



**BAPTIST
WORLD
ALLIANCE**

NETWORKING THE BAPTIST FAMILY TO IMPACT THE WORLD FOR CHRIST

Constitution and Bylaws

ADOPTED JULY 10, 2024



**BAPTIST
WORLD
ALLIANCE**

Constitution and Bylaws

TABLE OF CONTENTS

Constitution.....	1
Bylaws Article I: <i>Spiritual Commitment and Values</i>	4
Bylaws Article II: <i>Membership and Partnership</i>	7
Bylaws Article III: <i>Global Council</i>	10
Bylaws Article IV: <i>Leadership Council</i>	14
Bylaws Article V: <i>Trustee Committee</i>	21
Bylaws Article VI: <i>Committees and Advisory Groups</i>	26
Awards Committee.....	27
Membership Committee.....	27
Nominations Committee.....	28
Resolutions Committee.....	28
Bylaws Article VII: <i>Stewards of the BWA</i>	30
Chair.....	30
Vice Chair.....	31
General Secretary.....	32
Chair of the Trustee Committee.....	33
Bylaws Article VIII: <i>Ministry and Work of the BWA</i>	35
Networks.....	35
Commissions.....	36
Ambassadors.....	37
Bylaws Article IX: <i>Regions of the BWA</i>	41
Bylaws Article X: <i>Subsidiaries and Other Associated Legal Entities</i>	45
Bylaws Article XI: <i>Indemnification, Insurance, and Liability</i>	46
Bylaws Article XII: <i>Conflict of Interest</i>	47
Bylaws Article XIII: <i>Covenant of Service</i>	48
Bylaws Article XIV: <i>Records and Reports</i>	50
Bylaws Article XV: <i>General Provisions</i>	51
Bylaws Article XVI: <i>Amendments</i>	54



**BAPTIST
WORLD
ALLIANCE**

Constitution and Bylaws

Constitution of the Baptist World Alliance

Adopted July 10, 2024

PREAMBLE

The Baptist World Alliance, extending to every part of the world, exists as an expression of the essential oneness of Baptists in the Lord Jesus Christ. Together we share a common confession of faith in Jesus Christ and are bonded together by God's love to support, encourage, and strengthen one another while proclaiming and living the Gospel of Jesus Christ in the power of the Holy Spirit before a lost and hurting world. The Baptist World Alliance is hereinafter referred to as "BWA."

Our Authority

Under the Lordship of Jesus Christ, the BWA declares that the divinely inspired Old and New Testament Scriptures have supreme authority as the written Word of God and are fully trustworthy for faith and conduct.

Our Heritage

Rooted in scripture and historic, faithful Christian witness, the BWA stands together as a Baptist family forged in the crucible of biblical discipleship, committed mission, and religious freedom, drawing upon a collective shared history since the first generally acknowledged modern Baptist congregation in 1609 and as an organizational movement since 1905.

Our Ecclesiology

The BWA recognizes the traditional interdependence and autonomy of Baptist churches and organized Baptist bodies. Our ecclesiology is as a covenantal people centered upon Jesus Christ as revealed through the Bible and in commitment to shared discernment and transformation in Jesus Christ (Rom. 12:2), shared relationship (Jn. 17:23), and shared mission (Acts 1:8) as one worldwide Baptist family in an ecclesiological missional network.

Shared Relationship

Our ecclesiology is firstly defined as a shared covenant of relationship. Made in the image of the Triune God (Gen. 1:26-27) and being conformed to the image of Christ (Rom. 8:29) in the power of the Holy Spirit, we share in the one body of Christ (Rom. 12:4-5) as one household of faith (Gal. 6:10), and

therefore we are called together by Christ and belong to one another. We declare that, through the Holy Spirit, we experience interdependence with those who share this dynamic discipleship of the church as the people of God. While seeking to live out a commitment to unity in diversity, we love one another (Jn. 13:34; 1 Jn. 4:7-12) and demonstrate we are Christ's disciples (Jn. 13:35) as we affirm and strengthen a shared covenant of relationship.

Shared Mission

Our ecclesiology is secondly defined as a shared covenant of engagement in the mission of God throughout the world. Commissioned by Jesus to make disciples of all nations in obedience to everything Jesus commanded (Mt. 28:18-20), we share in the worldwide mission of Jesus Christ (Lk. 4:18-21). We declare that every Baptist is a missionary called to live in anticipatory hope of the present and coming reality of the Kingdom (Mt. 6:10, Lk. 11:2) and the flourishing freedom found in the triune Father, Son, and Holy Spirit. While confessing the atoning sacrifice of Christ (1 Cor. 15:3-4) who is reconciling all things to Himself (2 Cor. 5:18-20, Col. 1:19-20), we live as servant ambassadors of righteousness and justice (Phil. 2:5, 7) in the fruit of the Spirit (Gal. 5:22-23) and demonstrate a called interdependence in the spiritual giftedness of all believers (1 Cor. 12) as we affirm and strengthen a shared covenant of engagement in mission.

ARTICLE I NAME

This fellowship is a Christian World Communion that shall be known as the Baptist World Alliance (hereinafter "BWA").

ARTICLE II MISSION

The BWA mission is to network the Baptist family to impact the world for Christ.

As a covenantal people pursuing this mission of unity in diversity and shared witness in the world under the guidance of the Holy Spirit, the objectives of the BWA will be to:

1. Strengthen worship, fellowship, and unity;
2. Lead in mission and evangelism;
3. Respond through aid, relief, and community development;
4. Defend religious freedom, human rights, and justice;
5. Advance theological reflection and transformational leadership;

6. Nurture Baptist identity and Christian expression;
7. Develop the BWA and the BWA Baptist movement.

ARTICLE III

IMPLEMENTATION

The BWA will implement its worldwide mission through a shared ministry model that includes, but is not limited to, the BWA General Secretary, recognized regional fellowships or federations, membership, partners, networks, ministries, and Baptists around the world. This shared ministry model will be further defined through the Bylaws.

The BWA will guide its worldwide mission through a shared governance model that includes, but is not limited to, identity, mission, membership, and fiduciary governance. This governance model and the structures, officers, membership, process for governance policies, and ongoing ministry will be further defined through the Bylaws.

ARTICLE IV

AMENDMENTS

Amendments to the Constitution require at least ninety days' notice and a two-thirds majority vote of those present and voting as prescribed in the Bylaws.



**BAPTIST
WORLD
ALLIANCE**

Constitution and Bylaws

Bylaws of the Baptist World Alliance

Adopted July 10, 2024

ARTICLE I SPIRITUAL COMMITMENT AND VALUES

The Baptist World Alliance (BWA), extending to every part of the world, exists as an expression of the essential oneness of Baptists in the Lord Jesus Christ. Together we share a common confession of faith in Jesus Christ and are bonded together by God's love to support, encourage, and strengthen one another while proclaiming and living the Gospel of Jesus Christ in the power of the Holy Spirit to a lost and hurting world.

We hold to the divinely inspired Old and New Testament as our supreme authority and to our identity as a Baptist family. Our ecclesiology is as a covenantal people centered upon Jesus Christ in commitment to shared discernment and transformation in Jesus Christ, shared relationship with one another, and shared mission in the Holy Spirit as one worldwide Baptist family in an ecclesiological missional network.

The BWA mission is to network the Baptist family to impact the world for Christ. This mission is implemented through a shared ministry model and a shared governance model. Within this shared approach, the identity and mission of the BWA helps shape the governance of the BWA just as the governance must help the BWA strengthen our identity and engagement in mission.

The identity and mission of the BWA call us to a shared ministry model that includes, but is not limited to, all Baptists around the world, and specifically to BWA members, partners, networks, ministries, recognized regions, and the team guided by the BWA General Secretary. It also calls us to a shared governance model that includes, but is not limited to, identity, mission, membership, and fiduciary governance implemented through structures, stewards, officers, membership, processes, policies, and practices. Shared ministry and shared governance affirm that the ministry and governance of the whole is shared across multiple intentional groups of differing sizes, compositions, and responsibilities to strengthen the identity, mission, accountability, transparency, and overall health and impact of the BWA. Foundational to the shared ministry model and shared governance model are core spiritual commitments and values that further shape a governance that builds upon and strengthens identity and mission.

First, our identity and mission call us to be centered around Jesus Christ. We believe that our Lord and Savior Jesus Christ, revealed in the Scriptures as fully God and fully human, and whose life shows us the

way of true discipleship, was crucified for all people, and raised from the dead on the third day to save us from our sins. We are therefore called to be disciples who are being transformed into the image of Christ. As individuals and as a community, we are called to a journey of grace, discernment of the Holy Spirit, and obedient alignment to the work of God. As disciples we are to abide in Christ and make disciples of all nations in obedience to everything Jesus commanded. We are a people whose theology, relationality, and mission are centered around the salvific and redeeming love of Jesus Christ.

Second, our identity and mission call us to be a Baptist family who are a covenantal people and not a creedal people. As a family, we remain committed to living in relationship with one another, even when there are differences and disagreements, believing we are one body of Christ and one household of faith in a covenant of shared relationship in the Holy Spirit. With unity centered in shared life, we love one another, pursue unity in diversity, and live as a family in the spirit of the Principles and Guidelines for Intra-Baptist Relationships.

As a worldwide family, we embrace our diversity as a grace and gift of God that is to be celebrated. Within our governance structures, we commit to a worldwide movement that reflects:

Godliness
Geography
Gender
Generation
Giftedness

United in godliness and in our diverse geography, gender, generation, and giftedness, all aspects of the shared governance model of the BWA shall reflect these commitments even as we recognize that the purpose and focus of each governance iteration will influence which of these values will be primary in that iteration.

Holy Spirit inspiration undergirds the Baptist movement and results in creative expression of the mission of God in the wide range of Baptist organizations, movements, and networks across the world such as churches, conventions and unions, mission initiatives, educational institutions, religious freedom and justice pursuits, aid and development ministries, hospitals and care agencies, and media groups among others. As a worldwide Baptist family, we will strive to maintain connection to every Baptist, every Baptist church, and every organized Baptist community. As Baptists, the local church is wholly church but not the whole church and each is a Holy Spirit called initiative with each person participating in the one church that God has called into being under Jesus Christ. Committed to mutuality and shared participation in the mission of God, we will seek to build and deepen relationships and engagement in the mission of God among all Baptists of every expression and of every place.

Third, our identity and mission call us to embrace our model of organization as an ecclesiological missional network. Embracing the priesthood of all believers and the traditional interdependence and autonomy of Baptist churches and organized Baptist bodies, BWA governance is to reflect our identity as a worldwide covenanted missional network. Rather than seeking characterization through hierarchy, we seek characterization as a networked Baptist movement in a covenant of shared transformation,

shared relationship, and shared mission. Governance as a network requires careful cultivation that, as in the parable of Jesus, yields fruit one hundred-fold. We are commissioned to consistently model and build a myriad of networks that deepen relationships leading to shared engagement in the mission of God.

Fourth, our identity and mission call us to impact the world for Christ. Just as discipleship is to be marked by growing love of Christ and growing love for one another, so it is to be marked by the fruit of the Spirit in prayerful pursuit of the Kingdom of God on earth as it is in heaven. We are called to be a missionary people embodying in presence and action the holistic mission of God. In light of our identity and mission, our ministry and governance should seek impact in the world for the glory of Jesus Christ.

