PROPOSAL FOR GOVERNANCE

PRESENTED TO THE ELDERS OF
CHURCH OF GOD, A WORLDWIDE ASSOCIATION, INC.

June 2011
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June 22, 2011

Dear Brethren,

First, on behalf of the Interim Governance Team, I want to extend a heartfelt “thank you” for the encouragement and support you have given so generously over the last six months. Thank you, too, for your patience in awaiting this governance proposal. What you have before you is the result of hundreds, if not thousands, of man-hours of work put in by the dozens of people who contributed in one way or another to this product.

We have all fervently sought God’s guidance and direction, and we trust that He has led us to a governance and administrative structure that is viable and workable. But we also know very well that the most important element of any structure is whether or not we will allow God to govern our hearts and minds! To that end, I want to share with you the letter sent to the ministry along with this proposal.

June 20, 2011

Dear Fellow Elders,

The proposal you will find in this packet signals our embarking on a new chapter in the history of God’s Church—establishing the governance of the Church of God, a Worldwide Association.

But, gentlemen, far more important than the structure of governance being proposed is the structure of how God will govern our hearts and attitudes! Please don’t skim or skip this letter and jump to the “interesting stuff” without first prayerfully considering the following.

With the meaning of the Day of Pentecost fresh in our minds, red flags should be waving before us, warning that if all of us are not led by God’s Holy Spirit we can run this ship aground. God’s Church is a spiritual body, and more than ever we need to be turning to Him in supplication for His mind to guide and lead us. More important than determining our governance is the need for us to be filled with God’s Spirit. Anything less than that will open the door for carnality to creep in and quickly lead us into trouble!

Pentecost reminded us that none of us are here except by the miraculous spiritual work that God has done in our lives—certainly not because of our own strength, power or intellect! If we understand the danger of carnal thinking and, therefore, humbly embark on this decision-making process, fervently seeking His mind, His wisdom, knowledge and discernment, then we will succeed and prosper spiritually! However, the last few decades of the Church of God stand as a sober witness, testifying repeatedly that those who walk in the carnality of vanity and pride in their own opinion, or who are self-
seeking and contentious, will only create problems akin to those in Corinth. Those members’ ears must have burned when they read Paul’s question to them, “For where there are envy, strife, and divisions among you, are you not carnal and behaving like mere men?” (1 Corinthians 3:3).

Fellow elders, are we not weary of these carnal ways cropping up time and again, grieving us and all of God’s people? I know that we want the same thing. We want to move past these problems and get on with the work God has given to us. But we can only do that with God’s Spirit working effectively in us! It is His Spirit that must rule us when we hold different opinions, as will inevitably happen. It is His Spirit that must root out the seeds of division that Satan will assuredly try to plant! It is always possible that we can allow carnal thinking to turn this proposal into the first serious test in our short history! God’s Spirit is not one of strife and debate, of contentions, jealousies, selfish ambitions, dissensions, etc. (Galatians 5:19-21). With God’s help, let’s not let our minds go there! Whether we come through this decision-making process unified or divided does not depend on the governance structure being proposed, but on the Spirit of God governing our minds.

Let’s get it right this time! And I don’t mean right in terms of structure, but right in terms of the fruit of God’s Spirit dominating the works of the flesh in our minds and hearts!

Let’s get it right by praying “without ceasing” (1 Thessalonians 5:17) every time we read these documents, meditate on the contents, ask questions, discuss it with others and make our decision.

Let’s get it right by fasting—“humble yourselves in the sight of the Lord, and He will lift you up” (James 4:10)—as the people of God have always done in time of need.

Let’s get it right by “walk[ing] in the Spirit, and you shall not fulfill the lust of the flesh” (Galatians 5:16).

If we approach this entire matter of Church governance as a spiritual issue, with a spiritual focus that hungers and thirsts after righteousness, then we can know assuredly that God will lead us!

Since this matter is of such importance to the future of every minister and member of God’s Church and to those whom God will call in the future, it is appropriate that we take time to fast and pray specifically about this decision. We therefore ask that each and every one of us designate a day during the week of June 26 through July 2 as a time for fasting. Please dedicate time before, during and after that fast to seek God’s will and pray that His thoughts will be our thoughts and His ways our ways, so we can go forward in the strength of His power!

Finally, please read the entirety of the following pages very carefully. We expect discussions and questions to arise, and provisions have been made to answer your questions and to exchange your thoughts and comments with all of your fellow elders. The vehicles for doing this are explained in sections that follow.
Let’s address this matter now with the highest levels of spiritual integrity so we can get settled, move forward together and be about our Father’s business!

Brethren, we are all in this boat together; we all need to “get it right!” Even though it falls on the shoulders of the elders to make the actual determination of our future governmental structure, we are grateful to also know that you are deeply invested in this decision as well and are shouldering a great weight of spiritual responsibility through your fervent prayers and fasting. We are riding on God’s promise to help, lead and guide us not only in the decisions we make but, most importantly, in the spirit in which we make them. “If God is for us, who can be against us?” (Romans 8:31).

Thank you for joining us in this effort to serve God and to do the work He has given to us.

Sincerely and respectfully,

Clyde Kilough
Background Information:
The Work of the Long-Term Governance Committee and How This Proposal Was Developed

One of the first organizational matters the Interim Leadership Team undertook was assembling volunteers to work on four projects: 1) short-term administration, 2) short-term governance, 3) long-term administration and 4) long-term governance. The first three were finished in short order, just before and after the Louisville conference in January.

