

**CONSTITUTION OF THE BAPTIST WORLD ALLIANCE
AS AMENDED BY THE GENERAL COUNCIL
JULY 2020**

PREAMBLE

The Baptist World Alliance, extending over every part of the world, exists as an expression of the essential oneness of Baptist people in the Lord Jesus Christ, to impart inspiration to the fellowship, and to provide channels for sharing concerns and skills in witness and ministry. This Alliance recognizes the traditional autonomy and interdependence of Baptist churches and member bodies.

I. NAME

This organization shall be known as the Baptist World Alliance, hereinafter referred to as "the Alliance."

II. OBJECTIVES

Under the guidance of the Holy Spirit, the objectives of the Alliance shall be:

1. To promote Christian fellowship and cooperation among Baptists throughout the world.
2. To bear witness to the gospel of Jesus Christ and assist member bodies in their divine task of bringing all people to God through Jesus Christ as Savior and Lord.
3. To promote understanding and cooperation among Baptist bodies and with other Christian groups, in keeping with our unity in Christ.
4. To act as an agency for the expression of Biblical faith and historically distinctive Baptist principles and practices.
5. To act as an agency of reconciliation seeking peace for all persons, and uphold the claims of fundamental human rights, including full religious liberty.
6. To serve as a channel for expressing Christian social concern and alleviating human need.
7. To serve in cooperation with member bodies as a resource for the development of plans for evangelism, education, church growth, and other forms of mission.
8. To provide channels of communication dealing with work related to these objectives through all possible media.

III. METHOD OF OPERATIONS

The Alliance shall operate throughout the world through:

1. The Baptist World Congress
2. The General Council
3. The Executive Committee

4. Its Officers
5. Such committees and organizational structures as are provided for in the Bylaws or as authorized by the General Council
6. Regional Fellowships or Federations

IV. MEMBERSHIP

1. An organized Baptist body such as a union or convention which desires to cooperate in the work of the Alliance shall be eligible for membership, subject to the approval of the General Council. In accepting membership in the Alliance the member body thereby assumes responsibility for assisting in the support and furtherance of the purposes and work of the Alliance.
2. ASSOCIATE MEMBERSHIP: The intention of Associate Membership is to involve organized Baptist groups in the global ministry of the Baptist World Alliance through prayer, the sharing of resources and participation in the meetings, congresses and conferences of the Baptist World Alliance. The ministry of organized Baptist bodies and the Alliance are all strengthened through this intentional partnership.
3. PERSONAL MEMBERSHIP: The intention of Personal Membership is to involve Baptists in the global ministry of the Baptist World Alliance through prayer, the sharing of resources and participation in the meetings, congresses and conferences of the Baptist World Alliance. The ministry of individuals and the Alliance are both strengthened through this intentional partnership.

V. BAPTIST WORLD CONGRESS

1. The Alliance shall normally assemble in a Baptist World Congress once in five years for the purpose of fellowship, inspiration, information, enrichment, encouragement, and required business.
2. The Congress shall be comprised of members of churches which belong to a member body of the Alliance.

VI. GENERAL COUNCIL

The General Council shall comprise:

1. (a) The President, the Vice-Presidents, the General Secretary and the Treasurer;
- (b) Members nominated by member bodies and seated by the General Council, vacancies to be filled by the General Council on nomination of the member body concerned. The number of places to be allocated to each member body shall be determined in accordance with the Bylaws: provided that each member body shall be entitled to at least one place, and no member body shall have more than ten percent of the total membership of the Council.
- (c) The presiding officer and one additional representative of each Auxiliary and the Youth Department, and six ex-officio members representing the Auxiliaries and the Youth Department or equivalent entity in the regions nominated by the governing body of each Auxiliary and the Youth Department, and seated by the General Council. Vacancies are to be filled by the General Council on nomination of the Auxiliary concerned and the Youth Department.

- (d) The chair of the BWA program divisions: Freedom and Justice; Mission, Evangelism and Theological Reflection (METR); BWAid; Communication; Promotion & Development and other divisions as shall be determined from time to time.
 - (e) The chair of standing committees.
 - (f) The presiding officer of each Regional Fellowship.
 - (g) The Regional Secretary of each Regional Fellowship or Federation.
2. Not more than twelve additional members, any of whom may be co-opted by the General Council at any time, to serve until the conclusion of the next Baptist World Congress. In making such co-options, the General Council shall give consideration to, but not be limited to, representation of the committees and organizational structures which assist the Alliance in the work.
 3. Past Presidents and Past General Secretaries, who shall be life members.