ARTICLE II

MEMBERSHIP AND PARTNERSHIP

An organized Baptist body, church, or individual that desires to affirm Baptist identity, belong to the worldwide Baptist family united in global diversity, and collaborate in the mission and ministry of the BWA shall be eligible for partnership, subject to the following definitions, processes, and responsibilities.

1. Member Partnership

A. Baptist bodies applying to be a Member Partner of the BWA shall:

- i. Be organized Baptist groups.
- ii. Be affiliated with at least one key ministry area of the BWA.
- iii. Have their own independent governance and financial identity.

B. Each Baptist body welcomed as a Member Partner shall subscribe to the identity, values, objectives, and financial support of the BWA as set forth in the Constitution and Bylaws and other relevant documents of the BWA. Each shall authorize the application for membership through its own due process and through its officers or duly empowered governance structure.

C. The criteria and/or guidelines for membership and evaluation of submitted applications will be maintained in a Membership Committee Charter approved by the Leadership Council.

D. Applications determined to meet membership requirements will be recommended by the Membership Committee to the Leadership Council for its affirmation and recommendation to the Global Council for approval.

E. Members Partners of the BWA will demonstrate their identity and collaborative support by:

- i. Participating in regular prayer.
- ii. Attending BWA Annual Gatherings, Congress, and other meetings.
- iii. Joining BWA Regions, networks, and other ministry areas.
- iv. Collaborating in BWA mission and ministry.
- v. Paying an appropriate annual donation.
- vi. Completing BWA surveys and annual forms.
- vii. Reporting and promoting regularly to its constituency and sphere of influence on the identity, mission, ministry, and programs of the BWA.

F. Each Member Partner will assume a fair and reasonable share of financial support for the general ministry, programs, and work of the BWA. In currency-controlled countries, money spent on behalf of BWA ministry and programs within the currency-controlled area may be regarded by

mutual agreement as a contribution towards the Member Partner's financial responsibilities to the BWA.

- G. In order that the BWA may gather and disseminate information about its global ministry and impact, analyze trends, and respond appropriately, each Member Partner will participate in surveys and provide reports as requested by the BWA, including providing annual statistics, based on careful reporting and/or surveys of that membership.
- H. Member Partners that appoint representatives to the BWA Global Council will do so in accordance with these Bylaws.
- I. The Membership Committee may at times discern and recommend suspension or disqualification of a Member Partner should that entity no longer fulfil the conditions of BWA membership. Suspension or disqualification must be approved by a majority vote of the Leadership Council after a time of prayerful discernment. The Leadership Council is the final arbiter. In extraordinary circumstances, interim suspension or disqualification can be made by a majority vote of the Membership Committee until consideration by the Leadership Council. Decisions regarding membership and good faith continuation are solely at the discretion of the BWA. Disqualification does not preclude future reapplication.

2. Ministry Partnership

- A. Baptist groups that wish to collaborate in the mission and ministry of the BWA but that do not qualify for Member Partnership or prefer not to apply as a Member Partner may be admitted as a Ministry Partner of the BWA.
- B. Ministry Partners of the BWA will demonstrate their identity and collaborative support by:
 - i. Participating in regular prayer.
 - ii. Attending BWA annual gatherings, Congress, and other meetings.
 - iii. Joining BWA regions, networks, and other ministry areas.
 - iv. Collaborating in BWA mission and ministry.
 - v. Paying an appropriate annual donation.
 - vi. Completing BWA surveys and annual forms.
 - vii. Reporting and promoting regularly to its constituency and sphere of influence on the identity, mission, ministry, and programs of the BWA.
- C. Ministry Partner applications will be reviewed by the General Secretary and affirmed by the Membership Committee.
- D. The General Secretary may at times discern the need for suspension or disqualification of a Ministry Partner where that entity is no longer fulfilling the conditions of BWA Ministry Partner membership. Suspension or disqualification must be approved by a majority vote of the Membership Committee after a time of prayerful discernment. The Membership Committee is

the final arbiter. Interim suspension or disqualification can be made by the General Secretary until consideration by the Membership Committee. Decisions regarding membership and good faith continuation are solely at the discretion of the BWA. Disqualification does not preclude future reapplication.

- E. Ministry Partners do not have representation on the BWA Global Council by virtue of their ministry partnership.

3. Affinity Partnership

- A. Baptist individuals, churches, and other groups who wish to support the mission and ministry of the BWA but who do not qualify for Member or Ministry Partnership may become Affinity Partners of the BWA upon application and by making an annual donation.
- B. Affinity Partners show further support for the BWA through prayer; participation in the networks; attendance at BWA Annual Gatherings, Congress, and other meetings; and ongoing collaboration in the identity, mission, and ministry of the BWA.
- C. Affinity Partner applications will be reviewed and approved by the General Secretary.
- D. After a time of prayerful discernment, the General Secretary may at times discern the need for suspension or disqualification of an Affinity Partner where that person or entity is no longer fulfilling the conditions of BWA Affinity Partner membership. The General Secretary is the final arbiter. Decisions regarding membership and good faith continuation are solely at the discretion of the BWA. Disqualification does not preclude future reapplication.
- E. Affinity Partners do not have representation on the BWA Global Council by virtue of their affinity partnership.

ARTICLE III

GLOBAL COUNCIL

1. General Overview

In our journey as Christ-centered disciples, open to the guidance of the Holy Spirit, we affirm there is “One Lord, One Faith, and One Baptism” and that Jesus calls us to unity. Unity is not uniformity and is both God’s gift to us and God’s dynamic call to us as we seek to live within a covenant of interdependent relationship.

The Global Council (GC) is the widest representation and celebration of a diverse worldwide Baptist family in its many expressions. With an ecclesial reality of communities covenanted in relationship and mission, the Global Council affirms the identity of the Baptist movement as a worldwide family. The Global Council celebrates and gives thanks for what God has achieved, and is achieving, through the life and work of the Partners of the BWA and seeks to be open to God’s prophetic word to us. The Global Council nurtures intentional representation of godliness, geography, gender, generation, and giftedness, and deepens fellowship among us. The Global Council enables us to listen and learn from one another and with one another to the realities of the world in order to speak and act as a global family with truth and compassion. The Global Council is a family that prays for one another and for the world and that commissions and prays for God’s blessing on those who undertake recognized roles and ministries and thereby enter into a covenant relationship with the BWA and its Member Partners.

The Global Council also retains specific governance responsibilities as outlined in these Bylaws.

2. Governance Responsibilities

The Global Council will champion and provide governance in those areas that pertain to the nature of the BWA as a family. The Global Council is served by the General Secretary as the Chief Executive Officer (CEO). The Global Council governance responsibilities are:

- A. Approve Member Partner membership via recommendation of the Membership Committee and outlined relevant processes.
- B. Approve resolutions via recommendation of the Resolutions Committee and outlined relevant processes.
- C. Elect and commission with prayer the BWA Chair on the recommendation of the Nominations Committee and outlined relevant processes.
- D. Elect and commission with prayer the BWA Vice Chair on the recommendation of the Nominations Committee and outlined relevant processes.
- E. Approve appointment and commission with prayer the General Secretary via recommendation of the relevant search committee and outlined processes.
- F. Ratify amendments to the Constitution via recommendation of the Leadership Council.

3. Membership and Representation on the Global Council: Member Partners Category

The Global Council is comprised of representatives of all Member Partners. Representation by those Member Partners on the Global Council is defined as follows:

- A. Each Member Partner whose own membership is defined by churches and church members will be entitled to representation on the Global Council:
 - i. One (1) for each Member Partner of up to 40,000 church members.
 - ii. Two (2) for each Member Partner with 40,001 or more church members up to 200,000.
 - iii. Three (3) for each Member Partner with 200,001 or more church members up to 1,000,000.
 - iv. Four (4) for each Member Partner with over 1,000,001 church members.
 - v. Member Partners with 5,000,001 or more members may appoint four (4) representatives and one (1) additional representative for each full million above 5,000,001 up to a maximum of seven (7) representatives.
- B. Each Member Partner whose own membership is defined other than by churches and church members will be entitled to appoint one (1) representative to the Global Council.
- C. All Member Partners may also appoint up to three (3) additional representatives to the Global Council, provided that they are one each of: (1) a female; (2) a layperson; and (3) a person under the age of thirty-five (35) at the time of their appointment.
- D. Member Partners are to name good faith representatives taking into consideration: (1) the BWA's commitment to godliness, geography, gender, generation, and giftedness; (2) the leadership of their own body; (3) ability of the individual to actively participate; (4) commitment of the individual to serve as part of a global family seeking unity in discipleship and discernment in Christ, shared relationship, and shared mission, and (5) the willingness of the individual to affirm and serve within a covenant of service approved and maintained by the Leadership Council. If the nominated individual is unable to serve within the covenant and these principles, the BWA will not recognize this individual as a good faith representative, and the Member Partner will be required to name a different individual. In questions of uncertainty, the Leadership Council will provide final guidance and determination.

4. Membership and Representation on the Global Council: Additional Categories

- A. The Chair will serve as an ex-officio voting member of the Global Council.
- B. The General Secretary will serve as an ex-officio voting member of the Global Council. Unless specifically named in these Bylaws, no other individual, whether serving at the BWA or any of its legal entities, remotely or in the regions, who is paid by the BWA as employees, staff, contractors, or in any other format; seconded to the BWA; or serving in a volunteer staff position with the BWA as designated by the General Secretary, may serve as a member of the Global Council.

C. Additional ex-officio voting members of the Global Council will include:

- i. Members of the Leadership Council.
- ii. Members of the Trustee Committee.
- iii. Stewards.
- iv. Former BWA Chairs / Presidents.
- v. Former BWA General Secretaries.
- vi. Presiding officer and up to seven regional representatives of Baptist World Alliance Women and BWA Men who are named as good faith representatives by the leadership of those respective bodies.

D. Up to twelve (12) general representatives are also eligible to serve via recommendation of the Nominations Committee and approval by the Global Council.

5. Meetings

The Global Council normally meets once per year on the call of the General Secretary. Meetings may be held in person, virtually, or hybrid with the General Secretary determining the date, location, and format of the meeting. A Special Called Global Council meeting may be called by a majority vote of the Leadership Council. Written notice of any meeting will be sent by the BWA to every Member Partner of the Global Council at least ninety (90) days before the proposed meeting date.

6. Quorum

Fifty (50) representatives on the Global Council, participating in any format deemed appropriate by the General Secretary, will constitute a quorum for the transaction of business provided that at least fifteen (15) Member Partners are represented.

7. Manner of Acting

Unless otherwise provided by the Articles of Incorporation, Constitution, or Bylaws, if a quorum is present at a meeting of the Global Council, then an affirmative vote of a simple majority of the Global Council representatives present and voting shall be the act of the Global Council. Abstaining votes are not included as part of the determination of what constitutes a majority percentage.

