

# BYLAWS of Together for West Africa

## ARTICLE I — NAME AND PURPOSE

*Section 1 — Name:* The name of the organization shall be **Together for West Africa**, hereafter referred to as **2G4WA** in this document. It shall be a nonprofit organization incorporated under the laws of the State of Mississippi.

*Section 2 — Purpose:* In general, 2G4WA is organized exclusively for religious and charitable ministries purposes. For additional perspective, 2G4WA is closely aligned in purpose to the Cooperative Baptist Fellowship (CBF) Global Missions network of international communities. The primary location of the delivery of 2G4WA program direct services is Lomé, Togo, West Africa.

An itemized list of the specific purposes of 2G4WA includes:

- Be a Christ-centered community of faith that welcomes all from the community who wish to participate in the events and activities of 2G4WA
- Deepen the faith and skills of the community through Asset Based Community Development (ABCD), worship, fellowship (relationship building), Bible study, English Language classes, and life/vocational/educational skills camps.
- Act to deepen the faith and skills of the people of the community by delivering direct services to individuals and groups while immersed, living and working, with the people in the community. Ultimately, this will enhance and enrich the quality of physical and spiritual life of those in the community.
- Financially support charitable ministry programs in West Africa through ongoing donations and fundraising activities for 2G4WA.

## ARTICLE II — MEMBERSHIP

*Section 1 — Membership:* Membership of the 2G4WA community shall consist of the CBF Field Personnel and their operations staff, advisory board of officers/directors (reference Article III), 2G4WA financial and program delivery supporters, and those of the Togo, West Africa community who choose to participate in the delivery/receipt of direct services from 2G4WA programs. The advisory board of officers/directors will seek consensus input from those of the community who choose to participate (Section 2) in 2G4WA programs before deliberating on an advisory board recommendation. The board's decision is not bound by the consensus of 2G4WA community participants, but consensus of the community feedback will have a strong influence on advisory board recommendations and Field Personnel operational decisions.

*Section 2 – Community Participants:* A community participant in the 2G4WA mission community is one who has made a formal commitment in action and voice to support/participate in the community efforts/activities of 2G4WA as itemized in Article I, Section 2.

*Section 3 – Dissolution:* If the decision is made to dissolve the 2G4WA corporation, then all excess assets of 2G4WA will go to the 2G4WA community participants and/or the Cooperative Baptist Fellowship Offering for Global Missions (CBFOGM).

## ARTICLE III — ADVISORY BOARD OF DIRECTORS

*Section 1 — Board role, size, and compensation:* The board of 2G4WA is formed as an Advisory Board, which is a “body that provides non-binding strategic advice to the management of a corporation, organization, or foundation.” This board is responsible for providing advice on the overall strategies and policies of the direct service programs of 2G4WA. Day-to-day operation of 2G4WA is the responsibility of the CBF Field Personnel on the mission field in Lomé, Togo, West Africa; and their designated staff with operations input from CBF Global. The board size will ideally be an odd number of persons no less than three (3) and not greater than nine (9). The board members receive no compensation other than reimbursement of reasonable expenses incurred while carrying out duties on behalf of 2G4WA. Board directors are selected

from persons from the international community who have demonstrated a heart for the 2G4WA program direct services delivered to the Togolese people and who are/have been dedicated supporters of 2G4WA over time.

*Section 2 — Terms:* The two CBF Field Personnel associated with the 2G4WA corporation are ex officio directors of the advisory board. As long as they are in their operational positions for 2G4WA, they are also permanent directors of the advisory board. For the initial advisory board after formation, at-large board directors shall be elected to serve three-year terms, and are eligible for re-election for a second consecutive term. After one term of not serving on the board, an at-large director may be re-elected to the board and serve two more three-year consecutive terms. For the initial board after formation, one board director will be elected for a one-year term and a second board director will be elected for a two-year term. All others elected for the initial board will be for the full three-year terms. This will provide for at least one board director rotating off every year after formation.

*Section 3 — Meetings and notice:* The advisory board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member has written notice at least two weeks in advance of the meeting. The announcement of this quarterly meeting is the responsibility of the Secretary of the Advisory Board. The meeting can be held in-room at a brick and mortar location or virtually via an electronic virtual room such as Group Skype.

*Section 4 — Board elections:* During the last quarter of each fiscal year of the organization, the board of directors will elect directors to replace those whose terms will expire at the end of the fiscal year (Article III, section 2). This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

*Section 5 — Election procedures:* New directors shall be elected by a simple majority of directors present at such a meeting, provided there is a quorum (Article III, section 6) present. Directors so elected shall serve a term beginning on the first day of the immediately following fiscal year.

*Section 6 — Quorum:* A quorum must be comprised of at least sixty (60) percent of board members for business transactions to take place and motions to pass.