VII. FUNCTIONS OF THE GENERAL COUNCIL

The General Council is served by the General Secretary as Chief Executive Officer. The Council expresses representative responsibility, conducts Alliance business, acts as a general forum, and undertakes such activities as those pertaining to the Constitution, Bylaws, Elections, Executive Staff, Policy, Program, Finance, Resolutions, Relationships, Research and History.

The General Council shall:

1. Transact the business of the Alliance between Baptist World Congresses and supervise the administration of any undertaking of the Alliance.
2. Appoint an Executive Committee as indicated in Article VIII below, and authorize such organizational structures and committees as it may deem necessary and determine their duties.
3. Arrange local, regional, continental, or other conferences as may be considered desirable.
4. Fill vacancies as provided in Article X of the Constitution.
5. Determine the time and place of the Baptist World Congress, and be responsible for all necessary arrangements, including the preparation of the program.
6. Elect the General Secretary, whose election is with anticipation of service until the conclusion of the ensuing Baptist World Congress and may be re-elected.

VIII. EXECUTIVE COMMITTEE

There shall be an Executive appointed by the General Council from its membership.

The Executive Committee shall be comprised as follows: the President, the First Vice-President, the Vice-Presidents, the General Secretary, the Treasurer, the Immediate Past President, the President of the BWA Women’s Auxiliary, the President of the BWA Youth Department, a representative of each BWA region appointed by that region and 12 at large representatives elected by the General Council from

names submitted through the Nominations Committee with a desire to ensure an Executive Committee gifted in membership, global in representation and holistic in terms of female and male, young and old.

The Executive Committee at large representatives will be elected four each year for three year terms which are renewable. The Executive Committee will elect a Chairperson from its number to chair the meetings. The General Secretary reports to the Executive Committee. No member of the BWA staff may serve as a voting member of the Executive Committee except the General Secretary.

In special circumstances, the President, in consultation with the General Secretary, may appoint up to three additional individuals to serve on both the General Council and the Executive Committee. Such appointees shall be presented for ratification at the subsequent General Council meeting and shall serve for a term of three years, renewable for a second three-year term.

IX. FUNCTIONS OF THE EXECUTIVE COMMITTEE

Subject to the authority reserved to the General Council in accordance with Article VII of this Constitution and applicable laws, the business, property, affairs and funds of the Alliance shall be managed, supervised and controlled by the Executive Committee. The Executive Committee shall fulfill its oversight responsibilities in furtherance of the purposes and objectives of the Alliance and shall provide regular reports to the General Council regarding its deliberations and actions.

In the event of the BWA General Secretary post becoming vacant, the Executive Committee, in consultation with the Chair of the Human Resources Committee, shall be responsible for appointing a search committee who shall make a recommendation for appointment to the General Council.

X. OFFICERS

The Officers of the Alliance shall be the President, the First Vice-President, up to fourteen Vice-Presidents, the General Secretary and the Treasurer.

The General Council, upon recommendation by the Nominations Committee, shall elect the President, the First Vice President, the Vice-Presidents, and the Treasurer whose terms of office shall be from the conclusion of one Baptist World Congress until the conclusion of the next. The President, First Vice-President and Vice-Presidents shall be presented to the BWA Congress.

The General Council shall elect the General Secretary.

If an officer should die, resign, or become incapable of acting, the General Council shall fill the vacancy and that officer shall serve until the conclusion of the next Baptist World Congress. The Executive Committee shall be empowered to make an interim "Acting" appointment if the time delay before the next General Council is deemed to be too long.

XI. REGIONAL FELLOWSHIPS or FEDERATIONS

1. A Regional Fellowship or Federation recognized by the Alliance shall be an association of organized autonomous Baptist bodies such as unions and conventions within a defined geographical area.

XII. AMENDMENTS

1. Amendments to the Constitution may be made by the General Council.
2. No change shall be made in this Constitution except by a two-thirds majority of General Council members present and voting, and shall require a year's Notice of Motion.