8. Proxies

A Member Partner may appoint a proxy in place of a named Global Council representative who is unable to represent the Member Partner at a meeting of the Global Council. Notice of an appointment of a proxy will be delivered to the General Secretary or individual designated by the General Secretary in writing at least one month prior to the Global Council meeting. Such proxies are to be good faith representatives as defined in these Bylaws and have the right to vote. Other

Member Partner representatives or individual members of the Global Council may not serve as proxies, or in any way have more than one vote per person per vote.

9. Meeting Proceedings

- A. The BWA Chair will generally serve as the Chair of the Global Council.
- B. Individuals who are not appointed representatives on the Global Council may generally attend open meetings of the Global Council as observers. Observers shall have neither voice nor vote. Only recognized good faith representatives on the Global Council may participate in voting and discussion, unless the Chair requests a non-member to participate in the discussion. The Chair, in exceptional circumstances, may designate meetings "closed" to all individuals who are not representatives or individual members of the Global Council.
- C. It is the normal practice of the BWA to record, video, and photograph Global Council meetings to help with preparation of minutes or in any other manner deemed appropriate by the BWA General Secretary. Participation in the Global Council is consent to such recordings, video, and photography. Generally speaking, additional recordings, videography, or photography are permitted for private use or by credentialed media individuals and organizations, and in line with any other provisions and/or processes found in the Bylaws or established by the BWA.

ARTICLE IV

LEADERSHIP COUNCIL

1. General Overview

The Leadership Council (LC) will champion and provide governance to those areas that pertain to the BWA mission, vision, and strategic impact in the world. In addition to the purview of the Leadership Council outlined in the Constitution, Bylaws, and any other related document(s), any governance responsibility or authority not specifically prescribed to the Global Council or the Trustee Committee shall be assigned to the Leadership Council. The Leadership Council seeks to model and nurture the BWA's commitment to godliness, geography, gender, generation, and giftedness. The Leadership Council provides spiritual and strategic governance as together the members seek the mind of Christ, guided by the values and priorities of Holy Spirit listening, wisdom seeking, and generative discussion.

2. Governance Responsibilities

The Leadership Council members are to uphold godliness, trust, gracious diplomacy, peacebuilding, Holy Spirit creativity, and confidentiality as they exercise their governance responsibilities to:

- A. Strengthen the identity and spiritual and strategic mission of the BWA based on Holy Spirit listening, wisdom seeking, and generative discussion.
- B. Consider and vote on proposals to the Bylaws upon recommendation of the Trustee Committee. Consider proposals to the Constitution upon recommendation of the Trustee Committee and, if adopted by the Leadership Council, recommend to the Global Council.
- C. Receive and review reports, proposals, and recommendations from the General Secretary and take relevant action as appropriate.
- D. Receive and review reports, proposals, and recommendations from Committees of the Leadership Council and take relevant action as appropriate.
- E. Recommend Member Partners to the Global Council upon recommendation of the Membership Committee.
- F. Review and act upon other recommendations of the Membership Committee in areas such as guidelines, ministry requirements, financial requirements, suspensions, and disqualifications. Suspension or disqualification must be approved by a majority vote of the Leadership Council.
- G. Review and approve in relation to Committees of the Leadership Council:

- i. Approve establishment of committees.
 - ii. Approve the remit of each committee and the Charter of each standing committee.
 - iii. Approve proposed changes to all Charters upon the recommendation of that committee and/or the General Secretary.
 - iv. Appoint the core Members and core Chair and Vice Chair of each committee, with core defined as those individuals approved when the committee is either established or continued for a new quinquennium. Once established or continued for a new quinquennium, the committee is empowered to operate according to its Charter.
- H. Review and approve in relation to Commissions:
- i. Approve establishment of commissions.
 - ii. Approve the Charter of each commission.
 - iii. Approve proposed changes to all Charters upon the recommendation of that commission and/or the General Secretary.
 - iv. Appoint the core Members and core Chair and Vice Chair of each commission, with core defined as those individuals approved when the commission is either established or renewed by the Leadership Council. Once established or continued for a new quinquennium, the commission is empowered to operate according to its Charter.
- I. Approve award nominations recommended by the Awards Committee.
- J. Amend, when deemed necessary by the Leadership Council, the budget or revised budget adopted by the Trustee Committee.
- K. Adopt and maintain standing orders for motions, deliberations, decision making, voting, and other governance related processes not included in these Bylaws and applicable to both the Global Council and Leadership Council.
- L. Appoint General at-large Leadership Council members upon recommendation by the Nominations Committee or the General Secretary.
- M. Suspend or censure Leadership Council members with a majority vote of those present and voting or remove Leadership Council members, unless otherwise detailed in these Bylaws, with a two-thirds majority vote of those present and voting.
- N. Appoint the Trustee Committee in terms of (1) establishing the Charter and approving amendments to the Charter upon the recommendation of the Trustee Committee or the General Secretary, (2) Chair upon recommendation of the Nominations Committee, (3) General Trustee Committee Members upon recommendation of the Nominations Committee, (4) suspending or censuring Trustee Committees with a majority vote of those

present and voting, (5) removing Trustee Committee members, unless otherwise detailed in these Bylaws, with a two-thirds majority vote of those present and voting.

- O. Suspend or disqualify any individual who has been named by a Member Partner to the Global Council who is not a good faith representative by a majority vote of those present and voting.
- P. Suspend or rescind any chair, vice chair, or member of any committee or commission or any other elected or appointed individual, unless otherwise detailed, with a majority vote of those present and voting.
- Q. Suspend or rescind the invitation to serve as Chair of the Global Council or Vice Chair of the Global Council, unless otherwise detailed, with a two-thirds majority vote of those present and voting.
- R. Suspend or rescind the invitation to serve as General Secretary upon recommendation of the Trustee Committee with a two-thirds majority vote of those present and voting.

3. Membership and Representation on the Leadership Council

In its role of providing governance to those areas that pertain to the BWA mission, vision, and strategic impact in the world, the Leadership Council will be comprised of the leaders of the various groups who have the assigned responsibility to action the ministry and mission of the BWA along with other suitably qualified persons as follows:

- A. Leadership Council Chair who shall generally be the BWA Vice Chair.
- B. BWA Chair.
- C. Immediate Past BWA Chair (previously known as President).
- D. BWA Vice Chair.
- E. BWA General Secretary.
- F. BWA Regional Secretaries.
- G. BWA Regional Chairs.
- H. BWA Ambassadors.
- I. Chairs of standing Leadership Council Committees and chairs of other committees as designated by the BWA General Secretary.

J. Chairs of BWA Commissions. Commission Vice Chairs can be named as the representative Commission members at the discretion of the Commission Chair or by the BWA General Secretary in the case of a non-responsive Commission Chair.

K. Chairs / Governance Leaders of standing BWA Networks:

- i. The appointed representative is to normally be the Chair of the network's board or advisory council, or other similar title for the primary governance leader.
- ii. If a network has an established transition model similar to Vice President to President, Vice-Chair to Chair, President-elect, or similar nomenclature, then they may designate the individual who will rotate as a second representative of the network.
- iii. Representatives appointed by the network to the Leadership Council is capped at a maximum of two per network.
- iv. Standing networks are established by the Leadership Council on the recommendation of the BWA General Secretary. The BWA General Secretary determines the entity or group within the standing network that is to appoint an individual(s) from that standing network to the Leadership Council.

L. Up to twelve (12) general at-large members to enhance the work of the Leadership Council including increasing geography, gender, generation, and giftedness representation.

M. Trustee Committee members who are not otherwise named to the Leadership Council.

N. The General Secretary will serve as an ex-officio voting member of the Leadership Council and all Committees or other subgroups of the Leadership Council. Unless specifically named in these Bylaws, no other individual, whether serving at the BWA or any of its legal entities, remotely or in the regions, who is paid by the BWA as employees, staff, contractors, or in any other format; seconded to the BWA; or serving in a volunteer staff position with the BWA as designated by the General Secretary, may serve as a member of the Leadership Council or its Committees. The General Secretary may appoint a designee to work alongside and assist the Leadership Council or one of its committees or advisory groups.

4. Terms of Service on the Leadership Council and Process for Election

A. Leadership Council Members by Virtue of Office

An individual serving on the Leadership Council by virtue of their office or position will serve for as long as they continue to hold that office or position.

B. Other Members of the Leadership Council

- i. General at-large Members will serve for a term of three (3) years.
- ii. They may serve up to three (3) consecutive terms at the sole discretion of the BWA and pending their reelection following the process established by the Leadership Council.

- iii. After three (3) consecutive terms, an individual must wait at least one (1) intervening year before eligibility for reelection.
- iv. General at-large members are recommended by the Nominations Committee and ratified by the Leadership Council.
- v. Term of service begins upon vote by the Leadership Council. Outgoing members may continue to participate as voting participants until the end of the Leadership Council of their term.

C. Additional Provisions Applicable to All Leadership Council Members

Members serve on the Leadership Council at the sole discretion of the BWA and are to serve within a covenant of service seeking to enhance the identity, mission, and unity of the BWA. Together we seek to pray, embrace, celebrate, learn, and work together as growing disciples to mobilize a worldwide Baptist family under the belief that the Lord has called us to co-labor together for his glory and the fulfillment of the BWA's mission as part of the Kingdom of God. Service on the Leadership Council will help shape the contours and developments of Baptists at a global level and is a sacred responsibility to be undertaken with a spirit of pastoral love, collaboration, in pursuit of unity, and under the guidance and direction of the BWA. Individuals who are no longer able to serve in good faith are expected to voluntarily resign.

Service on the Leadership Council is at the sole discretion of the BWA, and the Leadership Council retains the right to censure, suspend, rescind the invitation to serve, or otherwise remove any member of the Leadership Council following the process established at the sole discretion of the BWA Leadership Council. Where a person is serving on the Leadership Council by virtue of their position within the BWA, such action would also extend to their service in that position.

5. Meetings

The Leadership Council normally meets twice per year upon the call of the General Secretary. Normally, the Leadership Council will meet in person the first full week of March at the BWA office and in July in conjunction with the BWA Annual Gathering. Meetings may be held in person, virtually, or hybrid with the General Secretary determining the date, location, and format of the meeting. Written notice of any meeting shall be communicated to members of the Leadership Council at least ninety (90) days before the proposed meeting date.

A Special Called Leadership Council meeting may be called by a majority vote of the Trustee Committee or by the signed request of at least twenty-five (25) Leadership Council members representing at least five (5) Member Partners.

The Trustee Committee can amend the ninety (90) day timeline if appropriate in the particular circumstances. However, a minimum of ten (10) days must be given for any special called meeting.

6. Quorum

Twenty (20) representatives on the Leadership Council, participating in any format determined by the General Secretary, will constitute a quorum for the transaction of business, provided that there is at least one (1) person from three (3) of the BWA regions.

7. Manner of Acting

Unless otherwise provided by the Articles of Incorporation, Constitution, or Bylaws, if a quorum is present at a meeting of the Leadership Council, then an affirmative vote of a simple majority of the Leadership Council representatives present and voting shall be the act of the Leadership Council. Abstaining votes are not included as part of the determination of what constitutes a majority percentage.

8. Proxies

Proxies are not permitted for the Leadership Council.

