-fourths (75%) majority vote of the full Executive Committee will decide if a recommendation is sent to the Executive Board for approval.

Approval of the recommendation from the Executive Committee requires a three-fourths (75%) majority vote of the Executive Board. A recommendation submitted to the Executive Board to employ or dismiss other elected staff positions requires the approval of a majority of the quorum at

Proposed

any regular or special meeting of the Executive Committee. Approval of the recommendation from the Executive Committee to the Executive Board requires a majority vote of the quorum present at any special meeting or the Annual Meeting of the Executive Board with a minimum of a 30 day notice stating the intent of the meeting being provided to the Executive Board. All votes must be taken by ballot.

Section 8 - An Annual Meeting and any special called meetings of the Executive Board shall be held at the time and place within the Association, Texas determined by the Executive Committee within the time and place communicated by written notice of no less than fourteen days to all member churches. The Executive Board shall transact any and all business as may properly come before the Annual Meeting.

Section 9 - Regular meetings of the Executive Committee shall be held at such times and places as may be fixed by the Executive Committee and communicated by written notice to all Executive Committee members. A minimum of one regular meeting per calendar quarter is required. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, any and all business may be transacted at any regular meeting.

Section 10 - Special meetings of the Executive Committee may be called by the Chairperson upon not less than three nor more than fourteen days written notice to all Executive Committee members. Special meetings can be called by the Chairperson upon the written request of two or more Executive Committee members. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, the purpose of all special meetings and the nature of the business to be transacted at said meeting shall be specified at the time of written notice to all Executive Committee members.

Section 11 - At all meetings of the Executive Committee the presence of fifty percent of the number of Executive Committee fixed by these Bylaws will be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Article of Incorporation, or by these Bylaws. If a quorum is not present at any meeting of the Executive Committee, the Executive Committee members present may adjourn the meeting without notice, other than announcement at the meeting, until a quorum is present. At any subsequent meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally convened.

Section 12 - Executive Committee members will not receive compensation for their services as Executive Committee members. For his or her service as Executive Committee member, any Executive Committee member will be entitled to a reimbursement of expenses that are reasonable and necessary to carry out the exempt purposes of the corporation, provided such reimbursement of reasonable expenses is not excessive.

Section 13 - Loans to Executive Committee officers and members are strictly prohibited. Any Executive Committee members voting for or assenting to the making of any such loan, and any officer participating in the making thereof, will be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

Section 14 - A vote of two-thirds majority of the full Executive Committee is required to approve the execution of any legal documents presented to the Executive Committee for consideration. However, any vote pertaining to Association real property requires a two-thirds approval of the Executive Board. All legal documents shall be signed by any two of the Officers.

ARTICLE VII – COMMITTEES and TEAMS

Section 1 - The Executive Committee by a majority vote of the directors in office may designate one or more Standing Committees or Teams which will have and exercise the authority granted by the Executive Committee in the management of the Corporation. Each committee or team will

Proposed

consist of three or more persons, appointed by the Executive Committee. The designation of such committees or teams and the delegation of authority will not operate to relieve the Executive Committee, or any individual Executive Committee member, of any responsibility imposed on the Executive Committee or such Executive Committee member by law.

Section 2 - The Association shall have an Executive Team composed of the Elected Officers. In the event it is not feasible to give adequate notice to the full Executive Committee, the Executive Team will have the authority to transact business in consultation with the Executive Director on behalf of the Executive Committee, unless otherwise indicated by other articles of these Bylaws.

Section 3 - Advisory boards or committees or work teams not having and exercising the authority, responsibility or duties of the Executive Committee in the management of the Corporation may be designated by a resolution adopted by the Executive Committee. Except as otherwise provided in such resolution, members of each such advisory board or committee or work team need not be Executive Committee members. The Executive Committee shall appoint the members of such advisory board or committee or work team. Any member may be removed by the Executive Committee whenever in the Executive Committee's judgment the best interest of the Association will be served by such removal.

Section 4 - Annually, the Executive Committee will select a work team composed of one member of the Executive Committee, three individuals from member churches who are not members of the Executive Committee for the specific purpose of nominating individuals to fill the vacancies on the Executive Committee in consultation with the Executive Director. The nominations will be made to the Executive Board at the Annual Meeting for approval. Members of this work team cannot serve in consecutive years.

Section 5 - Each member of a Standing Committee or Team will continue in that role until such member's successor is appointed, unless the board or committee is sooner terminated, or unless such member is removed from such board or committee or ceases to qualify as a member.

Section 6 - Unless otherwise designated by these Bylaws, one or more members of each Standing Committee or Team shall be appointed chairperson, or co-chairperson, by the Executive Committee.

Section 7 - Vacancies in the membership of any Standing Committee or Team may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8 - Standing Committees or Teams require fifty percent of the whole committee to constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee or teams.

Section 9 - Each committee or team may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Executive Committee.

ARTICLE VIII - AMENDMENTS

These Bylaws may be amended in the following manner.

The Executive Board shall have the sole and exclusive right to amend or repeal these Bylaws and to adopt new Bylaws. Any Executive Committee member can initiate action on any amendment or change in the Bylaws. Amendments or changes shall be approved for requested action of the Executive Board upon two-thirds vote of the full Executive Committee.

Action on any amendment or change in the Bylaws may be considered at any regular or special meeting of the Executive Committee for requested action at any special or Annual Meeting of the Executive Board. A vote of two-thirds of the Executive Board is required to approve any amendments or changes of the Bylaws.

Proposed

ARTICLE IX - ADMINISTRATIVE MATTERS

Section 1 - The fiscal year of the Association shall begin July 1 and shall end June 30.

Section 2 – The Holy Scripture is our final authority for all matters of faith and practice and governs the actions, attitudes, and outcomes for the operation of the Association. "Robert's Rules of Order" (latest revised edition) will serve as the standard procedures for the Association subject to any contrary provisions of law, the Articles of Incorporation or these Bylaws within the spirit of Christian character and conduct.

Section 3 - The Association shall, to the greatest extent authorized under Chapter 8 of the Texas Business Organizations Code, indemnify each former and present officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such persons with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

Section 4 - No part of the net income of the Association shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Association shall be distributed to its directors or officers. This does not prohibit the application of ARTICLE VI, Section 12.

Section 5 - Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Executive Committee or members of any committee designated by the Executive Committee may, unless otherwise restricted by law, by the Articles of Incorporation or by these Bylaws, participate in and hold a meeting of such Executive Committee or committee by using any form of technology commonly available provided that if a meeting is to be held by remote technology, each person entitled to participate in the meeting must consent and provided further the technology must enable each participant to hear and be heard by all other participants.. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting. Likewise, any form of technology commonly available as well as postal mail, when appropriate, maybe used to provide notice to any regular, special or Annual Meeting.

ARTICLE IX - ORGANIZATION OF NON-PROFIT CORPORATIONS

Section 1 - The Association may 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 shall be the sole member of each of these organizations.

Section 2 - All decisions respecting the organization which the Association has the right to create, shall be made at any meeting of the Executive Board or Executive Committee 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 or Executive Committee.

Proposed

ARTICLE X - OPERATION AND DISSOLUTION

The Association is organized and operated primarily for the purposes set forth under Article II 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 Southern Baptist 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 Bylaws of Tryon Evergreen Baptist Association, Inc. were duly approved and adopted by the Association on _____, 2026.

_____
Secretary

Subscribed and sworn to before me on this _____ day of _____, 2026 by

_____, on behalf of Tryon Evergreen Baptist Association, Inc., its Secretary.

Proposed