**BYLAWS OF THE BAPTIST WORLD ALLIANCE
AS AMENDED BY THE GENERAL COUNCIL
JULY 2020**

**ARTICLE I
MEMBERSHIP**

1. FULL MEMBERSHIP

- a. A Baptist body applying for membership in the Baptist World Alliance (hereinafter the "BWA") shall authorize its applications for membership through its own due process and shall, either directly or through its officers or duly empowered committee, subscribe to the objectives and financial support of the BWA as set forth in the Constitution and Bylaws of the BWA.
- b. Each Baptist body which is accorded full membership (hereafter "Member Body") shall have an identity of its own and shall not exist as an integral part of some other union or convention.
- c. The BWA Executive Committee shall, from time to time, determine the criteria and/or guidelines for membership, which the Membership Committee shall use to evaluate an application for membership submitted by a Member Body. Applications which are determined to meet membership requirements will be recommended by the Membership Committee to the Executive Committee for its action and recommendation to the General Council for approval.
- d. Every Member Body shall assume responsibility, in its own sphere of influence, for the promotion of the BWA programs consistent with its own work.
- e. Every Member Body shall assume a fair and reasonable share of financial support for the general work and programs of the BWA. In currency controlled countries, money spent in behalf of the BWA programs within the currency controlled area may be regarded as a contribution towards the Member Body's financial responsibilities to the BWA.
- f. In order that the BWA may share information, each Member Body shall report to the BWA annual statistics on the number of churches and persons in its membership, based on careful reports or surveys of that membership. Further, the Member Body should report regularly to its constituency through its own publications and annual meetings on the ministry of the BWA.

2. ASSOCIATE MEMBERSHIP

- a. Organized Baptist groups (e.g. colleges, universities, seminaries, mission organizations, state, regional or associational divisions of member or non-member Baptist bodies, historical societies, etc.) may be admitted as an Associate Member of the BWA.
- b. Associate Members of the BWA will demonstrate their support by paying an appropriate annual membership fee as determined by the Executive Committee upon recommendation by the Budget and Finance Committee.
- c. All Associate Membership applications will be reviewed by the Membership Committee and reported to the Executive Committee and the General Council.

3. PERSONAL MEMBERSHIP

- a. Individual Baptists may become personal members of the BWA by paying an appropriate annual membership fee determined by the Executive Committee upon recommendation by the Budget and Finance Committee.
- b. All Personal Membership applications will be reviewed by the Membership Committee and reported to the Executive Committee and to the General Council.

ARTICLE II GENERAL COUNCIL

1. MEMBERSHIP

- a. Each Member Body shall be entitled to representation on the General Council under clause (1) (b) of Article VI of the Constitution as follows: One representative for each Member Body of up to 40,000 church members; two (2) for each Member Body with 40,000 or more church members, up to 200,000; three (3) for each Member Body with 200,000 or more church members, up to 1,000,000; and four (4) for Member Bodies with over 1,000,000 church members.
- b. Member Bodies of 5,000,000 and more members may appoint one (1) additional member for each full million above that number.
- c. Member Bodies are encouraged to include laypersons, women, men, and youth, in the appointments listed above.
- d. Additionally, Member Bodies appointing two (2) members of Council may appoint a third, provided that the third person is a female, a layperson, or a youth (under 35 years of age at the time of the appointment).
- e. Member Bodies appointing three (3) members to the Council may appoint two additional members, provided they represent two of the three groups mentioned.
- f. Member Bodies appointing four (4) or more members to the Council may appoint three more, provided they represent each of the three groups mentioned.
- g. An additional ten (10) places in total shall be allocated among Member Bodies of fewer than five million members, taking into account their interest in and support of the BWA. Such allocations shall be made by the Executive Committee and approved by the General Council in sufficient time to permit the Member Bodies to nominate their representatives prior to the beginning of the term of office.
- h. Three (3) at-large members shall be co-opted to serve on the General Council to represent all institutions and individuals that have been accepted as Associate and Personal members. These at-large members shall be nominated by the Nominations Committee and elected by the General Council.
- i. The General Secretary shall serve as an ex-officio voting member of the General Council and all Committees of the General Council. No other member of the BWA staff, whether based in the BWA offices or in the regions, may serve as a member of the General Council or its Committees.

- j. The President shall serve as an ex-officio voting member of the General Council and all Committees of the General Council.

2. MEETINGS

Normally the General Council meets once a year upon the call of the General Secretary. A meeting may also be called upon the written request of fifteen of its members delivered to the President and /or the General Secretary. Written notice of any meeting shall be communicated to every member of the General Council at least three months before the proposed meeting date.

3. QUORUM

Fifty (50) members shall constitute a quorum for the transaction of business provided that at least fifteen (15) Member Bodies are represented.

4. MANNER OF ACTING

Unless otherwise provided by the Articles of Incorporation or these Bylaws, if a quorum is present at a meeting of the Council, the affirmative vote of a majority of the Council shall be the act of the Council.

5. PROXIES

A Member Body, a Regional Fellowship or Federation, or an Auxiliary of the BWA may appoint a proxy for a General Council member who is unable to represent it at a meeting of the Council. Notice of an appointment of proxy shall be delivered to the General Secretary in writing at least one month prior to the General Council meeting. Such proxies have the right to vote. Members of the General Council may not serve as proxies.