*Section 7 — Board Officers and Duties:* Since the board is advisory-only and not governing, there only one officer of the board is required -- **Secretary**. Every year after the 2G4WA formation year, the Secretary of the board is elected by simple majority vote of the full board at the first meeting of each fiscal year with the exception being the formation of the original board. The **Secretary** may repeat in her/his position for the duration of his/her term on the board. For the original board, the at-large Directors and the Secretary of the advisory board will be selected by the 2G4WA CBF Field Personnel. The original Secretary will serve for the remainder of the fiscal year in which the board was formed.

The *Secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements two weeks prior to the board meetings, distributing copies of minutes and the agenda to each board member, facilitating/conducting the board meetings, and assuring that organizational/operational records are maintained.

*Section 8 — Vacancies:* When a vacancy on the board occurs during a term, the *Secretary* must receive nominations for new directors from present board directors two weeks in advance of a board meeting. These nominations shall be sent out to board directors with the regular board meeting announcement, to be voted on at the next board meeting. These vacancies will be filled through the end of the particular board member's term whose departure created the vacancy.

*Section 9 — Resignation, termination, and absences:* Resignation from the board must be in writing and received by the *Secretary*. A board director shall be terminated from the board due to excess absences, i.e., more than two unexcused absences from board meetings in a year. A board director may be removed for other reasons by a 75% vote of the remaining directors with all board members present for the vote.

*Section 10 — Special meetings:* Special meetings of the board shall be called by the Secretary or one-third of the board. Notices of special meetings shall be sent out by the *Secretary* to each board member at least two weeks in advance. These special meetings can be virtual via the use of technologies such as email, texting, and video/audio conference calls.

#### ARTICLE IV — ADMIN and FINANCE TEAMS

*Section 1 — Admin Team:* The two CBF Field Personnel make up the day-to-day, operational 2G4WA *Admin Team*. Between quarterly Advisory Board meetings and as requested by the CBF Field Personnel, the Secretary will call a special Advisory Board meeting to make administrative recommendations. All daily operational decisions are ultimately the responsibility of the two CBF Field Personnel.

*Section 2 — Finance Team:* The Finance Team is composed of the two CBF Field Personnel as decision makers. Between quarterly Advisory Board meetings and as requested by the CBF Field Personnel, the Secretary will call a special Advisory Board meeting to make financial budget, fundraising, and expense recommendations if requested by the Field Personnel. The actual day-to-day financial decisions are the sole responsibility of the two CBF Field Personnel.

The Finance Team is responsible for analyzing and reviewing fiscal procedures, fundraising plans, and the annual budget with 2G4WA staff and advisory board members. The full advisory board has the responsibility to make recommendations for the adoption of the annual budget. Ideally, all expenditures for the fiscal year should be within budget. Any major change in the budget should be analyzed by the Finance team with advisement from the full advisory board. *The fiscal year ends on September 30.* Quarterly and annual reports are required to be submitted to the advisory board showing accounting period income & expense and financial position numbers for the corporation.

#### ARTICLE V — Functional Operations Roles: CEO and CFO

*Section 1 — CEO:* The CEO role is hired and salaried as CBF Global Missions Field Personnel (missionary) located in Lomé, Togo, West Africa. The CEO has overall day-to-day responsibilities that include making sure the organization's admin and program services planning/delivery operations, goals, and policies are carried-out properly and successfully. The person in this position performs all the general operations functions normally expected of the Chief Executive Officer (CEO) of any 501(c)(3) public charity. The CEO will attend all advisory board meetings and report on the status/progress of the admin and program operations of 2G4WA. Ultimately, the CEO will provide leadership in all areas of operation for 2G4WA.

*Section 2 -- CFO:* The CFO role is hired and salaried as CBF Global Missions Field Personnel (missionary) located in Lomé, Togo, West Africa. The CFO has day-to-day responsibilities for managing/executing all 2G4WA financial transactions and keeping financial records required for good fiscal health of 2G4WA. The CFO will present current Financial Reports at all advisory board meetings.

*Section 3 -- CEO-CFO Joint Responsibilities;* Jointly, the two corporate officers have day-to-day responsibilities for the organization that include delivery of existing services, planning new programs, planning individual services delivered through each program, developing new and maintaining existing relationships with donors, performing fundraising activities for 2G4WA programs, and annual budget planning and formation.

ARTICLE VI — AMENDMENTS

*Section 1 — Amendments:* These bylaws may be amended when necessary with recommendations from a two-thirds majority of the full advisory board of directors in agreement with the CBF Field Personnel. Proposed amendments must be submitted to the Secretary to be sent out with regular advisory board meeting announcements. Amendments will be deliberated and recommendations made at the next Advisory Board meeting.

CERTIFICATION

These bylaws were approved at a meeting of the advisory board of directors on **July 5, 2019**. This **Together for West Africa** bylaws document of record supersedes all others that predate this one.

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Secretary

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Date