The work of the Long-Term Governance Committee

The Long-Term Governance Committee faced the greatest challenge, though, as the 18 men on that task force were charged with the considerable responsibility of addressing numerous major issues, among them questions such as:

- What have we learned from the past and what do we conclude about the way we go forward with yet another organization? What would we say God is pleased with, or not pleased with, in terms of our past processes and performance?
- As we look at the past, have we misunderstood doctrinal or spiritual principles of governance and structure, or have our problems simply been due to human failings?
- One of the greatest human failings is being “political.” No structure by itself can prevent that carnal tendency, but can we establish a governance system that will at least reduce the probability of politics occurring within the Church?
- Can we simplify and streamline our governance? We must make sure it is based on the Scripture, but with a minimum of additional commentary, rules and regulations.
- Considering the above questions, what, then, are the possibilities for governing structures? Is there only one possible godly structure, or does God allow us options, keeping in mind that ultimately, godly behavior is the determining factor of whether or not our organization is blessed?
- What are the greatest concerns and needs of the elder and members? What structure will best address and serve the needs of the Church today?
- How are we going to make decisions? What is a godly manner of decision making? What process should we use? What is the rationale? What about “lots”? What about balloting? Are either lots or balloting legitimate or wise; and if so, in what circumstances?
- What about clarity of governance—who will really be in charge? Can we clearly define the leadership responsibilities from the beginning so we are not confused, trying to figure out who is accountable, and for what, years after we begin?
- Do we need a strong central leader, or do we prefer a form of leadership by team or committee? What about “checks and balances”?
- What ethical guidelines will we agree to that will state God’s values and behavior for all Church members? How can we hold ministers and members to the highest spiritual standards and make them accountable? Have we become too lax in both areas?
- How will we address the concept and practice of “transparency”? 
• What are the proper roles of elders, and are there distinctions between salaried pastors and nonsalaried elders? If so, how are those determined?
• How will all “shareholders” in the Church—members and ministers alike—have a legitimate, respected (and respectful) voice?
• How should congregations around the world fit together? How do we organize the congregations in the various nations administratively in a unified manner, yet allow for the requirements of the laws that respectively govern each nation?

Perhaps you can well imagine how these and other related questions engendered a great deal of discussion and sometimes strongly varying opinions. The committee members knew that they could not be driven by a deadline but had to take the time necessary to carefully evaluate and examine every aspect of these issues. They knew it would be foolish as well to have a knee-jerk reaction due to the latest circumstances and jump to an opposite extreme.

One of the committee’s first tasks was to solicit, gather, analyze and summarize input from the ministry and membership identifying their concerns, lessons learned, suggestions and questions. As they sorted through the great amount of input that came in, a dominant theme clearly emerged: Find a way to reduce politics and simplify our governing structure and process. That message was not unexpected, for many of the committee members had already personally come to the same conclusion.

So as the committee worked—holding regular weekly teleconferences and exchanging many emails—they had to tackle these broad “philosophical” questions, as well as the details. It took a lot of time, patience and great effort. For example, the issue of “lots” generates a tremendous amount of questions to address. What about that? Do we rule out lots or is that the solution to politics? What does the Bible say, what does God expect? If His Word is not definitive, what are the principles we are to glean and apply today? That was just one issue of many.

The Long-Term Governance Committee continued its work, meeting weekly and sometimes twice a week, via teleconference (usually two to three hours at a time) to delegate tasks, give reports, discuss and refine specific elements of governance and considerations for the structure in general. Outside of the teleconferences, hundreds of man-hours went into personal studies, preparation of assigned reports, telephone calls, emails and private discussions.

Ultimately it became clear that the Long-Term Governance Committee could bring forward three specific proposals. Subcommittees, consisting of two to four members, were formed to develop the details of each proposal. As each one was completed, the entire committee dedicated a two- or three-hour teleconference to discuss, critique and amend the proposed structure. At the end of this process, the committee unanimously agreed to forward all three of the proposals to the Interim Leadership Team and Board (which together form the Interim Governance Team) for their consideration and suggestions.

Why three proposals? Simply because there is more than one way to establish a governance and administration within the guiding principles of God’s Word. All of the committee members certainly had their preferences, but they agreed that the committee’s responsibility was to bring forward the options, not to make the final determination for the Church. However, they also understood that putting forward more than two options would create certain problems. For
Example, if we had three choices, one could be selected without even having majority approval. So when these options were presented to the Interim Governance Team for review, it was with the understanding and hope that a different version could emerge.

The Dallas meeting and resulting proposal

The Interim Governance Team and two representatives for each proposal then met in Dallas, Texas, March 29-31, to review the committee’s work and determine how to proceed from there. All five men on the Interim Leadership Team and two of the board members had not been involved at all with the committee, so they were looking at these proposals with a fresh perspective.

An important development occurred early on in this meeting, shortly after taking an overview of each proposal. The suggestion was made that instead of keeping each proposal separate, we first look at the commonalities of all three proposals and see if that would provide a basis for possibly creating one proposal. Then, if there were specific areas of divided opinion, perhaps we could still create one proposal but within it allow options for those areas of divergence. In other words, have one document that would have to be approved, but within that document have x-number of specific items for which a choice would have to be made. This suggestion was appealing in its logic and practicality and seemed to be the answer for greatly simplifying the process.

In addition, the more we talked, the more we understood that all of us shared most, if not all, of the same core concerns about governance. Where we differed was on how to best address and resolve them. This is common in problem solving—people often have the same interests and concerns about an issue, but they take different positions for resolving the problem. Often there is more than one way to solve a problem, but just as often one solution will not fix all of the problems. Understanding this principle is important, and we thus directed our focus not on defending the positions of each proposal but on coming up with solutions that everyone could support with the confidence that their interests and concerns were sufficiently met.

Everyone in that meeting strongly believes we saw God’s hand involved in helping us come to find new solutions. We adopted none of the original three proposals but, instead, came up with an entirely new blueprint. The similarities in each of the three form the core of this new proposal; and the differences were either a) resolved, b) discarded or c) provision made to include them in the plan you have before you. In fact, we were able to reach agreement on so many of these matters that, in the end, only one issue remains that requires a determination between two options—that is the issue of balloting or impartial selection process.

We left Dallas with everyone agreeing, not grudgingly or with reservations, but wholeheartedly, to this final product. We then engaged the governance committee in a discussion of this new proposal and went to work on writing the documents in this package.

Putting together the details of even a simple proposal is extremely time-consuming. These went through multiple reviews and edits by many people as we sought to do our best to make sure the language and thought was clear and understandable, to check it for accuracy, to give it legal review, to try to anticipate and answer as many questions in advance as possible and to think through all the steps of the processes required.
In addition, we still had to determine the process by which this proposal would be presented, how the decision making would take place and what would be the timeline. In addition, we believed it was in our best interest to simultaneously present the Constitution and Bylaws, so that once the governance was approved we would already have our governing documents in place. Once we left Dallas, however, we put this entire process on the “back burner” until after the Passover and Days of Unleavened Bread were completed.

Some may have wondered why it has taken some six months to present this proposal. It is simply a matter of fact that something this broad in scope and narrow in technicalities takes a lot of time to develop, write and review. Although we all hoped it could have come out earlier, it is always more important to get it done right, rather than fast.