6. PROCEEDINGS

- a. Persons who are not members of the General Council may generally attend open meetings of the General Council, provided that only members of the General Council may participate in discussion, unless a non-member is requested by the President to participate in the meeting. The President may designate certain meetings "closed" to non-Council members.
- b. General Council debate on resolutions coming from the Resolutions Committee shall follow guidelines developed by the Resolutions Committee and approved by the General Council. All such resolutions shall require the affirmative vote of a $\frac{3}{4}$ majority of Council members present and voting for adoption.

**ARTICLE III
COMMITTEES OF THE GENERAL COUNCIL**

1. COMMITTEES GENERALLY

The General Council will determine the authority and responsibility of each Committee of the General Council as set forth in a Committee Charter developed by the Executive Committee and approved by the General Council.

2. NOMINATIONS COMMITTEE

- a. The Nominations Committee will assist the General Council and the Executive Committee by generating, receiving, reviewing and recommending names of persons eligible and willing to serve as officers, Executive Committee members and core members of Commissions as referenced in Article VII of these Bylaws. Nominations of appropriate persons to serve on these bodies will be subject to appointment by the General Council or Executive Committee in accordance with these Bylaws, Committee Charters and any other guidelines developed by the Executive Committee. Persons appointed will generally serve for a Quinquennium.
- b. A key purpose of the Nominations Committee will be to ensure that the global reality of the BWA is represented on its Executive Committee and Commissions, and that the search for suitable qualified candidates will be as wide and as comprehensive as possible.
- c. The membership of the Nominations Committee shall include: the President, the President-Elect (once agreed by General Council) and the General Secretary, each of whom shall serve as ex officio voting members, three (3) members appointed by the General Council for the Quinquennium, and two (2) members nominated by the regional Council or any executive committee from each region. These persons shall not be members of the BWA staff.
- d. The Committee shall appoint a chair from among its members. It meets upon the call of the General Secretary.

3. RESOLUTIONS COMMITTEE

- a. The Resolutions Committee will assist the General Council by bringing resolutions to the General Council for consideration. The Committee shall be appointed by the General Council from recommendations submitted by the Nominations Committee. The Committee shall have not less than six and not more than twelve members.
- b. All resolutions which BWA members wish to be considered by the General Council must be proposed to the Resolutions Committee.

**ARTICLE IV
EXECUTIVE COMMITTEE**

1. GENERAL POWERS

- a. Subject to the authority reserved to the General Council in accordance with Article VII of the Constitution, and consistent with the functions of the Executive Committee set forth in Article IX of the Constitution, and applicable laws, the business, property, affairs and funds of the BWA shall be

managed, supervised and controlled by the Executive Committee. The Executive Committee shall fulfill its oversight responsibilities in furtherance of the purposes and objectives of the BWA and shall function as the board of directors under applicable law. To fulfill the Executive Committee's oversight responsibilities, the Executive Committee shall initiate and establish organizational policies governing the operation and management of the BWA, and may appoint one or more committees as set forth in Article V of these Bylaws to assist it in carrying out its governance role.

- b. In furtherance of its general oversight role, the Executive Committee shall be responsible for: (i) overseeing the development and implementation of the overall program of the BWA based on the Clusters of Commitment adopted by the General Council and having regard for the overall direction of the General Council; (ii) receiving and reviewing reports, proposals and recommendations from the General Secretary on the activities and affairs of the BWA and taking action as appropriate; (iii) generally overseeing the financial affairs of the BWA including: securing adequate funds to support the work of the BWA, approval of the annual budget and any subsequent revisions, ensuring financial reporting that meets applicable regulatory requirements, and annually approving the selection of an external auditor; (iv) receiving and reviewing reports and recommendations from Committees of the Executive Committee; and. (v) receiving and responding to initiatives and proposals from the auxiliaries.

2. COMPOSITION, APPOINTMENT AND TERMS

- a. The composition of the Executive Committee and provisions regarding appointment and terms of Executive Committee members are set forth in Article VIII of the Constitution. The Executive Committee shall be appointed at the beginning of the Quinquennium. Members serve for the Quinquennium with the exception of those members appointed directly by the General Council who shall be appointed in groups of four for staggered 3 year terms, which terms are renewable. The Committee shall appoint a chair from among its members, who will normally be the President.
- b. Vacancies created during the Quinquennium will be filled at the next General Council meeting.
- c. The General Secretary shall serve as an ex-officio voting member of the Executive Committee and all Committees of the Executive Committee, and shall be the only staff member to serve in such capacity, whether based in the BWA offices or in the regions.
- d. The President shall serve as an ex-officio voting member of the Executive Committee and all Committees of the Executive Committee.

