

Manual for Board Members

NAFWB

THE NATIONAL ASSOCIATION OF
FREE WILL BAPTISTS, INC.

MANUAL FOR BOARD MEMBERS

The National Association of
Free Will Baptists, Inc.

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NAFWB

Prepared by the Executive Committee of the
National Association of Free Will Baptists, Inc.

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PART ONE

The National Association of
Free Will Baptists, Inc.

INTRODUCTION

This manual addresses policies for board, committee, and commission members duly elected by the National Association of Free Will Baptists, Inc. (hereafter NAFWB). The purposes of this manual are to:

1. Improve the effectiveness and quality of the boards.
2. Identify the expectations and responsibilities of elected board members.
3. Provide consistency, structure, and accountability.

“We are laborers together with God” (1 Corinthians 3:9).

Part One contains information specifically for the NAFWB as an organization.

Part Two addresses policies that apply to all elected board, committee, and commission members. Part One and Part Two are to be included in every board manual as a separate section or appendices. Contained in Part Two is a list of other policies expected to be included in every board’s manual.

Part Three provides sample policies and information as examples for the boards’ consideration.

None of the policies included in this manual are intended to affect the responsibilities of any board member by applicable state and federal laws.

Changes, additions, or deletions to the policies in this manual may be implemented by a majority vote of the NAFWB in regular session.

MISSION STATEMENT, VISION STATEMENT, AND CORE VALUES

Mission Statement:

To preserve and maintain correspondence and coordination among its members, to unify the work of the various bodies composing the National Association, and to devise and execute efforts for the extension of the Kingdom of God in cooperation with the bodies of the Association.

Vision Statement:

To effectively serve and steward God-given resources

Core Values:

- Cooperation: Philippians 2:2-5
- Unity: John 17:21
- Accountability: Ephesians 4:25
- Interdependence: Ephesians 4:1-13
- Excellence: Colossians 3:23; 1 Corinthians 14:40

ABOUT US

In addition to the General Board and its Executive Committee, the National Association of Free Will Baptists, Inc. perpetuates the following standing boards:

- The Board of Trustees of Welch College
- The Board of IM, Inc.
- The Board of North American Ministries
- The Board of Retirement and Insurance
- The Board of Women Nationally Active for Christ
- The Board of Randall House Publications
- The Board of Trustees of the Free Will Baptist Foundation

Each standing board is composed of nine members elected by the National Association for a term of six years. These terms are arranged to expire in groups of three biannually. A member can serve no more than two full consecutive terms.

These standing boards plan a program and supervise its operation. They shall operate under their own individual constitution and By-laws or charter which must be approved by the National Association. Each standing board is responsible to the Association for all actions including the preparation of a yearly budget and the presentation of an annual audit by an independent certified public accountant.

In addition to the standing boards, the National Association may establish commissions and committees for a specific service in a restricted area. The number of members and length of terms are determined by vote of the Association.

The current commissions are:

- Commission for Theological Integrity
- Historical Commission
- Media Commission
- Music Commission

The present active committees are:

- Nominating
- Resolutions
- Credentials
- Denominational Research

PART TWO

Uniform Policies for Board Members

CODE OF ETHICS

Goal: To establish a set of principles for and practices of the National Association of Free Will Baptists (hereafter NAFWB) boards, commissions, and committee members by setting parameters and providing guidance and direction for board (hereafter includes commissions and committees) conduct and decision-making.

Code: Members are to be committed to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities on the board. Members pledge to accept this code as a minimum guideline for ethical conduct and shall:

Accountability

1. Faithfully abide by the Articles of Incorporation, By-laws, and policies of the organization.
2. Exercise reasonable care, good faith, and due diligence in organizational affairs.
3. Fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest.
4. Fully disclose, at the earliest opportunity, factual information that would have significance in board decision making.
5. Remain accountable for prudent fiscal management to Association members, the Board, and nonprofit sector, and where applicable, to government and funding bodies.