**Balloting Guidelines and Procedures**

The following was sent to all elders on Monday, June 20, 2011:

According to the admonition in 1 Corinthians 14:40 to “let all things be done decently and in order,” please note the following guidelines and processes.

**Conduct during balloting**

As mentioned earlier, politics in the Church is something God abhors—it is an expression of self-seeking and only leads to conflict, confusion and ethical compromise. It is, however, an issue of self-control. No one can legislate or regulate someone else’s behavior or choice of words or influence they try to exert on others. A fine line sometimes exists between passionately explaining one’s point of view and seeking to coerce or pressure someone else to believe a certain way. Each one of us must be conscious of the fact that others will not see everything the same way we do.

In Acts 15 we read of another time of important decision in the Church, when the ministers gathered to address the doctrinal matter of circumcision. Their discussion is described in verse 7 as “when there had been much dispute.” Strong’s defines “dispute” as “mutual questioning, that is, discussion:—disputation (-ting), reasoning.” The attendees at that conference obviously came with differing views, but they left in agreement. Later in the chapter, though, we read of an issue arising between Paul and Barnabas; and sad to say, “the contention became so sharp that they parted from one another” (verse 39).

We urge everyone to take great care to mutually question, discuss, dispute and reason, but without letting contention rear its ugly head. Let’s have our “speech [or writing] always be with grace, seasoned with salt, that you may know how you ought to answer each one” (Colossians 4:6). Let’s not polarize or try to sway the brethren or our fellow elders. Let’s make our statements positively and logically, respectful of one another, and
then make our individual decisions in good conscience toward God, trusting that He will guide the final outcome.

Following this, the elders were given the instructions for balloting. For the first time we are conducting this process entirely online through the services of a contracted company that specializes in helping organizations manage such polls in a secure (password-protected), totally confidential manner. This poll is to decide whether to approve the proposed Governance Plan, Constitution and Bylaws and to select one of two options for selecting leadership. The elders have approximately a three-week window in which to cast their ballots (anytime from Monday, June 20, until Tuesday, July 12, 2011). They were also given the option of withdrawing their name from consideration as a nominee for the Ministerial Board of Directors (MBOD), due to age, health or other factors.

Questions and Answers

In the last section of this document you will see a list of common questions we anticipate could arise and the answers to those questions. However, we understand that other questions will undoubtedly come to mind, and we invite you to submit any inquiries you may have. A small committee will be responsible for answering the questions, or the committee may forward them to the person most knowledgeable about the issue raised.

If you have a question(s), we ask you to submit it first to your local pastor. If he can answer it, that will save the committee extra time and work. If he cannot answer completely or satisfactorily, he will ask you to write up your question and he will then submit it per the instructions he has been given. Please make sure you include your email address or, if you do not have Internet access, your mailing address. Your pastor will be copied on the answers to any question(s) submitted through him.

Proposal for Governance and Governing Documents

Following you will find the Proposal for Governance and Appendix. We are required to have a Constitution and Bylaws, so those documents were submitted to the elders for approval as well. They formally define the legal details and processes for the structure outlined in the Proposal for Governance. Due to the length of these documents, they are not included here, but a link to the Constitution will be found at the conclusion of this proposal and a link to the Bylaws will be found at the bottom of the Constitution.

We respectfully ask that you do not electronically send the Constitution and Bylaws to anyone else, as these are commonly considered to be internal, legal documents appropriately designated for the corporation, not the general public.
Proposal for Governance and Appendix

INTRODUCTION

The following proposal is submitted by the Interim Board, Leadership Team and Long-Term Governance Committee to the elders of the Church of God, a Worldwide Association, Inc.

In presenting this proposal, we declare that in all things this organization’s governmental structure and administration shall be subordinate to the mandates of Scripture. We affirm our highest priority is to give glory to God. Therefore, we present this for the careful consideration of the elders and ask that all join us in prayer for God’s wisdom and guidance.

The board, administration and committee are in agreement with this proposal for the overall governance structure. The one area lacking a clear consensus involves the selection of the Ministerial Board of Directors, and in this area the elders are offered two options from which to choose.

You will find in this document the major features within the proposed governance structure. The specific details will appear in the legal documents, the constitution and bylaws, which will be crafted depending on the option selected.

The following overview gives a quick look at the primary components and how they fit in the proposed governance structure. It does not, however, negate the need for everyone to carefully read through the structure in all its detail, examine the various components that make up that structure, and understand how they interact with each other.

OVERVIEW

Ministerial Board of Directors (MBOD). This is the legal board that has the responsibility for selecting the president and approving the operation managers. It also has the responsibility to approve the annual strategic plan, financial plan (budget) and operation plan, which are proposed by the president and his operation managers. This board has specific legal functions to perform, as well as the responsibility to be an advisory body for the administration. The board is constructed to handle the legal requirements of the U.S. not-for-profit corporation, Church of God, a Worldwide Association, Inc. (COGWA).

After the initial selection, members of the board serve eight-year terms. Board members may be removed by fellow board members (by a vote of five out of the seven). The elders may also remove board members through a ballot of no confidence. This requires 25 percent of all elders to put it on the ballot and then 60 percent of the career elders to actually remove board members.

Chairman of the Board. This position carries no administrative authority within COGWA. The chairman is responsible to chair official meetings of the board and to see that the board performs

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its legal functions and maintains its integrity by conducting business in a godly and professional manner.

**President and Operation Managers.** The president and his operation managers are responsible for the day-to-day operations of COGWA. Unless there is a spiritual or moral failing or a disqualification based on physical or mental capacity, the president and his administration will serve as the administrators for Church of God, a Worldwide Association, Inc. The president will serve a seven-year term, which can be renewed by the MBOD. Operation managers are nominated by the president but must be approved by the MBOD. The president will be the spiritual leader for the Church throughout the world but will need to work with the legal entities established in areas outside the United States.

**Doctrine Committee.** This committee will be composed of five elders and is not a committee of the MBOD. This committee, as its name implies, will have responsibility for working with doctrine. It will be responsible for doctrinal reviews, resolving doctrinal disputes and clarification of doctrine. Those who serve on this committee must have a record of doctrinal integrity and at least 20 years of ministerial experience. Members of this committee are nominated by the president and approved by the MBOD. There is no term for this committee, but individual members can be removed by the MBOD.

