

Established by the Organizing Committee: 02 August 2011

Amended by the Board of Directors: 04 December 2015

***Amended by the Board of Directors: 02 December 2016***

## **Section 1: Definitions**

- 1.1 **Covenant:** a written statement owned by the Global Wesleyan Alliance (GWA) Board of Directors defining the objects, responsibilities, relationship, and core values of the GWA and its partners, to which its partners accede as a condition of membership.
- 1.2 **Director:** member of the Board of Directors, representing partners.
- 1.3 **GWA:** Global Wesleyan Alliance, Inc.
- 1.4 **Members:** the highest elected or appointed officials (or their designees) of each partner authorized by that partner to hold a seat on the GWA Board of Directors; individuals serving on the GWA Board of Directors.
- 1.5 **Officer:** elected President, Vice-President, Secretary, or Treasurer of the Board of Directors and corporation.
- 1.6 **Partisan:** having to do with secular political parties.
- 1.7 **Partners:** organizations and denominations that affirm and sign the Covenant and are approved by the GWA Board of Directors for affiliation with GWA.
- 1.8 **Voting Members:** individuals serving on the Board of Directors, representing partners who have annually paid assigned dues.

## **Section 2: Name, Purpose, and Objects**

- 2.1 The name of the corporation is Global Wesleyan Alliance, Incorporated.
- 2.2 The purpose of the corporation is to serve as a Christ-centered community of Wesleyan Arminian holiness denominations and organizations that strengthens the prophetic voice and amplifies the missional fruitfulness of its partners, as they communicate and demonstrate the transforming message of Scriptural holiness.
- 2.3 The objects of the corporation are to:
  - 2.3.1 Create greater community through intentional relationship building between organizations, leaders, and congregations.
  - 2.3.2 Collaboratively fulfill Christ's mission through pooling resources, sharing best practices, recommending standards to enable mutual recognition of ministerial credentials, joint resource development and publishing, and ministerial job placement.
  - 2.3.3 Convene events and conferences for the promotion of holiness, discipleship, church healing and multiplication, leadership development, prayer, denominational or judicatory leadership and networking, and issues of mutual concern.

- 2.3.4 Communicate with one another through sharing calendars, news, and information about special events, and issuing joint statements (subject to the endorsement by individual partners) addressing contemporary moral and spiritual issues.
- 2.3.5 Engage in other lawful activity consistent with its tax-exempt status as a corporation organized exclusively for charitable, religious, educational, and scientific purposes or corresponding sections of any future Federal tax code.

### **Section 3: Statement of Faith**

- 3.1 GWA believes in God the Father, His fully divine and fully human Son, Jesus Christ, and the Holy Spirit.
- 3.2 GWA believes every person is born with a fallen nature that is continually inclined to evil; that each needs God's grace of forgiveness and new birth, which is available to every person and received through repentance and faith in Jesus Christ; that after this, each needs the deeper work of heart cleansing and entire sanctification through the infilling of the Holy Spirit.
- 3.3 GWA believes that the Holy Spirit gives witness to these works of grace in the believer's life and that He enables each to grow continuously and victoriously in ever increasing Christ-likeness; GWA affirms that the evidence of the Spirit-filled life is the fruit of the Spirit and not any professed gift of the Spirit.
- 3.4 GWA believes that our Lord will return, that the dead shall be raised, and that all shall come to final judgment with its rewards and punishments.
- 3.5 GWA believes that the Old and New testaments are the divinely inspired, infallible Word of God, containing all things necessary to faith and Christian living.
- 3.6 GWA believes that the Church is the Body of Christ, the community that confesses Jesus Christ as Lord and participates in the fulfillment of His mission in the world.

### **Section 4: Membership and the Board of Directors**

- 4.1 All members hold a seat on the Board of Directors; all those holding a seat on the Board of Directors are members.
- 4.2 The Board of Directors is comprised of the highest elected or appointed officials (or their designees) of each partner, authorized by that partner to be its representative.
- 4.3 Prospective partners may apply for affiliation by (a) addressing a letter of interest to a GWA officer, (b) acceding with signature to the Covenant, and (c) receiving approval by a two-thirds vote of the Board of Directors.
- 4.4 The Board of Directors must have a minimum of twelve members; twelve members present will constitute a quorum.
- 4.5 No member shall receive remuneration or material benefit from GWA, except for reimbursement for reasonable expenses incurred during his or her service to GWA.
- 4.6 Voting Membership requires payment of partner dues in each calendar year.
- 4.7 Powers:** The Board of Directors shall:
  - 4.7.1 Have all powers and authority conferred by the laws of the State of Indiana, subject to limitations and parameters of these Bylaws.
  - 4.7.2 Manage, control, own, and steward all assets and conduct all the affairs of the corporation.