9. Action Without a Meeting

Any action to be taken at a meeting of the Leadership Council may be taken without a meeting via an electronic vote, such as by email, with the following provisions:

- A. Proposal must be clearly communicated to members of the Leadership Council.
- B. Members will normally be given one week (7 days) to respond, and this will be the timeline unless otherwise stated. This timeline can be amended by the General Secretary based on the particular circumstances.
- C. Non-response in either the normal or otherwise stated timeframe will be understood as a vote of affirmation for the stated proposal(s).
- D. Finalized actions must be communicated to the Leadership Council and included in the next regularly produced minutes approved by the Leadership Council.

10. Meeting Proceedings

- A. The Leadership Council is generally only open to members of the Leadership Council. If the Leadership Council Chair and General Secretary agree, a non-member can be invited to attend as an observer or requested to participate in the meeting discussions. Only members of the Leadership Council are eligible to vote.
- B. BWA Team members may be requested by the General Secretary to attend as observers.

- C. Members of the Leadership Council and those participating in Leadership Council discussions, should maintain discretion and confidentiality, and during deliberations, participants are encouraged to speak openly. In order to create a trusted environment to understand and address complex realities, when participants need to reference discussions and deliberations outside of the Leadership Council they should do so without attribution to the identity or affiliation of individual speakers.
- D. It is the normal practice of the BWA to record, video, and photograph Leadership Council meetings to help with minutes or in any manner deemed appropriate by the BWA General Secretary. Participation in the Leadership Council is consent to such recordings, video, and photography. Generally speaking, additional recordings, videography, or photography are permitted for private use and in line with any other provisions and/or processes found in the Bylaws or established by the BWA.
- E. The Chair may designate a meeting, in part or in full, to be in Executive Session. Executive Sessions should be limited in nature, confidential, and will follow the protocols outlined by the Leadership Council including in the development of minutes.

11. Additional Leadership Council Policies, Procedures, and Practices

The Leadership Council may choose to develop and adopt additional policies, procedures, and practices to further guide the spiritual and cultural ethos of the Leadership Council, its deliberations, and the implementation of its decisions. This may include, but is not limited to, manuals, guides, orientation processes, covenants, and videos. Once adopted by the Leadership Council, these addendums must be clearly communicated and maintained until there is further guidance by the Leadership Council.

ARTICLE V

TRUSTEE COMMITTEE

1. General Overview

The Trustee Committee (TC) will champion and provide governance in relation to BWA legal and fiduciary responsibilities through missional, pastoral, integrated, and holistic engagement. As faithful custodians of BWA's resources and legal obligations, trustees recognize that the ministry of the BWA does not belong to them but to the Lord. Therefore, in faith, trustees are required with integrity and transparency to receive the gifts of grace given by members and passed on by previous leaders, fulfill the call to have impact in this generation, and to cultivate and confer the responsibility of leadership to new leaders and a next generation. Trustees serve as commended by the Apostle Paul, "Now it is required that those who have been given a trust must prove faithful" (1 Corinthians 4:2).

2. Governance Responsibilities

The Trustee Committee's members are to uphold godliness, trust, gracious diplomacy, peacebuilding, Holy Spirit creativity, and confidentiality as they exercise their governance responsibilities to:

- A. Enact within its purview the identity, mission, strategy, and vision adopted by the Leadership Council.
- B. Consider and make recommendations to the Leadership Council regarding amendments to the BWA Constitution or Bylaws.
- C. Receive and review reports, proposals, and recommendations from the General Secretary in areas appropriate for the committee and take action as appropriate.
- D. Receive and review reports, proposals, and recommendations from committees and advisory groups of the Trustee Committee and take action as appropriate.
- E. Provide general governance in relation to the financial affairs of the BWA, including adopting the annual budget and implementing subsequent revisions including any revisions required by the Leadership Council; overseeing the operating and capital budgets; ensuring appropriate fiscal and investment policies are adopted and maintained including through additional documentation such as a comprehensive financial policies manual; ensuring financial reporting that meets applicable regulatory requirements; pursuing other financial planning responsibilities as appropriate; authorizing as appropriate the purchase, sale, lease, exchange, or mortgage or encumbrance of any kind of any property or assets of the BWA; and approving the selection of an annual external auditor and overseeing audit related matters.

- F. Provide the governance in relation to BWA human resources such as overseeing the development and implementation of appropriate human resources policies and procedures including through the maintenance of a comprehensive human resources manual.
- G. Provide any statutory or legal review or compliance required of or by the BWA and any of its subsidiaries, networks, ministries, or related entities.
- H. Provide risk management and reputational enhancement for the BWA and any subsidiaries, networks, ministries, or related entities.
- I. Evaluate and approve proposed partnerships with the BWA, when such partnerships are not part of the stated responsibilities of the Membership Committee.
- J. Provide support for the General Secretary and ensure a process of ongoing review, development, and accountability of the General Secretary.
- K. Serve as the BWA's organizational Board, fiduciary Officers in relation to governance, legal, and other fiduciary matters and responsibilities as so defined in these Bylaws.
- L. Ensure the overall health and wellbeing of the BWA and its subsidiaries in areas of finance, human resources, and legal and statutory requirements.
- M. Should the Leadership Council (1) adopt a plan of merger or consolidation with another communion, ministry, network, corporation, or other entity or (2) vote to authorize the voluntary dissolution of the BWA, the Leadership Council may appoint the Trustee Committee to, in part, or in full, implement these decisions.

3. Membership and Representation on the Trustee Committee

The Trustee Committee is comprised of the following individuals:

- A. Trustee Committee Chair.
- B. BWA Chair.
- C. BWA Vice Chair.
- D. General Members: minimum of 5 and up to 15 General Members to help achieve a portfolio of (1) geography, gender, and generational diversity and (2) diversity of giftedness in areas such as, but not limited to, human resources, financial management, audit, advancement, governance, law, and communications, with additional consideration given to knowledge of fiduciary responsibilities in the legislative and regulatory requirements relevant to the BWA.

- E. The General Secretary will serve as an ex-officio voting member of the Trustee Committee and all committees or other subgroups of the Trustee Committee.
- F. Unless specifically named in these Bylaws, no other individual, whether serving at the BWA or any of its legal entities, remotely or in the regions, who is paid by the BWA as employees, staff, contractors, or in any other format; seconded to the BWA; or serving in a volunteer staff position with the BWA as designated by the General Secretary, may serve as a member of the Trustee Committee or its committees or other subgroups. The General Secretary may appoint a designee to work alongside and assist the Trustee Committee or one of its committees or subgroups.

4. Terms of Service on the Trustee Committee and Process for Election

A. Trustee Committee Members by Virtue of Office

An individual serving on the Trustee Committee by virtue of their office or position will serve for as long as they continue to hold that office or position.

B. Chair and General Members of the Trustee Committee

- i. The Chair and General Members of the Trustee Committee will normally serve for five (5) years in line with the normal quinquennial cycle of the BWA.
- ii. General Members may serve up to two (2) consecutive terms at the sole discretion of the BWA and pending their reelection following the established process. After two (2) consecutive terms, an individual must wait at least one (1) intervening year before eligibility for reelection.
- iii. The Chair may only serve one term as Chair. Election as a General Member is possible unless a maximum of two (2) consecutive terms has been reached.
- iv. Where a vacancy exists, an individual may be elected within a quinquennium and will serve until the conclusion of that quinquennium in line with the other General Members. These partial terms will not count towards the two (2) consecutive term maximum, but an individual who has already reached the two (2) consecutive term maximum cannot serve unless the one (1) year intervening year has occurred.

C. Process for Election for Chair and General Members

- i. The Trustee Committee Chair and General Members will be elected by the Leadership Council upon recommendation by the Nominations Committee. The Nominations Committee will work to address the compositional needs in reference to godliness and diversity in (1) geography, gender, generation, and (2) giftedness.
- ii. Vacancies which occur during a quinquennium will be filled by the Leadership Council upon recommendation by the Nominations Committee.

- iii. In the absence of a Trustee Committee Chair, the BWA Chair will function as Chair of the Trustee Committee until a new Trustee Committee Chair is elected by the Leadership Council.

5. Meetings

- A. The Trustee Committee normally meets three times per year upon the call of the General Secretary. Normally, the Trustee Committee will meet the first full week of March at the BWA office in conjunction with the Leadership Council, and usually at least twice more over the course of the year. Meetings may be held in person, virtually, or hybrid with the General Secretary determining the date, location, and format of the meeting.
- B. A Special Called Trustee Committee meeting may be called by the General Secretary or collectively by the Trustee Committee Chair, BWA Chair, and BWA Vice Chair. In the case of a Special Called meeting, written notice shall be communicated to the members of the Trustee Committee and the meeting logistics arranged normally by the General Secretary or in exceptional circumstances by the Trustee Committee Chair and BWA Chair.

6. Quorum

Seven (7) members of the Trustee Committee, participating in any format determined by the General Secretary, will constitute a quorum for the transaction of business.

7. Manner of Acting

Unless otherwise provided by the Articles of Incorporation, Constitution, or Bylaws, if a quorum is present at a meeting of the Committee, then an affirmative vote of a simple majority of the Trustee Committee members present and voting shall be the act of the Trustee Committee. Abstaining votes are not to be included as part of the determination of what constitutes a majority percentage.

8. Proxies

Proxies are not permitted for the Trustee Committee.

9. Action Without a Meeting

Any action to be taken at a meeting of the Trustee Committee may be taken without a meeting via an electronic vote, such as by email, with the following provisions:

- A. The proposal must be clearly communicated to members of the Trustee Committee.
- B. Members will normally be given one week (7 days) to respond, and this will be the timeline unless otherwise stated. This timeline can be amended by the General Secretary based on the particular circumstances.

- C. Non-response in either the normal or otherwise stated timeframe will be understood as a vote of affirmation for the stated proposal(s).
- D. Finalized actions must be communicated to the Trustee Committee and included in the next regularly produced minutes approved by the Trustee Committee.

10. Meeting Proceedings

- A. The Trustee Committee is only open to members of the Trustee Committee due to the detailed and confidential nature of many discussions. If the Trustee Committee Chair and General Secretary agree, a non-member can be requested to participate in the meeting discussions.
- B. Members of the Trustee Committee and those participating in Trustee Committee discussions should maintain discretion and confidentiality, and during deliberations, participants are encouraged to speak openly. In order to create a trusted environment to understand and address complex realities, when participants reference discussions and deliberations outside of the Trustee Committee they should do so without attribution to the identity or affiliation of individual speakers. Once a decision has been reached, it is expected that Trustee Committee members will seek to implement and encourage the reached decision and to speak as one voice.
- C. It is the normal practice of the BWA to record, video, and photograph Trustee Committee meetings to help with minutes or in any manner deemed appropriate by the BWA General Secretary. Participation in the Trustee Committee is consent to such recordings, video, and photography. Generally speaking, additional recordings, videography, or photography are permitted for private use and in line with any other provisions and/or processes found in the Bylaws or established by the BWA.
- D. The Trustee Committee Chair may designate a meeting, in part or in full, to be in Executive Session. By definition, Executive Sessions should be limited in nature, confidential, and will follow the protocols outlined by the BWA.