3. MEETINGS

- a. The Executive Committee will meet at least two times annually. Regular Meetings of the Executive Committee shall be held at such time and at such location as determined by the Executive Committee. Special meetings of the Executive Committee may be called by the President or the General Secretary and shall be held at such time and at such location as determined by the President and General Secretary.
- b. The members of the Executive Committee may participate in any meeting of the Executive Committee by means of conference telephone or similar communications equipment, provided all persons participating in the meeting can hear and speak to each other. Participation of an Executive Committee member by means of conference telephone or similar communications equipment shall constitute presence of the member in person at the meeting.

- c. Written Notice of any Regular meeting shall be communicated to every member of the Executive Committee at least three months before the date of the proposed meeting. Written notice of any Special meeting shall be communicated to every member of the Executive Committee at least five (5) business days before the date of the proposed meeting.

4. ACTION WITHOUT A MEETING

Any action to be taken at a meeting of the Executive Committee may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the Executive Committee members. Such consent shall have the same effect as a unanimous vote. A signed written consent may be accomplished by one or more electronic transmissions.

5. QUORUM

A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

6. MANNER OF ACTING

Unless otherwise required by law, by the Articles of Incorporation, or by these Bylaws, if a quorum is present at a meeting of the Executive Committee, the affirmative vote of a majority of the Executive Committee present at the meeting shall be the act of the Executive Committee. No Executive Committee member shall act by proxy on any matter.

7. PROCEEDINGS

- a. Persons who are not members of the Executive Committee may generally attend open meetings of the Executive Committee, provided that only members of the Executive Committee may participate in discussion, unless the Committee Chair requests that a non-member participate in the meeting for a specific purpose. Members of the BWA staff may attend at the specific request of the General Secretary.
- b. The Committee Chair shall have the authority to designate certain meetings of the Executive Committee "closed" to non-committee members upon the request of the President, the General Secretary or four members of the Executive Committee. The Executive Committee will authorize the General Secretary to make statements to the public on the proceedings of a closed session.

8. REPORTS TO THE GENERAL COUNCIL

The Executive Committee shall provide regular reports to the General Council regarding its deliberations and actions, and on other matters as may be requested by the General Council from time to time.

ARTICLE V COMMITTEES OF THE EXECUTIVE COMMITTEE

1. COMMITTEES GENERALLY

- a. The Executive Committee may establish one or more standing committees as needed or required to assist the Executive Committee in providing governance oversight of the activities and affairs of the

BWA. The standing committees shall include, but not be limited to: Budget and Finance, Audit, Human Resources, Membership, Baptist World Congress and Constitution & Bylaws.

- b. Each committee shall consist of at least two (2) members of the Executive Committee and an Executive Committee member will ordinarily chair each committee.

If the Chair is not a member of the Executive Committee, a Vice-Chair shall be appointed by the Executive Committee from amongst the appointed Executive Committee members. The Chair is not expected to attend the Executive Committee but if present the President shall give permission for the Chair to present the report. Otherwise, the Vice-Chair shall present the committee's report.

Committees may include persons other than members of the Executive Committee based on specific skills or expertise helpful to the committee in fulfilling its responsibilities. Committee members will be appointed by the Executive Committee taking into consideration any recommendations from the Nominations Committee.

- c. The Executive Committee will determine the authority and responsibility of each committee as set forth in a Committee Charter developed and approved by the Executive Committee. The Charter will also identify committee size, composition based on identified skills and experience, and frequency of meetings. A record of all committee meetings, including any decisions taken, shall be produced and copies of such record shall be provided to the Executive Committee via the office the General Secretary. In addition, each committee shall present a report covering its deliberations and actions to the Executive Committee at each of its meetings. Each committee will also make recommendations to the Executive Committee on matters requiring Executive Committee approval.

2. LIMITATIONS

No committee appointed by the Executive Committee shall be granted the authority of the Executive Committee to:

- a. Amend, alter, or repeal the BWA Constitution or Bylaws;
- b. Elect, appoint, or remove any member of any committee or officer of the BWA;
- c. Amend the Articles of Incorporation, restate the Articles of Incorporation, adopt a plan of merger or adopt a plan of consolidation with another corporation;
- d. Authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the BWA;
- e. Authorize the voluntary dissolution of the BWA or revoke proceedings therefore;
- f. Adopt a plan for the distribution of the assets of the BWA; or
- g. Amend, alter or repeal any resolution of the Executive Committee which by its terms provides that it shall not be amended, altered or repealed by the committee.