**Moral and Ethics Assessment Committee (MEAC).** This committee is composed of five elders who have a minimum of 20 years of pastoral experience and are at least 60 years of age. Candidates for this committee are nominated by the president and approved by the MBOD. Committee members may not be members of the MBOD or the administration. They are entrusted with reviewing and resolving situations where an egregious violation of the moral standards of God’s Word, the code of ethics for the ministry or the bylaws of the organization has occurred.

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**MINISTERIAL BOARD OF DIRECTORS (MBOD)**

The name chosen for the legal board is “Ministerial Board of Directors” (MBOD). This name reflects the legal function of this group (board of directors) and the spiritual function of this group (ministerial).

Individuals who are eligible to serve on the Ministerial Board of Directors are those who: (a) have a reputation for having borne good spiritual fruits (“able men, such as fear God, men of truth, hating covetousness” and “full of the Holy Spirit and wisdom”—as mentioned in Exodus 18:21 and Acts 6:3); (b) are known for doctrinal integrity, as expressed in the fundamental beliefs of the Church; (c) possess the skill sets necessary to fulfill the duties and responsibilities of the Ministerial Board of Directors.

1. **Assigned duties (a complete listing of responsibilities will be spelled out in the bylaws):**
   - Serves as the legal board for the corporation.
Selects officers of the corporation (president, secretary, treasurer and other officers as required). Selection requires a minimum approval by five out of the seven members.

By a majority ballot approves areas of operation proposed by the president and approves the operation managers to fill each position, also proposed by the president.

By a ballot of five out of seven members approves each member of the Doctrine Committee from those nominated by the president.

By a majority ballot approves all doctrinal statements, but cannot change doctrine.

By a majority ballot approves legal counsel as nominated by the president.

By a majority ballot approves the strategic plan, financial plan (budget) and operation plan prepared and put forward by the president.

By a ballot of five out of seven members approves each member of the Moral and Ethics Assessment Committee from those nominated by the president.

By a majority ballot approves organizational policies. Policies may be proposed by the president and his operation managers, the Doctrine Committee and the Moral and Ethics Assessment Committee.

By a ballot of five out of seven members may remove any officer.

Meets on an annual basis in a required face-to-face meeting to approve the strategic plan, the financial plan (budget) and the operation plan as proposed by the president.

By a majority ballot schedules additional meetings (either face-to-face or by using available technology) during the year as deemed necessary.

2. **Number on board:**
   - The board will consist of seven members.

3. **Eligibility:**
   - Must be a credentialed elder.
   - Must have 20 years of ministerial experience (calculated from date of ordination).

4. **Term of office:**
   - Eight-year term, except in the initial election.
   - Initial election for the MBOD:

   Of the first group of seven elected, three are assigned a term of four years and four are assigned a term of eight years. The four- and eight-year terms for the initial board will be determined by a drawing—three will draw a four-year term and four will draw an eight-year term.

   Following the initial election, elections thereafter will take place every four years for either three men or four men (alternating elections beginning with the three).
5. **Removal from office:**

- A member (or members) may be removed by a minimum of five ballots out of seven on the board.
- A member (or members) can be removed by a ballot of no confidence by the credentialed elders. This process requires 25 percent of all credentialed elders to put forward a resolution calling for removal. Actual removal requires a 60 percent ballot by career elders (those currently employed by the Church for a minimum of five years or those who have been employed in the past for a minimum of five years).

6. **Process for selecting members of the MBOD (see appendix for explanation):**

The complete process for selection will be outlined in the bylaws of the organization. In order to move forward with a governance structure, we must first answer the question of whether we will select board members by balloting or by a combination of balloting and an impartial selection process. Once a decision has been reached on one of these two options listed below, the one chosen will be written into our bylaws and will become the basis for selecting leadership.

Whether option 1 or option 2 is selected, all elements of this process shall be preceded by prayer and fasting by the elders and members.

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<th>Option #1: Balloting</th>
<th>Option #2: Balloting/Impartial Selection</th>
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<td>All career elders (defined as one who is currently a Church employee and has been employed by the Church for a minimum of five years while an ordained elder; or one who is currently in the ministry and was employed by the Church in the past for a minimum of five years while an ordained elder) nominate by ballot up to seven candidates who meet the criteria for the MBOD.</td>
<td>All credentialed elders nominate by ballot up to seven candidates who meet the criteria for the MBOD.</td>
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<td>A nominee must be named by 10 percent of the elders casting ballots to be eligible for the final list. The top 14 nominees (determined by total number of ballots) who also received the minimum percentage of ballots will be placed on the final list of candidates. No more than 14 may appear on the final ballot unless there is a tie for No. 14. In such a case the names of those tied would also appear on the final list.</td>
<td>A nominee must be named by 10 percent of the elders casting ballots to be eligible for the final list. The top 14 nominees (determined by total number of ballots) who also received the minimum percentage of ballots will be placed on the final list of candidates. No more than 14 may appear on the final ballot unless there is a tie for No. 14. In such a case the names of those tied would also appear on the final list.</td>
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<td>From the final list of candidates, seven names are selected to become members of</td>
<td>From the final list of candidates seven names are selected by an impartial</td>
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the MBOD by the balloting of all credentialed elders. If there is a tie for the seventh position, then the six already selected will choose between those tied by a simple majority of a secret ballot.

Chairman of the Ministerial Board of Directors (MBOD)

The chairman of the board has the responsibility for chairing meetings of the Ministerial Board of Directors. As a member and chairman of the board, he must meet the spiritual requirements that we see in Scripture for leadership.

1. Assigned duties (a complete listing of duties will be in the bylaws):
   - Chairs official meetings of the MBOD.
   - Represents the MBOD in areas assigned in the bylaws.
   - As chairman, serves as a member of any committees formed by the MBOD and is responsible for distributing official information from the MBOD or its committees.

2. Eligibility:
   - Any member of the MBOD is eligible to be chairman.

3. Process for selection:
   - Selected by a majority ballot of the board members.

4. Term of office:
   - No term of office.
   - Term ends upon the occurrence of any of the following:
     - No longer a member of the board as a result of the election process.
     - Death.
     - Resignation from the office of chairman.
     - Resignation from the MBOD.
     - Nomination, selection and acceptance of a position in the administration (president or operation manager).
     - Removal from the MBOD by the ballot of five members of the board.