ARTICLE VI

COMMITTEES AND ADVISORY GROUPS

1. Committees Generally

- A. The Leadership Council may establish one or more standing committees as needed or required to assist them in providing excellence in governance and mission achievement. The standing committees shall include, but not be limited to, an Awards Committee, Membership Committee, Nominations Committee, and Resolutions Committee. The Leadership Council may establish other committees or standing committees whose length and purpose are determined by the Leadership Council.
- B. Committee Chairs are members of the Leadership Council by virtue of office subject to the provisions in these Bylaws.
- C. The Leadership Council will determine the authority and responsibility of each committee. In standing committees, this will be set forth in a Committee Charter approved by the Leadership Council. The Charter will identify values, principles, tasks and desired outcomes, committee size, frequency of meetings, and other relevant details. Committees will include persons based on the BWA commitment to godliness and diversity in geography, gender, and generation, while also ensuring giftedness in the specific skills or expertise helpful to the committee in fulfilling its responsibilities.
- D. Core committee members are defined as those individuals approved when the committee is either established or continued for a new quinquennium. Additional committee members may be added through consultation between the General Secretary (or the General Secretary's designated representative) and the relevant Committee Chair. Should a new Committee Chair or Vice Chair need to be appointed, this may be done through consultation between the BWA Chair, BWA Vice Chair, General Secretary, and the remaining Committee Chair or Vice Chair.
- E. A record of all committee meetings, including any decisions taken, shall be produced and copies of such record shall be maintained by the BWA. As necessitated, committees will present a report and make recommendations to the Leadership Council on matters requiring Leadership Council approval, or where relevant, to the Global Council.

2. Limitations of Committees and Advisory Groups

No committee or advisory group appointed by the Leadership Council, unless so authorized by these Bylaws, shall be delegated the authority of the Leadership Council to:

- A. Amend, alter, or repeal the BWA Bylaws or to make recommendations to the Global Council related to the Constitution.

- B. Elect, appoint, or remove any member of any committee or elected leader 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 communion, ministry, network, corporation, or other entity.
- D. Authorize the sale, lease, exchange, or mortgage or encumbrance of any kind of any property or assets of the BWA.
- E. Commit the BWA to any financial transaction not authorized by the BWA General Secretary and in line with other financial policies and procedures.
- F. Authorize the voluntary dissolution of the BWA or revoke proceedings thereof.
- G. Adopt a plan for the distribution of the assets of the BWA.
- H. Amend, alter, repeal or work in contradiction to any resolution or decision of the Leadership Council.

3. Awards Committee

The Awards Committee will assist the Leadership Council in overseeing the process of recommending the assigning of awards, including reviewing nominations for the Awards and bringing recommendations to the Leadership Council. The Awards Committee shall have not less than six members and no more than fifteen members.

4. Membership Committee

- A. The Membership Committee will assist the Leadership Council in matters relating to membership in the BWA.
- B. The Membership Committee will review applications for Member Partnership and bring qualifying recommendations to the Leadership Council which will in turn make recommendations to the Global Council for its decision.
- C. The Membership Committee may at times discern and recommend suspension or disqualification of a Member Partner should that entity no longer fulfill the conditions of BWA membership. Suspension or disqualification must be approved by a majority vote of the Leadership Council present and voting after a time of prayerful discernment. In extraordinary circumstances, interim suspension or disqualification can be made by a majority vote of the Membership Committee until consideration by the Leadership Council. Disqualification does not preclude future reapplication.

- D. The Membership Committee shall have not less than six members and no more than fifteen members.

5. Nominations Committee

- A. The Nominations Committee will assist the Global Council and the Leadership Council by generating, receiving, reviewing, and recommending names of persons eligible and willing to serve as BWA Chair, BWA Vice Chair, Global Council General Members, Leadership Council General Members, Chair and General Members of the Trustee Committee, core members of standing committees and commissions, and other positions that may arise from time to time as authorized in the Bylaws. Nominations of appropriate persons to serve in these capacities will be subject to approval by the Global Council or Leadership Council in accordance with these Bylaws, Charters, and any other guidelines developed by the Leadership Council.
- B. A key purpose of the Nominations Committee is to ensure that the global reality of the BWA is represented and that the search for suitable qualified candidates will be as wide and as comprehensive as possible in line with the BWA's commitment to unity in godliness, relevant giftedness, and diversity in geography, gender, and generation.
- C. The membership of the Nominations Committee shall include the BWA Chair, BWA General Secretary, Regional Secretaries, one additional person from each Region appointed by that Regional Secretary, and four additional members appointed by the Leadership Council. The BWA Chair will serve as the Chair of the Nominations Committee.
- D. The Nominations Committee shall meet on the call of the General Secretary.

6. Resolutions Committee

- A. In a covenanted ecclesiology of shared transformation in Christ, shared relationship, and shared mission, resolutions adopted by the BWA reflect a global discernment of the mind of Christ and aim for unity in diversity within this covenantal ecclesiology. While BWA members are free to adopt or to be guided by BWA resolutions, resolutions adopted by the BWA are not binding on the faith and practice of BWA partners. Though there may be implications for BWA membership, the BWA affirms that local Baptist groups are positioned to shepherd theological convictions and organizational determinations for their group under the guidance of the Holy Spirit and within a communal baptistic framework. As a reflection of a process of global and communal discernment of the mind of Christ pursuing participatory unity, pastoral presence, and prophetic witness, resolutions adopted by the BWA will shape and guide the practice of the BWA as an organized movement as well as those representing the BWA as an organized world communion. In questions of uncertainty as to how an adopted resolution may supersede previous resolutions or is to shape and guide the practice of the BWA as an organized movement, the Leadership Council will provide final guidance and determination with a goal of upholding the overall wellbeing of the BWA.

- B. The Resolutions Committee will assist the BWA by bringing resolutions to the Global Council for consideration. The Resolutions Committee shall have not less than six members and no more than fifteen members who are recommended by the Nominations Committee and approved by the Leadership Council.
- C. All resolutions to be considered by the Global Council must be proposed to the Resolutions Committee or originated by the Resolutions Committee following the values, guidelines, and process outlined in the Resolutions Committee Charter. All proposed resolutions submitted to the Resolutions Committee become the property of the committee which may edit, amend, rewrite, combine with another resolution, or decline to move a proposed resolution forward.
- D. Global Council deliberation on resolutions proposed from the Resolutions Committee will follow the values, guidelines, and process outlined in the Resolutions Committee Charter.
- E. Adoption of a resolution proposed by the Resolutions Committee requires the affirmative vote of a three-fourths (3/4) majority vote of the Global Council representatives present and voting.

7. Trustee Committee Advisory Groups and Committees

The Trustee Committee may establish Advisory Groups or Committees to help it achieve its governance obligations and purpose. This may include, but is not limited to, a Finance Advisory Group, Governance Advisory Group, and Human Resources Advisory Group. The Trustee Committee establishes the authority and responsibility, appoints the members (normally to coincide with the BWA quinquennium), and determines how it will receive and act upon recommendations from the Advisory Groups or committees.

- 8. No member of any committee, commission, network, or other BWA subgroup shall embody the authority of the whole committee, commission, network, or other BWA subgroup unless specifically authorized by that body.

ARTICLE VII

STEWARDS OF THE BWA

Stewards of the BWA serve as pastoral and ministerial leaders of the BWA under the guidance of the Holy Spirit and in line with the identity, vision, mission, and established parameters and specified responsibilities. They are not the officers, legal or fiduciary representatives or governance body, or the Board of the BWA, although some may have that function or other governance responsibilities as part of their Bylaws-defined responsibilities. They do not have responsibilities as a collective group. Stewards are faith-filled, diligent, transparent, servant leaders entrusted with a calling from the Lord, affirmed by the BWA, mindful of the BWA's longstanding Baptist heritage and legacy of impact, cultivating a new generation of leaders, and seeking to help the BWA and BWA family in all ways spiritual, pastoral, missional, relational, and organizational to work for the restoration of all creation into the fullness of the Kingdom of God with its promise of flourishing freedom in the presence of the triune Father, Son, and Holy Spirit.

1. BWA Chair

A. Ministry Description

The BWA Chair is to provide:

- i. Pastoral and relational chairing of the Global Council. In the absence of, or at the discretion of the Chair, the BWA Vice Chair or Trustee Committee Chair may be called upon to chair from time to time. The Chair of the BWA Global Council shall not embody the authority of the whole Global Council except as provided for in these Bylaws.
- ii. Supportive representation that supports the General Secretary and in programmed coordination with the General Secretary helps represent the BWA, especially with BWA Member Partners.
- iii. Wisdom strengthening by serving on various groups including the Leadership Council and Trustee Committee, as a wise and respected global leader seeking to help strengthen the ministry of the BWA.
- iv. Structural implementation of the leadership model outlined in 2 Timothy 2:1-2 of serving in the grace of the Lord, in continuity with the principles received, and intentionally bridging to the next servant leader.

The Trustee Committee may adopt an additional ministry description for the Chair. The Chair is expected to work cooperatively with the General Secretary. The Chair is a volunteer role that is not salaried or paid by the BWA. The BWA will seek to assist the Chair with any necessary expense of specific work assignments from the General Secretary to the extent the budget permits. Assurance of reimbursement must be obtained in advance from the General Secretary.

B. Appointment Process and Length of Service

The BWA Chair:

- i. Elected by the Global Council on the recommendation of the Nominations Committee and in accordance with relevant processes.
- ii. Elected normally on the fourth year of the quinquennial cycle which is normally about one year prior to commencement as BWA Chair.
- iii. Tenure of service will commence with the start of a new BWA quinquennium and will conclude at the end of that BWA quinquennium.
- iv. In questions of uncertainty related to establishing exact dates for election as well as the exact dates for commencement and conclusion of service, the Trustee Committee will provide final guidance and determination.
- v. If the Chair is unable to continue as Chair, the Vice Chair will immediately become Chair and will serve for the remainder of the unexpired term.
- vi. At the conclusion of the BWA quinquennium, the individual serving as BWA Chair will serve as Immediate Past Chair for an additional quinquennium.
- vii. The BWA Chair is limited to one term (whether defined as a full term or completing an unexpired term for longer than 365 days). In questions of uncertainty, the Trustee Committee will provide final guidance with a goal of upholding the overall wellbeing of the BWA and maintaining or returning to the outlined normal pattern.

2. BWA Vice Chair

A. Ministry Description

The BWA Vice Chair is to provide:

- i. Pastoral and relational chairing of the Leadership Council. In the absence of, or at the discretion of the Vice Chair, the BWA Chair or Trustee Committee Chair may be called upon to chair from time to time. The Chair of the Leadership Council shall not embody the authority of the whole Leadership Council except as provided by these Bylaws.
- ii. Supportive service as a deputy to the BWA Chair.
- iii. Collaborative work with the BWA Chair and the BWA General Secretary to help with any additional assigned responsibilities.

The Trustee Committee may adopt an additional ministry description for the Vice Chair. The Vice Chair is expected to work cooperatively with these BWA Chair and the General Secretary. The Vice Chair is not salaried or paid by the BWA. The BWA will seek to assist the Vice Chair with any necessary expense of specific work assignments from the General Secretary to the extent the budget permits. Assurance of reimbursement must be obtained in advance from the General Secretary.