3. BUDGET AND FINANCE COMMITTEE

The Budget and Finance Committee will assist the Executive Committee in overseeing the financial affairs of the BWA. The committee shall oversee (a) the operating and capital budgets; (b) fiscal and investment policies and performance; (c) other financial planning responsibilities as appropriate.

4. AUDIT COMMITTEE

The Audit Committee will assist the Executive Committee in overseeing audit related matters including the annual external audit of the BWA.

5. HUMAN RESOURCES COMMITTEE

The Human Resources Committee will assist the Executive Committee in overseeing matters relating to human resources. The committee will provide advice and counsel to the Executive Committee on matters relating to personnel and benefits, and oversee the development of appropriate human resources policies and procedures including a comprehensive personnel handbook.

6. MEMBERSHIP COMMITTEE

The Membership Committee will assist the Executive Committee in overseeing matters relating to membership of the BWA. The Committee will review applications for membership and associate membership of the BWA, consulting, as appropriate, with the relevant region of the BWA.

7. THE BAPTIST WORLD CONGRESS COMMITTEE

The Baptist World Congress Committee will assist the Executive Committee in overseeing matters relating to the planning and execution of the Baptist World Congresses.

8. CONSTITUTION & BYLAWS COMMITTEE

The Constitution & Bylaws Committee will assist the Executive Committee by bringing proposed changes to the Constitution and Bylaws, such changes to be approved by General Council.

ARTICLE VI OFFICERS OF THE BWA

1. PRESIDENT

The President of the BWA is appointed for a Quinquennium by the General Council upon nomination from the Nominations Committee. The President is affirmed by the Baptist World Congress. The President will normally preside over the Baptist World Congress and the General Council. In the absence of, or at the discretion of the President, the First Vice-President or one of the Vice-Presidents may be called upon to preside from time to time.

The President is expected to work cooperatively with the General Secretary and the Executive Committee for the effective implementation of the programs of the BWA. The President will perform such tasks as agreed in the Presidential Job Description adopted and revised from time to time by the General Council. The President is not a salaried officer of the BWA.

2. FIRST VICE PRESIDENT

The First Vice President is elected by the General Council on nomination from the Nominations Committee to serve as a deputy to the President for each Quinquennium. The First Vice President is expected to assist the President and work cooperatively with the General Secretary for the effective

implementation of the programs of the BWA through such activities as fraternal counsel, messages, and visits to the constituency. The First Vice President is not a salaried officer of the BWA. Since the first Vice President is not a salaried officer, the BWA shall seek to assist the First Vice President with any necessary expense of specific work assignments from the President and General Secretary to the extent the budget permits. Assurance of reimbursement must be obtained in advance from the General Secretary.

3. VICE PRESIDENTS

Up to fourteen other Vice Presidents are appointed for each Quinquennium by the General Council upon nomination from the Nominations Committee to promote and seek support for the work of the BWA. They are to undergird the Regional Fellowship or Federation in their respective areas and to carry out other responsibilities as requested by the General Council, the Executive Committee, the President, or the General Secretary. Since they are not salaried officers, the BWA shall seek to assist them with any necessary expense of specific work assignments from the President and General Secretary to the extent the budget permits. Assurance of reimbursement must be obtained in advance from the General Secretary. The Vice-Presidents are responsible for encouraging financial support for the BWA from the Member Bodies in their respective areas.

4. GENERAL SECRETARY

The General Secretary shall be the chief executive officer of the BWA. The General Secretary shall be accountable to the Executive Committee and shall in general supervise and control all of the business and affairs of the BWA. The General Secretary shall be primarily responsible for achieving the overall objectives of the BWA within the framework of policies and objectives approved by the Executive Committee, and within the delegated authority and responsibilities set forth in a job description developed and approved by the Executive Committee and confirmed by the General Council. The General Secretary shall be responsible for staff appointments.

5. TREASURER

The Treasurer shall assist the General Secretary in overseeing the financial affairs of the BWA and causing to be kept and maintained adequate and comprehensive books and records of the assets and finances of the BWA. The Treasurer shall be a member of the Executive Committee. The Treasurer shall chair the Budget and Finance Committee of the Executive Committee. The Treasurer is not a salaried officer of the BWA.

ARTICLE VII PATTERN OF WORK OF THE BWA

1. CLUSTERS OF COMMITMENT

Consistent with the main divisions of work adopted from time to time by the General Council, the Executive Committee shall establish and oversee the pattern of work of the BWA, including the approval of executive staff positions necessary and appropriate to support such programs.