Professional Excellence

6. Maintain a professional level of courtesy, respect, objectivity, and ongoing expertise in all agency activities.
7. Listen carefully to and respect the opinion of fellow board members and support majority decisions of the board.
8. Recognize authority is vested in the board members only when the board meets in legal session.
9. Keep well-informed of developments relevant to issues that may come before the board.
10. Refer complaints to the proper level on the administrative chain of authority.
11. Strive to uphold these practices and assist other members of the board in upholding the highest standards of conduct.

Personal Gain

12. Exercise the powers invested for the good of all members of the organization rather than personal benefit, or the personal benefit of a segment he or she represents.
13. Focus efforts on the mission of the organization and not personal goals.

Equal Opportunity

14. Ensure the right of all members to appropriate and effective services without discrimination based on geographical, political, religious, or socio-economic characteristics of the state or region represented.
15. Ensure the right of all members to appropriate and effective services without discrimination on the basis of the organization's volunteer or staff make-up in respect to gender, national origin, race, religion, age, political affiliation, or disability, in accordance with all applicable legal and regulatory requirements.

Confidential Information

16. Respect the confidentiality of sensitive information known due to board service.
17. Abstain from discussing deliberations and proceedings of the board outside the board room.

Collaboration and Cooperation

18. Respect the diversity of opinions as expressed or acted upon by the board, and formally register dissent as appropriate.
19. Make attendance at all meetings of the board a high priority and approach all board issues with an open mind, prepared to make the best decisions for the whole organization.
20. Promote collaboration, cooperation, and partnership among members.

Moral Behavior

21. Avoid any form of harassment, including sexual harassment or any discriminatory conduct.
22. Demonstrate Biblical character traits of integrity and honesty in all aspects of daily life, including avoiding any appearance of inappropriate behavior.

MEMBER ATTENDANCE POLICY

Purpose: This policy is intended to support full contribution of all board members. All board members shall receive a copy of this official policy. The policy has been reviewed and authorized by the board.

Definition of a Board Attendance Problem

A board attendance problem occurs if any of the following conditions exist regarding a board member's attendance at board meetings:

1. The member has two unnotified absences in a row (*unnotified* means the member did not call ahead to a responsible contact in the organization before the upcoming meeting to indicate he or she would not attend the meeting).
2. The member has three notified absences in a row.
3. The member misses one half of the total number of board meetings in a 24-month period.

Response to a Board Attendance Problem

If a board attendance problem exists regarding a member, the board chair will promptly contact the member to discuss the problem. The member will be able to respond and set forth his or her defense to the entire board at the next board meeting. In that meeting, the board will decide what disciplinary action should be taken, including the possibility of suspension from the board as described in the Board Member Discipline Policy.

BUDGET POLICY

Budget Approval and Implementation

1. The standing boards of the NAFWB shall approve an annual operating budget for each calendar/fiscal year that will project income and expenses and will provide for programs and support services as outlined in the workplan for the year. The board will approve the annual budget prior to the start of the fiscal/calendar year.
2. The approved budget must be submitted to the General Board of the NAFWB in accordance with the governing documents.
3. The Board authorizes the chief executive to manage the organization in accordance with the approved annual operating budget. Programmatic or operational changes that may have a significant impact on the annual budget shall be reviewed by the board between budget cycles and may lead to a budget revision.

REIMBURSEMENT POLICY

Travel of the board will be reimbursed under the following circumstances and according to these provisions:

1. Board Meetings

The boards meet at least annually to transact the business of NAFWB.

- a. The boards will pay round-trip air travel from the board member's home to the site of the meeting. It is expected that board members will procure the most reasonable fares possible. In the event a board member wishes to travel by personal automobile, the member will be reimbursed at the IRS mileage rate, or the round-trip airfare, whichever is less.
- b. Boards will pay hotel and meal expenses incurred in attending official meetings. All expenses must be presented in voucher form with original receipts.