- 4.7.3 Guarantee that the corporation conforms to all applicable regulations of the United States Federal Internal Revenue Service and Indiana State Department of Revenue and Federal and state laws not contravening conscience.
  - 4.7.4 Not participate in any partisan cause.
  - 4.7.5 Employ, as it deems appropriate, staff necessary to fulfill the corporation's purposes and objects.
  - 4.7.6 Receive and act upon each application from prospective partners to join GWA.
  - 4.7.7 Own the content and parameters of the Covenant.
  - 4.7.8 Approve, by two-thirds vote, any position statements or announcements in the public square, representing the GWA; such declarations shall include a list of partners who agree to co-sign.
  - 4.7.9 Remove, by two-thirds vote, partners who are deemed incongruent with GWA Statement of Faith, its purposes, or objects.
- 4.8 Officers:** The Board of Directors shall elect at its Annual Meeting, from its membership, four officers to two year terms, beginning on January 1 following election and ending December 31 two years thereafter. No partner may be represented in more than one office at any one time.
- 4.8.1 President:** (a) elected in odd-numbered years, (b) to convene and chair all Board of Directors meetings, (c) to serve as Chair of the Executive Committee, and (d) to serve as President of the Corporation.
  - 4.8.2 Vice-President:** (a) elected in even-numbered years, (b) to serve in the absence of the President as Chair of the Board of Directors, (c) to serve as a member of the Executive Committee and as its Chair in the absence of the President, and (d) to serve as the Vice-President of the Corporation.
  - 4.8.3 Secretary:** (a) elected in even-numbered years, (b) to keep records for the Board of Directors and corporation, including the taking of minutes for each Board of Directors meeting, (c) to serve as a member of the Executive Committee and also keep its records and take its minutes, and (d) to serve as the Corporation Secretary.
  - 4.8.4 Treasurer:** (a) elected in odd-numbered years, (b) to provide financial reporting to the Board of Directors, and, as appropriate, the public, (c) to assist in the development of the budget, (d) to serve as a member of the Executive Committee, and (e) to serve as the Corporation Treasurer.
  - 4.8.5 No officer will serve more than two consecutive terms in the same office.
  - 4.8.6 Nominations for officers will be submitted to the Board of Directors by the Executive Committee; nominations from the floor at the Annual Meeting will also be received.
  - 4.8.7 In the event of a vacancy in any office, the Executive Committee will, within sixty days, meet to elect a successor to fill the unexpired term subject to the ratification of Board of Directors.
  - 4.8.8 Officers may be removed upon the two-thirds vote of Voting Members present at any Board of Directors meeting.
- 4.9 Meetings:** the Board of Directors shall meet:
- 4.9.1 For an Annual Meeting in the last quarter of each year.
  - 4.9.2 For special meetings as deemed necessary by the Executive Committee or the petition of one quarter of the members.
  - 4.9.3 At such times and in such places as determined by the Executive Committee.
  - 4.9.4 With a minimum of ninety days' notice for the Annual Meeting and seven days' notice for a special meeting.

- 4.9.5 In person for the Annual Meeting, but may meet by conference call or electronically for special meetings.
- 4.9.6 With an agenda that always begins with prayer and Scripture.
- 4.9.7 With a quorum of twelve.

#### **Section 5: Executive Committee**

- 5.1 The Executive Committee shall be comprised of the four officers of the Board of Directors and one member elected at-large by the Board of Directors at the Annual Meeting, to a two-year term, in odd numbered years.
- 5.2 The Executive Committee shall:
  - 5.2.1 Set the date, time, and place for the Annual Meeting and special meetings.
  - 5.2.2 Establish the agenda for each meeting of the Board of Directors.
  - 5.2.3 Present an annual budget to the Board of Directors at its Annual Meeting, including financial assessments requested from each partner.
  - 5.2.4 Secure, review, and receive an independent audit of GWA finances biennially.
  - 5.2.5 Initially review all prospective partner applications to join GWA, before forwarding, with comment, to the Board of Directors.
  - 5.2.6 Act on behalf of the Board of Directors when it is not in meeting, except for those assignments defined elsewhere in these Bylaws requiring Board of Directors vote.
  - 5.2.7 Propose, as appropriate, a candidate and working agreement for the position of Executive Director, to the Board of Directors.
  - 5.2.8 Serve as a performance review committee for the Executive Director, conducting a review annually and certifying to the Board of Directors that it has done so.
  - 5.2.9 Serve as a Finance Committee.

#### **Section 6: Executive Director**

- 6.1 The Board of Directors may, as appropriate, retain the services of an Executive Director.
- 6.2 The Executive Director will further the purposes and objects of the corporation, reporting to the Executive Committee.
- 6.3 The Executive Director will be invited to attend and have full voice at all meetings of the Board of Directors and Executive Committee, unless excepted by the President.
- 6.4 The Executive Director will be appointed by majority vote of the Board of Directors, upon approval of a working agreement proposed by the Executive Committee.
- 6.5 The Executive Director may be removed by two-thirds vote of the Board of Directors.

#### **Section 7: Fiscal Year**

- 7 The fiscal year shall be the calendar year, beginning January 1 and ending December 31.

#### **Section 8: Amendment**

- 8.1 These Bylaws may be amended at any meeting of the Board of Directors.

- 8.2 Proposed amendments will be enacted upon the two-thirds vote of the Board of Directors.
- 8.3 Proposed amendments must be proposed in writing thirty days before effective vote can be taken.

**Section 9: Dissolution**

- 9 Upon the dissolution of the corporation, assets will be distributed to a Christian ministry embracing the Statement of Faith in these Bylaws, chosen by a majority vote of the Board of Directors.