2. COMMISSIONS

Commissions and Committees may be established from time to time by the Executive Committee, drawing together appropriate persons from Member Bodies to serve in reflection, study and, where

appropriate, action. The Nominations Committee will receive, review and recommend persons to the General Council to serve as core members on such Commissions and Committees. The scope of work and responsibilities of each Commission or Committee will be set forth in a charter approved by the Executive Committee.

Additional Commission members may be added from time to time through consultation between Commission Chairs, BWA President and General Secretary, and where appropriate the Member Body.

ARTICLE VIII REGIONAL FELLOWSHIPS OR FEDERATIONS

1. PURPOSE

- a. The Regional Fellowships or Federations (hereinafter Regions) shall reflect the objectives of the BWA in their geographical regions and as such shall primarily be expressions of the BWA.
- b. The respective Member Bodies may have direct membership in both the BWA and the Region. Membership in a region does not in any way limit the direct relationship with the BWA.
- c. Regions shall normally be organized on a continental basis.
- d. Regions should demonstrate continuing progress toward self-support.

2. RELATIONSHIPS

The BWA currently recognizes the following Regional Fellowships and Federations: All Africa Baptist Fellowship; Asia Pacific Baptist Federation; Caribbean Baptist Fellowship; European Baptist Federation; North American Baptist Fellowship; Union of Baptists of Latin America.

- a. Each Member Body of the BWA is encouraged to affiliate with a Regional Fellowship or Federation. Upon approval of the BWA Executive Committee, a Member Body may be dually aligned with its own Regional Fellowship and one additional Fellowship for cultural and language reasons.
- b. Each Region shall encourage all its member bodies to seek membership in the BWA. Prior to acceptance of new members, the BWA will consult with both the appropriate Region and the appropriate member body.
- c. The General Council shall authorize the Region and agree on boundaries between the regions in consultation with the relevant regions.
- d. The Regions shall be fully integrated into the life and structure of the BWA, but will elect their own officers and determine their own functions within the framework and policy of the BWA.

3. BWA OFFICERS AND EXECUTIVE STAFF

- a. The President of the BWA shall receive a standing invitation to attend the Council and Executive Committee of each regional fellowship.
- b. The General Secretary of the BWA shall receive a standing invitation to attend the Council and Executive Committee of each regional fellowship.

4. BWA REGIONAL SECRETARIES

- a. The BWA General Secretary may be invited to nominate one person to serve on the appointment committee for the executive officer of a region who, by virtue of office, shall also serve as BWA regional secretary.

As soon as possible after taking up the role, but normally within one year, the BWA Executive Committee, on the recommendation of the BWA General Secretary and President, shall formally ratify the executive officer of the region to the role of BWA regional secretary.

- b. Regional secretaries will be responsible to their respective Region for the administration of its affairs, and to the General Secretary of the BWA as regional secretaries of the BWA.
- c. The term of service as BWA regional secretary shall coincide with service as executive officer of the Region.
- d. Each Region in appraising the work of its executive officer/regional secretary shall do so in consultation with the General Secretary of the BWA in respect of their role as BWA regional secretary.

5. FINANCES

- a. An annual application to the BWA for support of the work in the region may be submitted to the Executive Committee to be considered for inclusion in the General Budget of the BWA.

6. REPORTS

- a. Reports from each region will be given at least twice a year to the General Secretary for presentation to the General Council and the Executive Committee. The annual report should include membership statistics, notification of election results, progress of programs, reports of executive and council meetings and notification of future meetings.

ARTICLE IX THE AUXILIARIES

1. The Executive Committee may, from time to time, authorize the establishment of auxiliaries of the BWA (hereinafter "Auxiliary"). The Auxiliaries currently authorized by the BWA include the following departments: men, women and youth.
2. Each Auxiliary shall develop bylaws which will be approved by the Executive Committee. The bylaws of each Auxiliary shall define the relationship between the Auxiliary and the BWA, as well as related regional organizations.
3. An Auxiliary may elect a director upon recommendation of its own search committee and the General Secretary of the BWA. Each director shall be responsible to the Auxiliary for the administration of its affairs and to the General Secretary as a member of the staff of the BWA. Notwithstanding the provisions above, any Auxiliary staff employed by the BWA or whose salary is paid by the BWA in whole or in part, shall be appointed in accordance with and subject to the

personnel policies and procedures of the BWA as approved by the Executive Committee. Such staff members will report directly to the General Secretary.