2. Board Business

Travel and other authorized expenses incurred in carrying out official business may be reimbursed via properly executed voucher. Travel made at official expense should be authorized by the board, for a specific travel purpose, or in an approved budget of the standing board.

FUNDRAISING POLICY

Fundraising is a major part of a board member's responsibility, and financial support of the annual appeal and special events is expected. Board members are expected to make an annual financial contribution.

In addition to any organization-wide fundraising activities approved by the board, members can engage in individual fundraising activities on behalf of NAFWB, including:

- Annual end-of-year fundraising letter to personal and professional contacts.
- Yearly fundraising activities in the member's sphere of influence.
- Making contacts for support of NAFWB programs and seeking assistance from other board members if needed.
- Encouraging local members (or supporters) to consider planned giving.

MEDIA RELATIONS POLICY

Board members have a fiduciary duty of loyalty to our nonprofit corporation, including that members present favorable information about our operations, programs, and services. Members also have a responsibility to favorably represent our nonprofit to its stakeholders. The intents of this policy are to: a) consistently present unified and accurate information to the media, including, but not limited to, reporters, freelance writers, and members of collaborating organizations; b) ensure the most qualified personnel present the information to the media; and c) cultivate courteous and respectful relationships with media personnel.

1. Information about board members, staff members, and account holders will not be shared with media without the expressed signed consent of each of the individuals involved.
2. Content will always be in reference—in wording and in nature—to our branding, including our preferred image and logo, and our mission, visions, and values. Additional points in reference to the organization's current operations or events will be approved by the chief executive officer for staff members and by the board chair for board members.
3. The board chair and/or CEO will be the only designated spokespersons for the organization, unless either of these two personnel explicitly permits other organizational personnel to communicate with media. Other organizational personnel who are contacted by media personnel will promptly refer media personnel to the board chair and/or the CEO. Organizational personnel will report the referrals to the board chair and/or the CEO.
4. Organizational personnel interacting with media will always be in their best appearance and language in dress, communication style, and positive attitude about the organization.
5. When organizational personnel speak with the media, it should be respectful, and consistently and concisely focused on the most obvious facts and response provided by the CEO. At no time should a response include conjecture or opinion.

SOCIAL MEDIA POLICY

Social Media Guidelines

Board members for the NAFWB are encouraged to interact and be a part of social media communities where NAFWB is present. While participating in these social networks, each board member represents the NAFWB.

- Blogs, wikis, and other forms of online discussions are individual interactions, not company communications. Common sense should be used and the member must be mindful what is written will be public for a long time.
- Refrain from posting: anything offensive, defamatory, harassing, or libelous to NAFWB; confidential information pertaining to NAFWB matters, operations, or personnel; anything demeaning of or harmful to NAFWB, its employees, and affiliates.
- Members should identify themselves by name and, when relevant, their role at NAFWB when posting about the organization. Members should clarify they are speaking for themselves and not on behalf of NAFWB.
- If the member blogs, posts videos, makes podcasts, or any other digital communication outside of NAFWB, and it relates to his or her involvement as a member, a disclaimer such as the following should be used: "The postings on this site are my own and don't necessarily represent NAFWB positions, strategies, or opinions."
- When communicating through social media, members should be supportive of the NAFWB and promote participation.
- Respect copyright, fair use, and financial disclosure laws.
- Do not share confidential information from board meetings or board communications.
- Strive to protect the testimonies of other board members and department employees.