President

Individuals who are eligible to serve as president are those who: (a) have a reputation for having borne good spiritual fruits (“able men, such as fear God, men of truth, hating covetousness” and
“full of the Holy Spirit and wisdom”—as mentioned in Exodus 18:21 and Acts 6:3); (b) are known for doctrinal integrity, as expressed in the fundamental beliefs of the Church; (c) possess the skill sets necessary to fulfill the duties and responsibilities of the president.

1. **Assigned duties (a complete listing of responsibilities will be in the bylaws):**
   - Responsible for communicating with the Church and the board, serves as spokesman for the Church and promotes the vision of the Church.
   - Nominates areas of operation and a team of operation managers to fill such positions for approval by the MBOD.
   - Prepares annual strategic plan, financial plan (budget) and operation plan in conjunction with operation managers. Strategic plan, financial plan (budget) and operation plan must be approved by a majority ballot of the MBOD.
   - Supervises Church employees.
   - Manages the office and all office employees.
   - Responsible for the day-to-day management of the Church.
   - Provides spiritual leadership for the Church worldwide.
   - Attends all meetings of the MBOD.

2. **Eligibility:**
   - Must be a credentialed elder with a minimum of 15 years of ministerial experience.
   - Must have a minimum of five years of pastoral experience (or equivalent experience in the Church, college or administration—eligibility to be further defined in the bylaws). Any questions of eligibility to be resolved by the MBOD.
   - May not be a member of the MBOD. If he is a member at the time of selection, he must step down from the MBOD in order to serve as president.

3. **Process of selection:**
   - Selected by the MBOD from eligible candidates.
   - Requires a minimum of five ballots of the seven members from the MBOD to be selected as president.
   - Balloting for president continues until one candidate receives the mandatory five ballots. If a candidate is a member of the MBOD, he is eligible to ballot during the process and remains a member of the MBOD unless he is selected to be president. Upon his acceptance, he would be asked to resign from the MBOD.

4. **Term of office:**
   - Selected for a seven-year term and may be reelected at the conclusion of the seven-year term.
   - No limit to the number of terms that he may serve.
5. Removal from office:

- May be removed by a ballot of five MBOD members at any time.
- May be removed by a ballot of no confidence. This process requires 25 percent of all credentialed elders to put forward a resolution calling for removal. Actual removal requires a 60 percent ballot of all career elders (those currently employed by the Church for a minimum of five years and those who have been employed in the past for a minimum of five years while an elder).

### Operation Managers

Individuals who are eligible to serve as operation managers are those who: (a) have a reputation for having borne good spiritual fruits (“able men, such as fear God, men of truth, hating covetousness” and “full of the Holy Spirit and wisdom”—as mentioned in Exodus 18:21 and Acts 6:3); (b) are known for doctrinal integrity, as expressed in the fundamental beliefs of the Church; (c) possess the skill sets necessary to fulfill the duties and responsibilities required of senior leadership.

1. **Assigned duties (a complete listing of duties will be in the bylaws):**
   - Duties assigned by the president.

2. **Eligibility:**
   - Specific requirements will be addressed in the job descriptions.
   - May not be a member of the MBOD while serving as an operation manager.

3. **Process for selection:**
   - Nominated by the president.
   - Approved by the MBOD by a majority ballot.

4. **Term of office:**
   - No term of office.

### Doctrine Committee

Individuals who are eligible to serve on the Doctrine Committee are those who: (a) have a reputation for having borne good spiritual fruits (“able men, such as fear God, men of truth, hating covetousness” and “full of the Holy Spirit and wisdom”—as mentioned in Exodus 18:21 and Acts 6:3); (b) are known for doctrinal integrity, as expressed in the fundamental beliefs of the Church; (c) possess the skill sets necessary to fulfill the duties and responsibilities of the Doctrine Committee.

Doctrine is extremely important and must be handled with great care, as shown by Titus 2:7: “…in all things showing yourself to be a pattern of good works; in doctrine showing integrity,
reverence, incorruptibility.” This committee is entrusted with the responsibility of addressing doctrinal issues. It is important to understand that this committee cannot change doctrine. The process for changing doctrine requires 75 percent approval by all elders who cast ballots.

1. **Assigned duties (a complete listing of duties will be in the bylaws):**

   - Can propose doctrinal changes to the elders for approval (a doctrinal change requires approval by 75 percent of all elders who cast ballots).
   
   - Rules on questions as to whether a doctrinal statement is, in fact, a change in doctrine and must be presented to the elders—unless the doctrinal statement was authored by the committee itself. In such cases the MBOD will rule on whether the statement constitutes a doctrinal change. In such cases the decision of the MBOD will be final.
   
   - Reviews doctrinal statements/papers that are submitted to the committee by elders or members. If the Doctrine Committee approves the paper (including any written by the committee itself) by a majority vote, it goes to the MBOD for final approval (by majority vote) before the statement/paper can be published. Statements/papers rejected by the Doctrine Committee may be appealed to the MBOD. The MBOD’s decision will be final.
   
   - A process for doctrinal review for literature and publications will be established by the Doctrine Committee and approved by the MBOD by majority ballot.
   
   - All doctrinal material must be reviewed by the Doctrine Committee prior to publication or must be submitted to the process for review as established by the Doctrine Committee and approved by the MBOD. Decisions made by the committee involving publication of material may be appealed to the MBOD.

2. **Eligibility:**

   - Must be a credentialed elder with at least 20 years of ministerial experience (from date of ordination).
   
   - Reputation of soundness in doctrinal matters.

3. **Number on committee:**

   - The committee will consist of five members.

4. **Process for selection:**

   - Eligible candidates are nominated by the president.
   
   - Upon nomination, members must be approved by the MBOD with a minimum of five of the seven members balloting in favor.

5. **Term of office:**

   - No term of office.
   
   - Term ends upon the occurrence of any of the following:
     
     - Death.
     
     - Resignation.
Removal by the MBOD as a result of mental or physical incapacity, doctrinal heresy or moral failing as determined by at least five of the seven members of the MBOD.

6. **Filling vacancies:**
   - Vacancies are filled by the same process as the original selection.
   - The president nominates an eligible elder to fill any vacancies. Once nominated, the candidate must be approved by a minimum of five ballots from the seven members of the MBOD.