4. Officers of men, women, and youth work within a region shall be elected by members of the respective organizations and accepted by the regional body.

ARTICLE X INDEMNIFICATION, INSURANCE & LIABILITY

1. INDEMNIFICATION

The BWA may, to the maximum extent allowed by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the BWA, by reason of the fact that he or she is or was a director, committee member, officer, employee, or agent of the BWA, or is or was serving at the request of the BWA as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually incurred by him or her in connection with such action, suit, or process. The amount of such indemnity shall be as much as the Executive Committee or the court, if application has been made to it, determines and finds to be reasonable.

2. INDEMNIFICATION EXCESS

The indemnity provided herein shall be in excess of all valid and collectible insurance or indemnity policies.

3. INSURANCE

The BWA shall purchase and maintain insurance on behalf of any individual who is or was a director, committee member, officer, or employee, of the BWA, or who, while a director, committee member, officer, or employee of the BWA, is or was serving at the request of the BWA as a director, officer, partner, trustee, or employee of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, committee member, officer, or employee, whether or not the BWA would have power to indemnify the person against the same liability under this Article of these Bylaws.

4. PERSONAL LIABILITY

Except as otherwise provided by law, no member of the Executive Committee or committees appointed by it, shall be personally liable, in his or her capacity as a committee member, for monetary damages for any action taken by such committee member or any failure by such committee member to take any action, unless the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. This provision shall not apply to the responsibility or liability of a committee member pursuant to any criminal statute or the liability of a committee member for the payment of taxes pursuant to the laws applicable in the jurisdiction in which the BWA is registered.

**ARTICLE XI
CONFLICT OF INTEREST**

1. Each of the BWA's officers and Committee members (including the Executive Committee and committees appointed by it) (hereafter Committee members) shall act at all times in a manner that furthers the BWA's religious and charitable purposes and shall exercise care that he or she does not act in a manner that furthers his or her private interests to the detriment of the BWA's religious and charitable purposes. A conflict of interest can be considered to exist in any instance where the actions or activities of an individual on behalf of the BWA also involve the obtaining of a direct or indirect personal gain or advantage, or an adverse or potentially adverse effect on the interests of the BWA. The BWA's officers and Committee members shall avoid conflicts of interest and otherwise fully disclose to the BWA any potential or actual conflicts of interest, if such conflicts cannot be avoided, so that such conflicts are dealt with in the best interests of the BWA.
2. The BWA and all of its officers and Committee members shall comply with any policies of the BWA regarding conflicts of interest, as well as all applicable legal requirements.

**ARTICLE XII
RECORDS AND REPORTS**

1. ARTICLES OF INCORPORATION AND BYLAWS

The BWA shall keep at its principal office a copy of its Articles of Incorporation and these Bylaws, as amended to date.

2. MAINTENANCE OF OTHER CORPORATE RECORDS

The BWA shall keep in written form correct and complete books and records of its accounts and shall also keep in written form minutes of the proceedings of the General Council, Executive Committee and any committees having any of the authority of the General Council or Executive Committee, and shall keep at the registered or principal office a record giving the names and addresses of the Executive Committee members.

3. CONFIDENTIALITY

Except as otherwise publicly disclosed, or in order to appropriately conduct the BWA's business, the records and reports of the BWA shall be held in confidence by those persons with access to them.

**ARTICLE XIII
GENERAL PROVISIONS**

1. FISCAL YEAR

The fiscal year of the BWA shall end on 31 December each year.

2. FISCAL POLICIES

The BWA shall develop such fiscal policies and procedures which are necessary and appropriate to meet applicable regulatory and audit requirements, and which will promote financial transparency and

accountability for the BWA. All fiscal policies and procedures shall be approved by the Executive Committee upon recommendation of the Budget and Finance Committee. Fiscal policies and procedures shall include, but not be limited to the following areas: signatory authority relating to checks, indebtedness, contract and other legal obligations; approval of financial institutions for BWA accounts; investments; spending and gifts.

ARTICLE XIV AMENDMENTS

1. AMENDMENTS

- a. These Bylaws may be amended from time to time by the General Council, generally upon the recommendation of the Executive Committee as follows
- b. If written notice of the meeting at which the amendments are presented is given to every member of the General Council at least three months in advance, and a quorum is present, then an affirmative vote of a simple majority of members present and voting shall be required for adoption.
- c. If no advance written notice of the proposed bylaws amendments has been given, and a quorum is present, then an affirmative vote of a 4/5 majority of members present and voting shall be required for adoption.

2. REVIEW

The Bylaws will be periodically reviewed every five years during the second year of the Quinquennium.