DISCIPLINE POLICY

1. Any board member who violates the policies contained in this manual is subject to discipline by the board on which he or she serves.
2. The board member accused of violations is to be confronted by the Chair promptly and to be afforded the opportunity to provide a defense to the allegations set forth. The accused is entitled to a meeting with the entire board at the next properly scheduled board meeting to present such defense. In that meeting, the board will decide what disciplinary actions are appropriate. If the board determines the offense rises to the level of suspensions from the board, a secret ballot vote must be taken. A minimum 75 percent vote by the board is required for the member in question to be suspended from the board, and for the matter to be heard by the National Association of Free Will Baptists at the next annual session in accordance with Section 27 of the By-laws of the NAFWB.
3. The chair will notify the Executive Secretary of the NAFWB of the board's decision.

OTHER POLICIES

The following policies and information are expected to be included in all manuals and may be developed and composed by each board as applicable to their purpose and function. Samples are provided for consideration in Part Three of the Manual for Board Members.

1. Board Member and Officer Job Descriptions
2. Self-Evaluation Form
3. Conflict of Interest
4. Grievance
5. Risk Management
6. Gift Acceptance
7. Board Members' Contact Information
8. Board Members' Biographies

Board Member Statement of Agreement

I _____ agree to serve as a member of the _____ of the National Association of Free Will Baptists.

As a member of the Board, I agree to:

1. Assume the legal, fiscal, and moral responsibility owed for the well-being of the agency I serve.
2. Abide by the Articles of Incorporation, By-laws, and board policies.
3. Make financial contribution to the agency and participate in fundraising efforts.
4. Attend meetings of the board, including special meetings.
5. Participate in deliberations, decisions, and actions of the board and its committees.
6. Speak up, respectfully, when I disagree with opinions or decisions of board members.
7. Support, not publicly disagree, with decisions made by a quorum of members.
8. Report and avoid any apparent or real conflicts of interest.
9. Participate in short- and long-range planning activities.
10. Ensure effective fiscal controls and accountability.
11. Protect confidential information, including board discussions and deliberations.
12. Attend the board member orientation led by the Executive Secretary when elected or re-elected.
13. Participate in board member training as determined by the board on which I serve.
14. Approve the annual budget and ensure an audit is conducted and reviewed.
15. Ensure our nonprofit operations meet all legal and corporate requirements.
16. Promote actively the agency, encourage and support its staff, and work in concert with its leadership.
17. Refer complaints to the proper level in the organizational authority structure.
18. Recognize my responsibility is to ensure the organization is well-managed, not to manage the organization.

I agree that if, at any time, I am unable to fulfill the commitments of a member of the _____ of the National Association of Free Will Baptists, I will give appropriate notice of resignation to the board chair.

Printed name: _____

Signature: _____ **Date:** _____

NOMINATING COMMITTEE GUIDELINES FOR THE NAFWB

(PROPOSED: PENDING APPROVAL DURING THE 2022 NATIONAL CONVENTION)

1. Formation of Committee

- The Nominating Committee will be appointed by the officers of the NAFWB at the National Convention in July for the next annual convention. The committee will be comprised of seven members knowledgeable of Free Will Baptist people and polity. Expenses incurred by the committee will be paid from the convention fund.
- By August 1, the Executive Office will provide the committee with a list of positions to be filled. The committee is to submit at least one name for each vacant position.
- The Chair of the Nominating Committee will be provided the contact information of each appointed member.

2. Nominating Process

- A nomination schedule for the next National Convention will be published in the August-September issue of *ONE Magazine*. In the publication, the address of the Nominating Committee Chair will be provided, and it will be stated that submissions for possible nominees must be in the chair's hands by October 1. The publication will also provide a link to the NAFWB website for nomination information, such as qualifications, forms, requirements, etc.
- Nominees may come from three sources:
 - a. Denominational members who submit a name.
 - b. Members of the Nominating Committee.
 - c. Nominee Pool (a list of recommended individuals) from the standing boards, commissions, and committees.
- Each name submitted as a possible nominee must be accompanied by a resume and the NAFWB Nomination form (available on the NAFWB website) that includes the individual's signed statement of willingness to serve if elected, as detailed in the Board Member Statement of Agreement (available on the NAFWB website).
- If a Nominating Committee member is nominated, the member should immediately resign (not recuse) from the committee or refuse the nomination. Consequently, the national moderator shall appoint a replacement if necessary.