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**Moral and Ethics Assessment Committee (MEAC)**

Individuals who are eligible to serve on the Moral and Ethics Assessment Committee (MEAC) are those who: (a) have a reputation for having borne good spiritual fruits (“able men, such as fear God, men of truth, hating covetousness” and “full of the Holy Spirit and wisdom”—as mentioned in Exodus 18:21 and Acts 6:3); (b) are known for doctrinal integrity, as expressed in the fundamental beliefs of the Church; (c) possess the skill sets necessary to fulfill the duties and responsibilities of the MEAC.

1. **Assigned duties (a complete listing of duties will be in the bylaws):**
   - The MEAC is established for the purpose of insuring that egregiously unethical and immoral conduct by an elder or elders will be dealt with appropriately and without partiality.
   - The MEAC is independent of the MBOD and the administration.
   - All charges against an elder must be in writing and must be sent to the MEAC by a credentialed elder. A copy of the accusation must be given to the accused elder. Any Church member who wants to bring a charge against an elder must do so through the local pastor or through the operation manager of Ministerial Services if the charge is against a member’s local pastor. The charge must be substantiated by the testimony of two witnesses (1 Timothy 5:19).
   - The committee communicates with the president and Ministerial Services in all areas of discipline and ministerial investigation that have been submitted to the committee.
   - The president and operation manager for Ministerial Services may attend committee meetings, but they are not eligible to ballot on any disciplinary action taken against an elder. The committee may require that the president and the operation manager for Ministerial Services not attend a specific meeting if the committee feels there will be a conflict of interest or that discussions will be hindered.
   - The committee will consult with and include input from the president and the operation manager for Ministerial Services before taking any disciplinary action against an elder.
   - All decisions of the committee are independent of the MBOD and the administration and require agreement by four out of five ballots to be official.
2. **Eligibility:**
   - Must be known for doctrinal and moral integrity.
   - Must be at least 60 years of age with a minimum of 20 years of pastoral experience (defined as pastor, associate pastor or equivalent experience in the administration, the college or the Church).
   - Must have a reputation for good spiritual fruit.
   - May not be a member of the administration (president or operation manager) or the MBOD.

3. **Number on committee:**
   - The committee will consist of five members.

4. **Process for selection:**
   - Elders nominated by the president after consultation with the operation managers.
   - Each member is approved by the MBOD with a minimum of five ballots.

5. **Term of office:**
   - No term of office.
   - Term ends upon the occurrence of any of the following:
     - Death.
     - Resignation.
     - Election to the MBOD.
     - Appointment to a position in the administration (president or operation manager).
     - Severe mental or physical incapacity, doctrinal heresy, moral failing or other problem that brings disrespect to the Church, as determined by at least five of the seven members of the MBOD.

6. **Filling vacancies:**
   - Vacancies are filled by the same process as the original selection.
   - The president nominates a qualified elder to fill the vacancy. Once nominated, the candidate must be approved by a minimum of five ballots from the seven members of the MBOD.
Appendix: Explaining the Options

Preamble

All elders of the Church of God, a Worldwide Association, Inc., have in this document a single governance structure submitted to them for their approval. However, within this single proposal there is one section, concerning how the Ministerial Board of Directors (MBOD) will be selected, that requires a choice between two options.

By virtue of putting forward these two options, it is obvious that two schools of thought exist, and it is predictable that various opinions will exist about the relative strengths and weaknesses of each option. In the collective judgment of the Interim Governance Team and the Long-Term Governance Committee, either option offers the opportunity for stable, godly governance.

This appendix is for the purpose of explaining four facets of this section of the proposal:

1. A review of the biblical principles concerning the use of balloting for selecting leaders.
2. The primary rationale put forward by the advocates for balloting only.
3. The primary rationale put forward by the advocates for combining balloting and impartial selection.
4. The use of career elders in the nomination process.

We hope this will help with the task before us as elders—that is, through sincere prayer, fasting, study, meditation and counsel, to seek God’s will and then come to a godly judgment. In both of these processes we are asking God to bless both the nomination and selection process, and we consequently agree to accept the appointments that would result from using either process.

1. The Use of Balloting for Selecting Leaders

Both options in the governance structure being submitted use balloting in the process of selecting the members of the MBOD. In addition, both options significantly minimize the amount of balloting by mandating balloting for board members only once every four years.

As we consider the use of balloting as a means of selecting our leadership, it is appropriate to review how the Scriptures apply to this topic. In principle, these references support the concept of balloting:

- It is a biblical principle that in a multitude of counselors there is safety (Proverbs 11:14; 15:22; 24:6).
- Jesus gave His disciples authority for “binding and loosing” in Matthew 18:15-20. This authority was given to them collectively not individually, requiring them to collaborate and agree among themselves.
• In the Jerusalem conference recounted in Acts 15, those present agreed among themselves upon the decision to be rendered. It would have been improbable to ascertain that it “pleased” them to make the decision and send a letter about it, without some method of measuring the level of agreement.

• In both ancient Israel and in the New Testament Church men were appointed to render judgments on affairs affecting other people and were told to do so righteously (Deuteronomy 1:16-17; John 7:24). Such judgments were often made by groups of men or with the counsel of many. Whether independently or as a group, it is possible to impartially render decisions. But how could a group ascertain each member’s judgment except through some system of “balloting,” whether it be verbal, written, show of hands or any other method?

Balloting is simply a method of sampling the opinions and judgments of a group of people. We conclude that it is biblically acceptable for ministers to express their judgments through such a process in order to decide issues confronting the Church and to select individuals for leadership positions.

2. The Use of Balloting Only

The case for balloting only is founded on the principle in 2 Timothy 1:7: “For God has not given us a spirit of fear, but of power and of love and of a sound mind.”

Numerous scriptures in both the Old and New Testaments provide “sound mind” guidelines to God’s servants for selecting men and women for leadership positions. Such guidelines were given for captains of Israel, judges, gatekeepers, deacons, deaconesses and elders. God’s leaders were also instructed to fulfill their responsibilities without prejudice or partiality (1Timothy 5:21-22; James 3:17). It is possible for elders to impartially select our Church leadership through the sound-minded guidance of God’s Spirit by the following process:

2. Recognizing the proper spiritually qualifying criteria (Titus 1:5-9; 1 Timothy 3:1-10).
3. Agreeing to make the choice and conduct the ordination. When possible, the laying on of hands was done by elders (plural) showing agreement and certainly implying collaborative unity (1 Timothy 4:14).