B. Appointment Process and Length of Service

The Vice Chair:

- i. Elected by the Global Council on the recommendation of the Nominations Committee and in accordance with relevant processes.
- ii. Elected normally on the fourth year of the quinquennial cycle which is normally about one year prior to commencement as BWA Vice Chair.
- iii. Tenure of service will commence with the start of a new BWA quinquennium and will conclude at the end of that BWA quinquennium.
- iv. In questions of uncertainty related to establishing exact dates for election as well as the exact dates for commencement and conclusion, the Trustee Committee will provide final guidance and determination.
- v. If the Vice Chair is unable to continue as Vice Chair, the Global Council will elect a new individual on the recommendation of the Nominations Committee who will serve for the duration of the unexpired term.
- vi. The BWA Vice Chair is limited to one term (whether defined as a full term or completing an unexpired term for longer than 365 days). In questions of uncertainty, the Trustee Committee will provide final guidance with a goal of upholding the overall wellbeing of the BWA and maintaining or returning to the outlined normal pattern.

3. General Secretary

A. Ministry Description

The General Secretary of the BWA serves as the overall pastoral and ministry leader of the BWA including responsibilities as Chief Executive Officer. The General Secretary is the chief representative of the BWA within the Baptist family and to governments, global organizations and institutions, and other Christian World Communions and faith traditions. As a visionary and missional leader, the General Secretary leads BWA to cast a vision that results in mission and ministry facilitating prophetic witness in the world, relational connectivity within the Baptist family, and missional collaboration on a worldwide scale. The General Secretary oversees the business affairs of the organization along with BWA's administration, human resources, staffing, and operations. The General Secretary will work within the framework of objectives, policies, and goals established by BWA and within the delegated authority and responsibilities set forth in these Bylaws, approved ministry description, and other relevant policies.

B. Appointment Process and Length of Service

In the event of the BWA General Secretary post becoming vacant, the Leadership Council, in consultation with the Chair of the Trustee Committee, will be responsible for appointing a search committee who will make a recommendation for appointment to the Global Council. The Global Council will elect the General Secretary.

The General Secretary will be accountable to the Trustee Committee. The General Secretary will serve an initial term of five years. After the initial term, upon the advice of the Trustee Committee, the Leadership Council will affirm or rescind the individual's continuation as General Secretary. Thereafter, the General Secretary will serve an open-ended term with an annual review until resignation by the General Secretary, retirement, or by recension (or enacted retirement following the same process of recension) by the Leadership Council following the process in these Bylaws.

4. Treasurer

The General Secretary may request the Trustee Committee to appoint a Treasurer to assist in overseeing the financial policies and affairs of the BWA. Upon request, the Trustee Committee will establish a ministry description that includes length of service, appointment, and review process, prior to voting to approve any appointment. The maximum length of service will be for five (5) years with eligibility for reelection. After three (3) consecutive terms of service, the individual must wait at least one (1) intervening year before eligibility for reelection. Any elected Treasurer will be a voting member of the Trustee Committee, Leadership Council, and Global Council for the duration of their service. The Treasurer is not salaried or paid by the BWA. The BWA will seek to assist the Treasurer with any necessary expense of specific work assignments from the General Secretary to the extent the budget permits. Assurance of reimbursement must be obtained in advance from the General Secretary

5. Chair of the Trustee Committee

A. Ministry Description

The Chair of the Trustee Committee is to be an experienced moderator who can pastorally facilitate discussion and engagement, wisely bring clarity to and summarize the expression of various opinions, and graciously help bring consensus in discussions and agreed action. The Chair should ensure cross-representation and implementation between the Leadership Council and the Trustee Committee. The Chair is to help orient new members upon request by the General Secretary and to assist in effective time management and objective management, educating, and maintaining proper focus on the process of governance and the scope and limits of the respective governing bodies. The Chair must remain especially mindful of the fiduciary and legal jurisdictions of the BWA. The Chair is to seek to provide personal and practical support to the General Secretary.

The Trustee Committee may adopt an additional ministry description for the Trustee Committee Chair. The Chair is expected to work cooperatively with the General Secretary. The Chair is a volunteer and not salaried or paid by the BWA. The BWA will seek to assist the Chair with any necessary expense of specific work assignments from the BWA General Secretary to the extent the budget permits. Assurance of reimbursement must be obtained in advance from the BWA General Secretary.

B. Appointment Process and Length of Service

The Trustee Committee Chair will be elected by the Leadership Council upon recommendation of the Nominations Committee and outlined relevant processes.

6. Additional Steward Provisions

- A. All Stewards serve at the sole discretion of the BWA and are to serve within a covenant of service seeking to enhance the identity, mission, and unity of the BWA.
- B. In questions of uncertainty related to appointment processes, responsibilities, and lengths of service, the Trustee Committee will provide final guidance.
- C. In extraordinary circumstances, the General Secretary, BWA Chair, and BWA Vice Chair, if they are in collective agreement, are empowered as a group to take action on behalf of the wellbeing of the BWA, but such actions must be ratified at the following Leadership Council or Trustee Committee, in accordance with the responsibilities of the relevant body.
- D. The Leadership Council is empowered to make interim or acting appointments for the positions of General Secretary, BWA Chair, BWA Vice Chair, and Chair of the Trustee Committee. Those named as interim or acting shall serve only until the regular process can be implemented as quickly as possible, and normally the interim or acting individual is not eligible to serve for the position in which they are the interim or acting.

ARTICLE VIII

MINISTRY AND WORK OF THE BWA

1. Ministry Areas

Under the guidance of the Holy Spirit, the primary ministry areas of the BWA are to:

- A. Strengthen worship, fellowship, and unity.
- B. Lead in mission and evangelism.
- C. Respond through aid, relief, and community development.
- D. Defend religious freedom, human rights, and justice.
- E. Advance theological reflection and transformational leadership.

In addition to these five ministry areas, the BWA will seek to nurture Baptist identity and Christian expression by enhancing our breadth and depth as a movement and promoting understanding and cooperation among Baptists and where possible with other Christian groups in keeping with our unity in Christ. The BWA will also seek to further the BWA and the BWA Baptist movement in keeping with our essential oneness in a covenant relationship fostered over multiple centuries through developing the resources, people, and structures necessary to help the BWA continue to grow and pursue the ministry of the BWA throughout the world.

2. Networks

Guided by the BWA identity and ecclesiology as a relational and missional network and charged by the BWA mission to “network the Baptist family to impact the world for Christ,” networks will be established to advance the mission of the BWA and to enhance connectivity within and by the BWA movement.

A. Standing Networks

Standing networks are established by the Leadership Council on the recommendation of the General Secretary as significant strategic, programmatic, and integrated initiatives of the BWA to help achieve the ministry and priorities of the BWA. In each standing network established by the Leadership Council, the Leadership Council will adopt a Network Charter that will outline the values, principles, scope of work, responsibilities, and the ongoing processes of the Network, and as closely as possible will seek to align with the quinquennial cycle of the BWA and language, processes, and principles utilized by the BWA. The Leadership Council will appoint the initial steering committee which will then serve according to the provisions in the Charter. The Leadership Council can amend, transition, or dissolve standing networks.

Current standing networks include, but are not limited to, the 21Wilberforce Global Freedom Center, Baptist World Alliance Forum on Aid and Development (BFAD), Baptist World Alliance Women, BWA Men, and the Global Baptist Mission Network (GBMN).

B. Additional Networks

Additional formal and informal networks may be established with the approval of the General Secretary in the normal course of the ministry of the BWA.

C. Additional Network Provisions

- i. Individuals participating in standing or formal BWA networks are expected to adhere to the values and commitments common to those who serve on commissions, committees, or in other leadership positions.
- ii. Individuals in standing or formal networks are to serve according to the BWA Covenant of Service and any additional covenants that may be developed that highlight the commitments and responsibilities of the BWA to the Network member and the commitments and responsibilities of the Network member to the BWA.
- iii. Networks are usually facilitated by a BWA team member and are to serve and operate according to their established Charter or purposes and with any additional priorities encouraged by the BWA General Secretary. Networks cannot direct the work of any BWA team member but should aim in a spirit of collaboration to support and extend the ministry area and where possible the work of the relevant BWA team member.

3. Commissions

- A. The Leadership Council will establish commissions to serve in reflection, study, engagement, or action. The values, principles, scope of work, and responsibilities will be set forth in a Commission Charter approved and maintained by the Leadership Council.
- B. The Nominations Committee will receive, review, and recommend to the Leadership Council individuals to serve for the quinquennium as the core members, core Chair, and core Vice Chair. Core is defined as those individuals approved when the commission is either established or continued for a new quinquennium. Additional commission members may be added through consultation between the General Secretary (or the General Secretary's designated representative) and the relevant Commission Chair. Should a new Chair or Vice Chair need to be appointed, this may be done through consultation between the BWA Chair, General Secretary, and the incumbent Commission Chair or Vice Chair.
- C. Each commission member is to serve according to a signed BWA Covenant of Service and any additional covenants that may be developed that highlight the commitments and responsibilities of the BWA to the commission member and the commitments and responsibilities of the commission member to the BWA. Commissions are to serve and operate

according to the established Charter and with any additional priorities encouraged by the General Secretary or the relevant BWA team member. Commissions cannot direct the work of any BWA team member but should aim in a spirit of collaboration to support and extend the ministry area and where possible the work of the relevant BWA staff member.

D. In areas of complexity or uncertainty, the Leadership Council will give final guidance.

4. Ambassadors

A. Ministry Description

Ambassadors utilize pastoral presence and wisdom strengthening to enhance the BWA movement by engaging in specified ministry priorities. Ambassadors are to:

- i. Prayerfully support the work of the BWA
- ii. Work collaboratively to achieve specified priorities under the direction of the General Secretary. This could include priorities such as, but not limited to, strengthening relationships in areas where BWA membership is more limited, either geographically or in relation to certain types of organized groups, leading in reconciliation initiatives especially within or between Member Partners, identifying and developing new strategies, or bringing specialized focus in a wide range of areas.
- iii. Elevate the work of the BWA Baptist movement at global, regional, national, and local levels.
- iv. Enhance relationships and relationship building, including identifying new relationships, strengthening existing relationships, and seeking deepened and restoration in strained relationships.
- v. Increase funding resources and ministry resources of the BWA.
- vi. Serve in pursuit of BWA ministry specified priorities, which means that while Ambassadors do not have formal responsibilities in the structure of the Regions, some specified priorities necessarily require collaborative work with the Regions.

Ambassadors are volunteers and are not salaried or paid by the BWA. The BWA will seek to assist Ambassadors with any necessary expense of specific work assignments from the BWA General Secretary to the extent the budget permits. Assurance of reimbursement must be obtained in advance from the BWA General Secretary.

B. Appointment Process and Length of Service

- i. The General Secretary will work collaboratively across the life and structures of the BWA to maintain an ongoing list of priorities and needs to help enhance the BWA Baptist movement.
- ii. The Trustee Committee will approve a ministry description for each Ambassador position that will indicate primary objectives, length of service, and other relevant details.