3. Nominating Committee Procedure

- Prior to the committee's meeting:
 - a. Members are to search for qualified candidates from across the denomination and encourage others to submit nominees.

- b. The Chair, or a member he or she designates, will contact the board and commission members eligible to serve another term, to determine if they are willing to serve another term.
- c. The standing boards, commissions, and committees will provide the Chair of the Nominating Committee with qualifications and attributes deemed beneficial to that particular board by October 1. A list of names with resumes may be submitted for consideration in conjunction with the qualifications (Nominee Pool).
- d. The Chair will appoint committee members to assist in contacting possible nominees, gathering information, checking references, etc.
- e. All nomination forms, resumes, and information from boards, commissions, and committees are to be forwarded to each Nominating Committee member by the Chair.
- During the committee's meeting:
 - a. The Nominating Committee will meet as determined by the Chair. The Nominating Committee must function as a body at all times. Therefore, all discussions and considerations must be resolved exclusively during committee meetings.
 - b. A Confidentiality Agreement will be provided to all committee members and must be signed prior to deliberations.
 - c. A member of the committee will be designated clerk to document the decisions made.
 - d. The Nominating Committee is to approach its responsibility with prayerfulness, diligence, and objectivity, providing an environment of fairness and integrity. The process is to reflect a commitment to diversity and selecting the best candidates the denomination has to offer.
- After the committee's final meeting:
 - a. The list of nominees with their resumes will be provided to the Executive Secretary immediately after the meeting concludes.
 - b. The Chair will communicate to each director of the NAFWB departments the names of those selected as nominee(s) for that specific board.
 - c. Each person selected to be nominated at the National Association will be notified.
 - d. The Nominating Committee's nominations will be published in the April/May issue of *ONE Magazine*. Prior to that publication, confidentiality is to be maintained.
- At the National Association:
 - a. The Digest of Reports will list the Nominating Committee's nominees with a brief biography.
 - b. After the committee's report, the floor will open for additional nominations. Any delegate may submit a name from the floor, but it must be accompanied by a resume and the NAFWB Nomination Form, which includes the signed statement of willingness to serve if elected, as detailed in the Board Member Statement of Agreement. The clerk will read the nomination form to the voting body.
 - c. If a nomination is made from the floor, the nomination form of the nominee from the Nominating Committee will also be read by the clerk, and the election shall proceed in accordance to this policy and the corporate By-laws.

NAFWB Nomination Form

(Resume must be attached.)

Name _____ Age _____

City _____ State _____

Present Ministry or Occupation _____

Location _____ How Long? _____

Church Membership _____

Educational Degrees _____

Qualifying Factors/Additional information (150 words or less) _____

Person Submitting the Nomination _____

For the Nominee: "I am willing, if elected, to serve and to sign the Board Member Statement of Agreement."

Nominee Signature

.....
Form should be received by the Chair of the Nominating Committee by October 1st. If the nomination is being made from the floor, the form should be given to the Clerk of the NAFWB.

Nominating Committee Confidentiality Agreement

In my capacity as a member of the Nominating Committee assigned to consider candidates for boards and commissions, I understand I will be in possession of confidential information.

All information, including but not limited to, information derived from documents, correspondence, e-mail and electronic communications, telephone communications, video conferencing communications, and oral conversations, whether in or outside of committee meetings, shall be restricted to those members of the Nominating Committee directly involved with the recommendation of nominees.

In order to protect such information, I acknowledge and agree to keep all this information confidential. This acknowledgement covers all applicants and all candidates considered. I understand and accept this promise of confidentiality as a condition of my appointment to and service on this committee. I understand any violation of the conditions of this confidentiality agreement may result in immediate dismissal from the committee.