Jesus said the Holy Spirit would guide us to understand God’s will: “I still have many things to say to you, but you cannot bear them now. However, when [it], the Spirit of truth, has come, [it] will guide you into all truth; for [it] will not speak on [its] own authority, but whatever [it] hears [it] will speak; and [it] will tell you things to come. [It] will glorify Me, for [it] will take of what is Mine and declare it to you. All things that the Father has are Mine. Therefore I said that [it] will take of Mine and declare it to you” (John 16:12-15).
Romans 12:2 indicates that through the action of the Holy Spirit in us we should know the will of God: “And do not be conformed to this world, but be transformed by the renewing of your mind, that you may prove what is that good and acceptable and perfect will of God.”

According to 1 Corinthians 6:1-3, we have a responsibility to make judgments and decisions as part of our preparation to rule and judge in the future. “Dare any of you, having a matter against another, go to law before the unrighteous, and not before the saints? Do you not know that the saints will judge the world? And if the world will be judged by you, are you worthy to judge the smallest matters? Do you not know that we shall judge angels? How much more, things that pertain to this life?”

Based on the conclusion that God has empowered us with His Spirit to help us make wise and impartial decisions, balloting for our leaders would be an acceptable method to employ in the Church of God, a Worldwide Association, Inc.

3. The Use of Balloting Plus Impartial Selection

“Impartial selection” is a term describing a process in which the final decision is not weighted by the probability of it going one particular way or another. Although we would like for our decisions to always be in harmony with God’s will, humans are always vulnerable to being subjective, and we can base our decisions on our knowledge (or lack of knowledge) of certain nominees, regardless of their qualifications. This method, employed in the final step of the process through a “drawing” (i.e. a drawing of a final one or more out of a larger number), seeks to eliminate potential bias either for or against any individual.

In this proposal, the balloting process first identifies the defined number of qualified candidates that will be put forward. The names of these candidates would then be placed in a concealed receptacle and drawn out one by one. The first seven names drawn would fill the seats of the MBOD.

With this method, the selected individuals are not seated by peer determination alone, which reduces to a degree the potential for politicking or party spirit.

How does “impartial selection” differ from the use of “lots” in the Bible, by which a direct appeal was made to God to make a decision? First, while the use of lots to determine outcomes occurred under a variety of circumstances, we know very little about how the lots process was conducted. Proverbs 18:18 does state, though, that, “Casting lots causes contentions to cease and keeps the mighty apart.” One example of that principle could be seen in the case of the soldiers who cast lots to determine who would get the quality garments of Christ—this was a peaceful means of determining an outcome with which all would agree.

We have traditionally assumed that since the Bible does not reference the use of lots to choose a leader or leaders after the selection of Matthias in Acts 1, another method of selection should be employed. Since there is no record of lots being cast to choose leaders after the Holy Spirit was
given on Pentecost (Acts 2), the Church has historically chosen to use other methods for that purpose.

However, the lack of specific information regarding the use of lots to determine leaders should not prohibit us from employing a process that first uses balloting for nominating, but then employs a completely impartial approach for the final selection.

Based on the conclusion that God has empowered us with His Spirit to help us make wise and impartial decisions and in order to reduce the potential for human bias, a combination of balloting plus impartial selection of our leaders would be an acceptable method to employ in the Church of God, a Worldwide Association, Inc.

4. The Use of Career Elders in the Nomination Process

Option 1 provides for career elders to comprise the nominating committee in the first part of a two-round selection process. Many for-profit and not-for-profit boards use nominating committees to research and recommend qualified people who would provide for the board the best fit for the needs of the organization.

In the absence of a nominating committee, having all elders in the Church nominate candidates creates an inherent problem. Because we have elders from all over the world, many of them do not know each other well and, in many cases, have never even met many of their fellow elders. Nominations then tend to go to men they know well or whose names are recognizable solely due to their being in more visible positions.

On the other hand, most career elders have usually served in multiple pastorates in different regions, have worked with a large number of their fellow ministers and have a broader knowledge of others serving in the ministry. As a result, generally speaking, they have a much better understanding of their fellow ministers—their talents, strengths, weaknesses and reputations built over decades.

The principles found in Ephesians 4:11-16 show that within both the Church and ministry the various “parts” and “joints” play different roles in what they contribute to the overall good of the body. Given the fact that the career ministers have a deeper knowledge of the ministry as a whole, it makes sense that they should comprise a broad-based nominating committee that is responsible for putting forward the slate of nominees from which the entire eldership will then make the final selection.
Helpful Information That May Answer Some of Your Questions

The Constitution and Bylaws for Church of God, a Worldwide Association, Inc., were prepared by members of the Long-Term Governance Committee and the Interim Leadership Team who volunteered to assist with the project. The team that reviewed the Constitution and Bylaws consisted of Leon Walker, Greg Sargent, Clyde Kilough, David Register, Doug Horchak, Jim Franks, Ken Giese, Larry Salyer, Mike Hanisko and Richard Thompson. In addition to these reviewers, Jason Ranew, the attorney for the Church, also reviewed and offered edits to the documents.

After completing the documents, everyone believed that a brief overview of possible questions and answers would be helpful for the elders in their consideration of the material. Following are questions we anticipate could be of common interest and answers/comments on those questions.

1. What are the most significant similarities between the proposed Constitution and Bylaws and what we had in the past?

The proposed documents include the following that are familiar from the past:

- The structure of the documents: The Constitution contains principles and spiritual concepts (doctrine), and the Bylaws contain the processes and procedures for the work of the corporation.
- COGWA is incorporated as a not-for-profit 501(c)3 corporation and is so identified in the two documents being proposed.
- A “Ministerial Board of Directors” serves as the legal board for the corporation.
- The president and operation managers are administrative positions in the proposed structure.
- The 20 Fundamental Beliefs have been rewritten but are consistent with our doctrinal beliefs from the past.
- Any change in doctrine will require approval by three-fourths of the elders balloting.
- To amend the governing documents will require approval by two-thirds of the elders balloting.
- All credentialed elders are members of the corporation and have balloting rights.
- Members of the Ministerial Board of Directors are selected by the elders through a separate process for nomination and final selection.
- Operation managers are nominated by the president and approved by the Ministerial Board of Directors.
- The Ministerial Board of Directors has the power to remove the president at any time if there should be a problem.
- The Ministerial Board of Directors must approve the strategic plan, the operation plan and the budget on an annual basis.
2. What are the major differences between the proposed Constitution and Bylaws and what we had in the past?