- iii. The General Secretary may use the Nominations Committee, Leadership Council, Global Council, Regional Secretaries, Commissions, or other processes to identify qualified individuals.
- iv. The Trustee Committee will review any nominations by the General Secretary and vote to approve the appointment.
- v. Once an individual has been named as an Ambassador, at the next gathering of the BWA Leadership Council, the Leadership Council will affirm this appointment with a commissioning prayer. Additional introductions and commissioning may be given at the BWA Global Council.
- vi. The Trustee Committee will determine the length of service based upon the ministry description they approve with a maximum length of service of five years. Ambassadors are eligible for reelection to the same or different ambassadorships but must be reappointed every five years. After three (3) consecutive terms of service, whether within the same or differing ambassadorships, the individual must wait at least one intervening year before eligibility for reelection.
- vii. In this process, effort will be made to maintain the BWA commitment to unity in godliness, geography, gender, generation, and giftedness with a goal of at least one Ambassador appointed from each Region, depending on the priorities and the ministry descriptions adopted by the Trustee Committee.

5. Advisory Groups, Action Groups, Committees, and Additional Councils

In the normal course of the ministry of the BWA, the General Secretary may establish a wide range of additional formal and informal advisory groups, action groups, committees, and additional councils to help the BWA achieve its broad ministry and work. The General Secretary will establish the purpose, authority and responsibility, membership, time period, discontinuation, and the process for considering and potentially implementing decisions and recommendations. The establishment and work of such groups must not supplant the governance responsibilities outlined in these Bylaws.

6. Chair and Vice Chair Values and Responsibilities

The Chair and Vice Chair of the BWA Global Council, Leadership Council, Trustee Committee, as well as all other BWA committees, commissions, networks, advisory groups, and any other subgroup within the BWA are to serve as moderators who can facilitate pastorally, wisely bring clarity to and summarize the expression of various opinions, and graciously help bring consensus in discussion and agreed action through:

- i. Pastorally presiding over their respective meetings.
- ii. Working collaboratively with the General Secretary or the designee of the General Secretary in finalizing the agenda and relationally preparing for the meeting.
- iii. Seeking Holy Spirit wisdom and listening.

- iv. Encouraging inclusive discussion, facilitating effective communication among all meeting attendees, remaining especially mindful in hybrid meeting formats, and steering discussions toward consensus and action.
- v. Assisting in effective time management and objective management, educating, and maintaining proper focus on the scope and limits of the responsibilities.
- vi. Establishing executive sessions when warranted and as permitted in these Bylaws.
- vii. Helping orient new members.
- viii. Fostering spiritual and prayerful culture and practices.
- ix. Model gracious diplomacy.
- x. Encouraging the work of the BWA, including financial support.
- xi. Agreeing to service as a self-funding volunteer.
- xii. Assisting in helping ensure that agreed actions are recorded clearly for implementation and that all minutes are distributed to the designee of the BWA General Secretary.
- xiii. Attending all required meetings and prioritizing personal engagement with the BWA.
- xiv. Uphold confidentiality.
- xv. Ensuring the respective objectives are met in alignment with the identity, mission, vision, covenant of service, and strategic direction of the BWA.

7. Baptist World Congress, BWA Annual Gathering, and Other Meetings

A. Baptist World Congress

The BWA will normally host a Baptist World Congress once every five years to draw together the whole of the global Baptist movement for the purpose of fellowship, inspiration, information, enrichment, encouragement, and mobilization. The Baptist World Congress normally rotates around the world and may be held in-person, virtually, or in hybrid format. The location, venue, date, budget, and programming of the Congress will be determined by the BWA General Secretary.

The General Secretary may create additional documentation, policies, protocols, and practices to establish, determine, and guide the work of a Local Arrangements Committee, any Congress committees, and/or the work of the BWA team members focused on the Congress. It is expected that every Region and BWA Member Partner will help promote the Congress, participate in the Congress, avoid scheduling conflicts with the Congress, and help mobilize the whole of the Baptist family. It is expected that every BWA Baptist will endeavor to participate in this visual sign of global unity, prayerful celebration, and mission mobilization.

B. BWA Annual Gathering

The BWA will normally host an Annual Gathering every year in July to draw together the BWA family for the purpose of strengthening and mobilizing around the primary ministry areas of the BWA. The Annual Gathering may include time for meetings of the Global Council, Leadership Council, and Trustee Committee; Commissions; Networks; Regions; and other elements that help strengthen and mobilize around the BWA ministry areas. The Annual Gathering normally

rotates around the world and may be held in-person, virtually, or in hybrid format. The General Secretary will determine the location, venue, date, budget, and programming of the Annual Gathering.

The General Secretary may create additional documentation, policies, protocols, and practices to establish, determine, and guide the work of a Local Arrangements Committee, any additional related committees, and/or the work of the BWA team members focused on the Annual Gathering. It is expected that BWA Member Partners will help promote the Annual Gathering, participate in the Annual Gathering, avoid scheduling conflicts with the Annual Gathering, and that all members of the BWA Global Council, Leadership Council, Trustee Committee, Regional Secretaries, Stewards, committee members, commission members, network members, and other key Baptist leaders local to the meeting and from around the world will endeavor to participate in the Annual Gathering as part of our covenant to shared discernment and transformation in Jesus Christ, shared relationship, and shared mission.

C. Other Meetings

The General Secretary or the Leadership Council, with its decision implemented through the General Secretary, may establish other singular or reoccurring meetings in nature and size, provided that such meetings help achieve the mission of the BWA and take into consideration matters such as identity, impact, finances, and other relevant details.

ARTICLE IX REGIONS OF THE BWA

1. Purpose

- A. The Regions of the BWA shall reflect the objectives of the BWA in their respective geographical regions and as such shall primarily be expressions of the BWA.
- B. As Member Partners usually have direct membership in both the BWA and their respective Region, membership in a Region does not in any way limit direct relationship with the BWA just as membership in the BWA does not in any way limit direct relationship with the Region. The normal expectation is for members to pursue healthy and vibrant engagement with both the BWA and the Region. Together, the BWA, the Region, and the Member Partner seek to live as one family in one mission with worldwide, regional, and local expressions.
- C. Regions are usually organized on a continental basis.
- D. Regions should demonstrate continuing progress toward financial self-support.

2. Relationships

The BWA recognizes the following Regions of the BWA: All Africa Baptist Fellowship (AABF), Asia Pacific Baptist Federation (APBF), Caribbean Baptist Fellowship (CBF), European Baptist Federation (EBF), North American Baptist Fellowship (NABF), and the Union of Baptists of Latin America (UBLA).

- A. Each Member Partner of the BWA is encouraged to be a Member Partner or affiliate of a Region. Upon approval of the BWA Leadership Council, a Member Partner may be dually aligned with their own geographical Region and one additional Region for reasons of culture or language.
- B. Each Region shall encourage all of its Member Partners 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 Partner.
- C. The Leadership Council shall authorize the creation of new Regions, amend existing Regions, dissolve Regions, 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.
- E. The BWA urges each Region, especially in consideration of BWA Regional Secretaries and BWA Regional Chairs and in all other leadership positions within the Region, to embrace the

commitment of the BWA to godliness, relevant giftedness, and diversity in geography, gender, and generation.

3. BWA Regional Secretaries

- A. The BWA General Secretary will be invited to nominate one person to serve on the appointment committee for the Chief Executive Officer of a Region who, by virtue of office, shall also serve as BWA Regional Secretary.
- B. As soon as possible after taking up the ministry, and normally within one year, the BWA Leadership Council, on the recommendation of the BWA General Secretary, shall formally ratify the Chief Executive Officer of the Region to the role of BWA Regional Secretary.
- C. Regional Secretaries will be responsible to their respective Region's governance bodies for the administration of its affairs and to the General Secretary of the BWA as Regional Secretaries of the BWA.
- D. The term of service as BWA Regional Secretary shall coincide with service as Chief Executive Officer of the Region.
- E. Each Region in appraising the work of its Chief Executive Officer / Regional Secretary shall do so in consultation with the BWA General Secretary in respect of their role as BWA Regional Secretary.

4. BWA Regional Chairs

A. Ministry Description

BWA Regional Chairs are Regional Chairs serving dual roles as regional representatives who utilize pastoral presence and wisdom strengthening to give formal and structured representation that supports and amplifies the BWA and Regions interconnectivity. The BWA and Regions covenant together to understand this ministry primarily as an opportunity to enhance formal structures, relationships, and shared representation, and that Regional Chairs are to support the principal point of contact and ministry collaboration which is between the BWA General Secretary and the Regional Secretaries.

BWA Regional Chairs are to:

- i. Prayerfully support (1) the work of the BWA and the Regions and (2) the BWA General Secretary and the BWA Regional Secretaries in a spirit of supportive collaboration.
- ii. Offer formal and structured representation to the BWA from the Region and to the Region from the BWA primarily through membership and participation in the BWA Leadership Council and Global Council and through their participation and leadership in the respective region's governance structure.

- iii. Be a voice in addition to the Regional Secretary to give advice and feedback from a regional perspective and to promote the work of the Region, especially when attending the BWA Leadership Council and Global Council.
- iv. Be a voice in addition to the Regional Secretary to give updates and feedback from the BWA and to promote the work of the BWA, especially when attending the Region's gatherings.
- v. Bring greetings and engagement as both the Chair of the Region and as a Regional Chair of the BWA.
- vi. Work to strengthen relationships especially within and between BWA and Regional Member Partners.
- vii. Encourage financial and ministerial support of both the BWA and the Regions.
- viii. Respond on occasion when the BWA may call for a unique meeting or ask for specific assistance.

Regional Chairs are volunteers and are not salaried or paid by the BWA. The BWA will seek to assist Regional Chairs with any necessary expense of specific BWA work assignments from the BWA General Secretary to the extent the budget permits. Assurance of reimbursement must be obtained in advance from the BWA General Secretary.

B. Appointment Process and Length of Service

- i. Individuals who are elected, by their Region, to serve as Chair of their Region will serve as a dual-hatted Regional Chair of the BWA.
- ii. Each Region follows their own selection process and length of service as established and maintained by the Region.
- iii. Once an individual has been named as Chair, the Region informs the BWA and at the next gathering of the BWA Leadership Council, the Leadership Council will affirm the dual nature of this role and offer an additional commissioning prayer. Additional introductions and commissioning may be given at the BWA Global Council.
- iv. Once an individual is no longer serving as a Regional Chair, the individual automatically concludes service as a BWA Regional Chair. In exceptional circumstances, the Leadership Council reserves the right to suspend or remove an individual as a BWA Regional Chair, following the process outlined in these Bylaws.
- v. In their ministry description and appointment process for the role of Chair, each Region will include language reflecting the dual-hatted nature of the position and the responsibilities as outlined by the BWA. They will also include this dual-hatted nature as part of their evaluation process prior to selection of the individual, and in all ways to encourage a holistic understanding of a unified family seeking to live as one movement on God's mission.

5. BWA Chair and BWA General Secretary

- A. The BWA Chair shall receive a standing invitation to attend the Council of each Region.