Signature, Nominating Committee Member

Date

PART THREE

Sample Policies

BOARD MEMBER JOB DESCRIPTION

Title: Board Member

Responsible to: Entire board; reports to Board Chair

General Responsibilities:

1. Overall governance of agency by establishing and monitoring policies and programs and supporting development and effectiveness of board of directors.
2. Establish strategic purpose and direction for agency by participating in regular strategic planning and monitoring performance toward plan's results.
3. Supervision of chief executive by hiring chief executive and monitoring performance toward general responsibilities and yearly objectives.
4. Elect, monitor, appraise, advise, stimulate, support, reward, and, if deemed necessary or desirable, change top management. Regularly discuss with the chief executive matters of concern to that individual or to the board.
5. Fundraising by planning and participation to secure necessary resources to support operations, programs, and services.
6. Represent agency and its programs and services to stakeholders, including the community, funders, and clients.
7. Ensure financial health of agency through conformance to up-to-date fiscal policies and procedures and through ongoing analysis of financial reports.
8. Ensure that the board and its committees are adequately informed of the financial condition of the organization and its operations through reports or any appropriate method.
9. Review compliance with relevant material laws affecting the organization and its programs and operations.
10. Ensure effective performance of agency's programs through ongoing program planning and evaluation.
11. Ensure conformance to federal, state, local, and agency policies and procedures.
12. Select independent auditors ensuring an accurate reporting of the financial standing of the agency.

Specific Duties:

1. Serves as member of the board.
2. Builds collegial working relationship that contributes to consensus.
3. Contributes financially to the nonprofit.

4. Attends board meetings regularly and important related meetings.
5. Makes serious commitment to participate actively in board and committee work.
6. Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
7. Stays informed about board policies and committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.
8. Reviews annually the performance of the board (including its composition, organization, and responsibilities) and takes steps to improve its performance.
9. Speaks supportively, not disparagingly, of the organization or leadership outside of the board meetings.

BOARD CHAIR JOB DESCRIPTION

Title: Board Chair

Responsible to: Board of Directors

Specific duties (In addition to general responsibilities and specific duties of a board member):

1. Provides leadership to the board of directors that sets policy, and to whom the chief executive is accountable.
2. Chairs the meetings of the board after developing the agenda with the chief executive.
3. Ensures board's leading role in strategic planning.
4. Ensures ongoing financial planning and financial reports.
5. Along with other board members, plays a leading role in fundraising activities.
6. Appoints committees and chairpersons of committees at the board's direction.
7. Serves ex-officio as a member of committees and attends their meetings when invited.
8. Leads discussions with the chief executive regarding any issues of concern to the board.
9. Leads regular, formal evaluation of the performance of the chief executive and informally evaluates the effectiveness of board members.
10. Discusses issues confronting the organization with the chief executive and shares recommendations with the board.
11. Helps guide and mediate board actions with respect to organizational priorities and governance concerns.
12. Leads evaluation annually of the performance of the organization in achieving its mission.
13. Is sufficiently familiar with major documents and records, for example: Articles of Incorporation, By-laws, board policies, etc. Reminds board members of applicability of documents during board operations.
14. Performs other responsibilities assigned by the board.

BOARD VICE-CHAIR JOB DESCRIPTION

Title: Vice-chair

Responsible to: Entire board; reports to Board Chair

Specific Duties (In addition to general responsibilities and specific duties of a board member):

1. Performs chair responsibilities when the chair cannot be available.
2. Works closely with the chair, chief executive, and other staff.
3. Participates closely with the chair to develop and implement officer transition plans.
4. Considered for successor to chair to enhance continuity.
5. Performs other responsibilities as assigned by the board.