- The terms of office are different in the current proposal: for the President—seven years; for the Ministerial Board of Directors—eight years (except for the first group selected).
- Elections for the Board of Directors will take place every four years instead of annually.
- The Ministerial Board of Directors will be limited to seven members.
- The Ministerial Board of Directors is not an administrative body. The board advises the president and his management team. The board does have the capacity to remove the president and/or his operation managers should there be a problem.
- The board is only required to meet face-to-face once a year. This required meeting must be to review and approve the strategic plan, operation plan and the budget. While only required to meet once per year, the board may meet more often if it deems it necessary.
- To become president, an individual must have a minimum of 15 years of ministerial experience. Among those 15 years, he must have a minimum of five years of pastoral (or equivalent) experience.
- The operation manager for Ministerial Services must have a minimum of 20 years of pastoral (or equivalent) experience.
- The operation manager for finances must have a minimum of 10 years of experience in finances.
- The Doctrine Committee will be separate from the Ministerial Board of Directors. The members are nominated by the president but approved by the board.
- A Moral and Ethics Assessment Committee (MEAC) is created to deal with egregious ethics and moral problems, appeals by elders and appeals on the interpretation of the documents. The members of this committee must be a minimum of 60 years of age with a minimum of 20 years of pastoral (or equivalent) experience.
- The MEAC may remove any elder for ethical or moral violations. Their decision will be final. Members of the MEAC will be nominated by the president but must be approved by the Ministerial Board of Directors.
- Two choices for the election/selection of board members are being offered to the elders. One option includes the nomination of candidates for the board by the career elders and the final election by all elders. The other option includes the nomination of candidates for the board by all elders and the final choice being made by an “impartial selection” process.
- The elders may remove members of the Ministerial Board of Directors through a “ballot of no confidence.”
- The elders may remove the president through a similar “ballot of no confidence.”
- Officers of the corporation and operation managers are not eligible for the Ministerial Board of Directors while serving as an officer or operation manager.
- The fiscal year will be the same as the calendar year.
• There is no requirement for an annual meeting of all elders, and elders do not annually approve the strategic plan, the operation plan and the budget.
• The Ministerial Board of Directors will decide on the location of the principal office. The president and his management team will propose the location(s) to be considered by the board.

3. How would you describe the proposed governance structure as found in these documents?

This proposal gives the president more responsibility and authority while defining the Ministerial Board of Directors as the legal board with advisory responsibilities to the administration. To address any potential problems between these two entities (administration and the board), this structure contains numerous checks and balances. Here are a few:

• The president can be removed at any time by the Ministerial Board of Directors.
• The president can be removed at any time by the elders through a “no confidence” process.
• The Ministerial Board of Directors selects the president and must approve all operation managers.
• The Ministerial Board of Directors must approve the strategic plan, the operation plan and the budget. These are all put forward by the president but cannot be implemented without the approval of the board.
• The president serves a seven-year term and must be reelected by the board to continue in the office of president.
• Members of the Ministerial Board of Directors can be removed by the board or the elders through a “no confidence” process.
• The MEAC can remove any elder for moral or ethical failings.

4. How will doctrine be protected in this proposed structure?

Under this proposed structure, the doctrine committee will be independent of the Ministerial Board of Directors. We will be able to select our most qualified elders for doctrinal review rather than requiring them to be Council members. There is no term for a member of this committee, which means the members will not be concerned about a “reelection.” Members of this committee may be removed for doctrinal, moral or ethical failings. The Doctrine Committee will be responsible for reviewing papers and documents and answering doctrinal questions. It will also be responsible for establishing a doctrinal review process for all Church literature. The Doctrine Committee cannot change doctrine. Any doctrinal changes will require approval by three-fourths of the elders who actually cast ballots. The Doctrine Committee will rule on whether a statement or paper constitutes a doctrinal change.

5. How will voting and politics be minimized in the proposed structure?

It is impossible, of course, to develop a code of rules that will prevent any possibility of something going wrong. One area that seemed to cause more concern than any other was voting on an annual basis for so many issues. This proposed structure greatly reduces the amount of voting from the past. Elections are held every four years instead of every year.
Terms are lengthened so that individuals will be able to perform their jobs without being replaced after only a short period of time. Amendments to the documents can be presented at any time by any elder to the Ministerial Board of Directors. On an annual basis the Ministerial Board of Directors meets to approve the strategic plan, the operation plan and the budget by a majority ballot.

6. How will we deal with issues of morality and ethics in this proposal?

A Moral and Ethics Assessment Committee, which will be independent of the Ministerial Board of Directors and the administration, has been created specifically for this task. The members of this committee must be a minimum of 60 years of age with a minimum of 20 years in the pastoral ministry (or its equivalent). There is no term of office, but any member may be removed by the Ministerial Board of Directors if there is a problem. This committee will investigate accusations against an elder (based on the biblical principle of two witnesses) and make rulings as to the discipline of the minister. Their decision will be final. The president will nominate the members for this committee, but they must be approved by the Ministerial Board of Directors.

7. How will areas outside the U.S. function within this proposed structure?

International areas (those areas outside the U.S.) will function in a similar way to what was done previously. Each area will be able to develop its own structure as long as it is consistent with the overall structure adopted by all credentialed elders. To be part of COGWA, each area must support the Fundamental Beliefs, appoint credentialed elders as pastors and support the Constitution and Bylaws (in principle, since separate documents will be necessary in different countries for legal purposes).

The president and his management team will consult with the senior minister and elders in areas outside the U.S. to develop a governance structure that is acceptable to each area. Where possible, legal entities should be set up to do the business of the Church. These entities will be managed by a board or national council depending on the laws of that area. A decision as to how leaders are selected will be made by the elders in the region in consultation with the senior minister for that region, the president and his management team. A decision of how to remove/replace leaders will be made by the elders in the region in consultation with the senior minister for that region, the president and his management team. Only one entity can represent COGWA in a specific geographical area.

To begin reading the Proposed Constitution, click [here](#).