- B. The BWA General Secretary shall receive a standing invitation to attend the Council and Executive Committee and/or any other governance meetings of each Region.

6. Finances

An annual application to the BWA for support of the work in the Region may be submitted to the BWA to be considered for inclusion in the general budget of the BWA.

7. Reports

- A. Reports from each Region will be given at least twice a year to the BWA General Secretary for appropriate presentation to the Global Council and/or the Leadership Council. Reports should include membership statistics, notification of election results, progress of programs, reports of council and governance meetings, notification of future meetings, and any other updates requested by the BWA General Secretary.
- B. Reports from the BWA will be given at least twice a year at each Regional Council and governance meeting.

ARTICLE X

SUBSIDIARIES AND OTHER ASSOCIATED LEGAL ENTITIES

1. The Leadership Council, in accordance with any other provisions found in these Bylaws, and after due diligence by the Trustee Committee, may from time to time authorize the establishment of BWA subsidiaries, auxiliaries, registered corporations, charitable nonprofit organizations, joint ventures, trusts, or other legal entities, relationships, partnerships, or enterprises in any country that help advance the mission of the BWA.
2. Each entity shall develop bylaws or other guiding documents as determined by the Trustee Committee, which are approved by the Leadership Council. These documents shall define the entity's relationship with the BWA and, where relevant, the Regions, the purpose and vision of that entity, and the policies and processes for leadership, implementation, accountability, and change.
3. Any staff member who is engaged by the BWA or by one of the legal entities of the BWA and whose salary or contract is paid by the engaging body, in whole or in part, shall be appointed and shall serve in accordance with and subject to the human resources policies and procedures of the BWA, including in the areas of hiring, management, supervision, termination, and fiscal management.

ARTICLE XI

INDEMNIFICATION, INSURANCE, AND 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 of 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 reasons of the fact that he or she is or was a director, committee member, officer, employee, steward, 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 Leadership Council 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, steward, or employee of the BWA, or while a director, committee member, officer, steward, 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, steward, 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 Leadership Council 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 which the BWA is registered.

ARTICLE XII

CONFLICT OF INTEREST

1. As a Christian World Communion initiated and sustained by the Lord, each member of the BWA's Global Council, Leadership Council, Trustee Committee, Stewards, and all other elected or appointed positions shall act at all times in a manner that furthers the BWA's religious and charitable purposes and regulatory status. In the same way, each BWA Partner shall act at all times in a manner that furthers the BWA's religious and charitable purposes and regulatory status. Each Partner or person shall exercise care that he or she does not act in a manner that furthers his or her private interests or the private interests of the Partner to the detriment of the BWA's religious and charitable identity, values, or purposes. A conflict of interest can be considered to exist in any instance where the actions or activities of an individual or the Partner on behalf of the BWA also involve the obtaining of a direct or indirect personal or collective gain or advantage for oneself or for another ministry or entity, or an adverse or potentially adverse effect on the interests of the BWA. All individuals and Partners shall avoid conflicts of interest, real or perceived, and otherwise fully disclose to the BWA any potential or actual conflicts of interest. If such conflicts, or the appearance of such conflicts, cannot be avoided, such conflicts are dealt with in the best interests of the BWA. The decisions on these matters are at the sole discretion of the Trustee Committee. The Trustee Committee's first concern must be the welfare of the organization and the advancement of the purposes of the BWA.
2. The BWA and all its council members, committee members, stewards, elected, or appointed leaders, or Partners in instances of direct shared ministry with the BWA (such as, but not limited to, hosting a BWA gathering or receiving or facilitating a BWA grant) shall comply with any policies and complete any disclosure forms of the BWA regarding real or potential conflicts of interest, as well as all applicable legal requirements.

ARTICLE XIII

COVENANT OF SERVICE

Each member of the BWA's Global Council, Leadership Council, Trustee Committee, Stewards, committees, commissions, and all other elected or appointed positions shall serve within a Covenant of Service. Together we covenant to pray, embrace, celebrate, learn, and work together as growing disciples in a worldwide Baptist family under the belief that the Lord has called us to co-labor together for his glory and the fulfillment of the BWA's mission as part of the Kingdom of God. Agreement to serve the BWA in any manner includes an automatic consent to comply and serve within the Covenant of Service as outlined in these Bylaws. The Covenant of Service includes, but is not limited to, a commitment by each individual to:

1. Serve in a spirit of pastoral love, collaboration, and under the guidance and direction of the BWA.
2. Affirm that he or she serves as a volunteer and that the invitation to serve may be rescinded at any time at the sole discretion of the BWA.
3. Humbly assent to place the needs and the perspectives of the worldwide family over their own, to trust in the outworking of the Holy Spirit without abandoning or over-emphasizing personal convictions, to prioritize relationship, and to celebrate the BWA as a networked family striving to bring together the whole of Baptists for the whole mission of God.
4. Faithfully accept this opportunity as a priority and regularly support the BWA with prayers, time, and financial contributions, and encourage others to do the same.
5. Maintain trust and confidentiality, especially on matters of internal governance and deliberations, and to work to uphold the reputation and legacy of the BWA.
6. Avoid the appearance of speaking on behalf of the BWA or representing the BWA unless specifically authorized to do so by the BWA General Secretary.
7. Insofar as they are representing the BWA, to abide by stated BWA theological or convictional positions such as those outlined in BWA resolutions.
8. Honor the Principles and Guidelines for Intra-Baptist Relationships with its call to serve with biblical integrity, openness, honesty, and humility, and relate to others with dignity and as equal partners in the work of God.
9. Agree that should he or she be unable to continue to serve in good faith to voluntarily resign. Refusal to resign may result in a rescinded invitation at the sole discretion of the BWA. In matters of complexity or uncertainty, the Leadership Council will provide final guidance and decisions.

Agreement to service in the BWA entails automatic agreement to serve according to this Covenant of Service. Individuals may also be asked to sign and serve within a fuller and more detailed Covenant of Service as well.

ARTICLE XIV

RECORDS AND REPORTS

1. Articles of Incorporation, Constitution, and Bylaws

The BWA shall keep at its principal office a copy of its Articles of Incorporation, Constitution, and Bylaws, as amended to date. The BWA may also utilize third party cloud or other electronic means to ensure and safeguard records or third-party secure storage lockers, boxes, safes, or similar arrangements to ensure and safeguard hardcopy records.

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 Global Council, Leadership Council, Trustee Committee, and any committees having any of the authority of the Global Council, Leadership Council, or Trustee Committee. A record of the names and addresses of those serving in all positions shall be kept at the registered or principal office or through a virtual database.

3. Confidentiality

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

ARTICLE XV

GENERAL PROVISIONS

1. Legal Status of the BWA

The BWA is a non-profit corporation, recognized as tax exempt under section 501(c)(3) of the United States Internal Revenue Code as a religious organization.

Notwithstanding any provision of these Bylaws, no director, fiscal officer, employee, member, or other representative shall take any action or carry on an activity by or on behalf of the BWA not permitted to be taken or carried on by an organization exempt under section 501(c)(3) of the United States Internal Revenue Code as it now exists or may be amended unless specifically authorized by the Trustee Committee or Leadership Council, depending on the particular governance remit, if compliance would violate one or more of the stated theological or convictional positions of the BWA.

No part of the net earnings of the BWA shall be to the benefit or be distributed to any fiscal officer, employee, member or other private person or organization, except where the BWA 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 the Articles of Incorporation, Constitution, or these Bylaws.

2. Powers

The BWA shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the BWA is organized and to aid or assist other associated organizations or persons whose activities further accomplish, foster, or attain such purposes.

The legal powers of the BWA may include, but not be limited to, the acceptance of contributions from public and private sectors, international and domestic, whether financial or in-kind.

3. Quinquennial Cycles

Quinquennial cycles are normally counted from Baptist World Congress to Baptist World Congress, which are usually held in July once every five years. In questions of uncertainty, the Trustee Committee will determine the exact commencement and concluding dates of each quinquennium.

4. Fiscal Year

The fiscal year of the BWA shall begin on January 1 and end on December 31 each year.

5. 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. The Trustee Committee shall approve all fiscal policies and procedures. 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.

6. Parliamentary Procedures

Unless outlined, described, or provided for in these Bylaws or other governance documents adopted by the Leadership Council, the BWA will utilize the most current edition of Robert's Rules of Order for parliamentary procedures. The BWA Leadership Council may develop, adopt, or amend additional parliamentary procedures so long as they remain consistent with these Bylaws. Procedures adopted by the Leadership Council will take precedence. In questions of uncertainty, the Leadership Council will provide final guidance and determination.

7. Recordings, Videography, and Photography

It is the normal practice of the BWA to record, video, and photograph all BWA meetings, whether in-person, online or hybrid, including the Global Council, Leadership Council, Trustee Committee, committees, commissions, conferences, webinars, trainings, and any other BWA meetings. This is to assist with the preparation of minutes or in any other manner deemed appropriate by the BWA General Secretary. Participation in any BWA meeting is consent to such recordings, videography, or photography and to the use of any recordings, videography, or photography in accordance with the Bylaws or other BWA established provisions or processes. Generally speaking, additional recordings, videography, or photography are permitted for private use or where appropriate and approved, by media individuals and organizations credentialed by the BWA. However, recordings, videography, or photography must not be disruptive or used to bring disrepute to the BWA or its leaders. Those recording, videoing, or photographing must also be mindful that some individuals cannot have their picture or name recorded as they come from areas where persecution is real or threatened, and that each jurisdiction in which a BWA meeting occurs will have its own legalities related to consent and permissibility.

The BWA reserves the right to require information, recordings, videography, or photography to be corrected, amended, redacted, or removed. Individuals and organizations are encouraged to first seek authorization by the General Secretary or the designated representative of the General Secretary.

8. Fraud, Malfeasance, Counter Terrorism and Due Diligence Policy

In furtherance of its religious identity and nature and its tax-exempt status, the BWA shall stipulate how funds sent to other organizations – within the United States or outside of the United States – will

be used and shall require the recipient to provide detailed records of how the funds were used. The BWA will put into practice, policies, and processes that reduce, develop, reevaluate, and strengthen a risk-based approach to guard against the threat of diversion of funds or exploitation of charitable and religious activity by fraud, malfeasance, willful neglect, and terrorist organizations and their support networks.

9. Distribution Upon Dissolution

Upon termination or dissolution of the BWA, any assets and resources lawfully available for distribution shall be distributed to one or more qualifying organizations which have a religious and charitable purpose that includes a purpose similar to that of the BWA. The organization(s) to receive the assets of the BWA shall be selected by the Leadership Council on recommendation of the Trustee Committee.

ARTICLE XVI AMENDMENTS

1. Amendments

These Bylaws may be amended by the Leadership Council upon the recommendation of the Trustee Committee as follows:

- A. If written notice of the meeting at which the amendments are presented is sent to every member of the Leadership Council at least thirty (30) days 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.
- B. If no advance written notice of the proposed Bylaws amendment has been given and a quorum is present, then an affirmative vote of 3/4 majority of members present and voting shall be required for adoption.

2. Review

In addition to ongoing review, the Bylaws shall be intentionally reviewed every five years during the second year of the quinquennium.