BOARD SECRETARY JOB DESCRIPTION

Title: Secretary/Clerk

Responsible to: Entire board; reports to Board Chair

Specific Duties (In addition to general responsibilities and specific duties of a board member):

1. Maintains all major documents and records of the board and ensures their effective management, retention, and protection.
2. Is sufficiently familiar with major documents and records, for example, Articles of Incorporation, By-laws, board policies, etc. Reminds board members of applicability of documents during board operations.
3. Develops, manages, and distributes minutes of board meetings within seven days of the meeting's adjournment.
4. Ensures collection of minutes from committee meetings.
5. Ensures review and approval of all meeting minutes.

Board Member Self-Evaluation Form

This assessment tool is designed to help board members evaluate individual board service. The evaluation is primarily for personal use. (This is not to be reviewed by anyone but the board member and chair.) The purpose is to assess the effectiveness of board members in furthering the mission of the organization.

Board Member: _____

	5 Always	4	3	2	1 Never
1. I enthusiastically support the mission and values of the organization.					
2. I understand the role of the board and my legal and ethical responsibilities as a board member.					
3. I further the mission with my time, skills, and financial support.					
4. I have attended all regular and special board meetings and other events requiring board participation, and notify someone on the board or staff if I cannot attend.					
5. I try to be an objective decision maker, considering the impact of issues on individuals, the organization, and the community.					
6. I avoid participation in board issues that are self-serving or may be perceived as conflict of interest.					
7. If I miss a board meeting, I call another board member or staff member for an update.					

8. I read all materials I receive before the board meeting and come prepared with questions.					
9. I make a yearly financial contribution that is at a significant level based upon my means.					
10. I can explain to others why the organization is important and is worthy of financial support.					
11. I assist in recruiting new donors and increasing giving by current donors who I know personally.					
12. If I chair a committee, I take responsibility for knowing my committee fulfills its responsibilities.					
13. I understand the difference between the staff's responsibilities and my own as a member of the board.					
14. I make effort to increase my knowledge and improve my abilities as a board member.					

1. How do you assess your contribution to this ministry? *(Include such things as: attendance at board meetings, participation, promotion and fundraising, prayer, committee work, or any other areas on which you would like to comment.)* _____

2. How would you like our ministry to invest in and facilitate your personal development as a board member?

3. What changes would you suggest, as a board member, in the operation and involvement of the board?

CONFLICT OF INTEREST POLICY

Article I: Purpose

The purpose of the conflict of interest policy is to protect the NAFWB when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II: Definitions

Interested Person:

Any director, principal officer, or member of a committee with governing, board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest:

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the organization has a transaction or arrangement.
- A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement.
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III: Procedures

Duty to Disclose:

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing, board-delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists:

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest:

- An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The chair of the governing board or committee shall, if appropriate, appoint a neutral person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the governing board or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflict of Interest Policy:

- If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV: Records of Proceedings

The minutes of the governing board and all committees with board-delegated powers shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest, in fact, existed.
- The names of the persons present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V: Compensation

- A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI: Statements

Each director, principal officer, and member of a committee with governing, board-delegated powers shall annually or biannually sign a statement that affirms such person:

- Has received a copy of the Conflict of Interest Policy.
- Has read and understands the policy.
- Has agreed to comply with the policy.
- Understands the organization is charitable and, in order to maintain its federal tax exemption, must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Article VII: Periodic Reviews

To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's-length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Article VIII: Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Conflict of Interest Disclosure

For purposes herein, “affiliated persons” include the following:

- Any immediate family member,
- Any corporation or organization of which you are an officer or a partner or are, directly or indirectly, the beneficial owner of any class or equity securities, or
- Any trust or other estate in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity.

1. Name (please print) _____

2. Capacity: ☐ National Board ☐ Executive Committee ☐ Officer ☐ Committee Member
☐ National Staff ☐ Other (please specify): _____

3. Have you or any of your affiliated persons provided services or property to the National Association of Free Will Baptists (NAFWB) in the past year? ☐ Yes ☐ No

If yes, please describe the nature of the services or property: _____

4. Have you or any of your affiliated persons purchased services or property from the NAFWB in the past year? ☐ Yes ☐ No

If yes, please describe the purchased services or property: _____

5. Please indicate whether you or any of your affiliated persons had, have, or will have any direct or indirect interest in any business transaction(s) in the past year to which the NAFWB was or is a party. ☐ Yes ☐ No

If yes, describe the transaction(s): _____

6. Were you or any of your affiliated persons indebted to pay money to the NAFWB at any time in the past year (other than travel advances or the like)? ☐ Yes ☐ No

If yes, please describe the indebtedness: _____

7. In the past year, did you or any of your affiliated persons receive, or were entitled to receive, directly or indirectly, any benefits from, or as a result of, your relationship with the NAFWB that in the aggregate could be valued in excess of \$1,000 that was not or will not be compensation directly related to your duties to the NAFWB? ☐ Yes ☐ No

If yes, please describe the benefit: _____

8. Are you or any of your affiliated persons a party to or have an interest in any pending legal proceedings involving the NAFWB? ☐ Yes ☐ No

If yes, please describe the proceeding(s): _____

9. Are you aware of any other events, transactions, arrangements, or other situations that you believe should be examined by the NAFWB board or the Executive Committee in accordance with the terms and intent of the NAFWB's conflict-of-interest policy? ☐ Yes ☐ No

If yes, please describe the situation(s): _____

I HEREBY CONFIRM I have read and understand the NAFWB Conflict of Interest Policy, and that my responses to the above questions are complete and correct to the best of my knowledge and belief.

Signature

Date

GRIEVANCE POLICY

Introduction

The Statement of Values and Code of Ethics adopted by the NAFWB requires all staff, board members, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the NAFWB, all must practice honesty and integrity in fulfilling their responsibilities and comply with all policies established by the NAFWB or its agency, and applicable laws and regulations. Set forth below is the NAFWB policy regarding grievances and reporting good-faith concerns about the legality or propriety of an individual's actions. NAFWB aims to provide a fair, equitable, and productive conflict resolution policy in order to best address and quickly resolve any and all complaints asserted against NAFWB.

General Employee Grievances

All employees have the right to:

- File a grievance against their supervisor or any other employee, representative, or agent of NAFWB.
- Be treated with respect and impartiality and provided with support throughout the process.
- Have the principles of natural justice and procedural fairness observed.

It is the responsibility of all employees to maintain a working environment that promotes ongoing, open communication between supervisors and employees. Grievances between fellow employees or a supervisor should first be addressed between themselves, as directed by the Scriptures (Matthew 18:15-17; Galatians 6:1). If the grievance cannot be resolved, or if the conflict is with an immediate supervisor, the employee is to address the matter with the next level supervisor as soon as possible. In most instances, informal discussion with the supervisor will solve the problem. A Biblical resolution to the conflict is the desire and goal of the process.

Reporting of Allegations

It is the responsibility of all staff, board members, and volunteers to comply with the NAFWB Code of Ethics and applicable law, and to report in good faith any violations or suspected violations in accordance with this policy. Good faith is evident when the reporting is made without malice or personal benefit, and the one making the report has a reasonable basis to believe the report is true. Allegations which have legal and moral implications are to be addressed in a manner which provides confidentiality, protects reputations, and does not result in retaliation.

Illustrative Types of Allegations

The following is a partial list of the kinds of improprieties that should be reported:

- Supplying false or misleading information on the NAFWB financial or other public documents, including Form 990, or withholding material information from the board or auditors.

- Destroying, altering, mutilating, concealing, covering up, falsifying, or making a false entry in any records that may be connected to an official proceeding, in violation of federal or state law or regulations.
- Altering, destroying, or concealing a document, or attempting to do so, with the intent to impair the document's availability for use in an official proceeding or otherwise obstructing, influencing, or impeding any official proceeding, in violation of federal or state law or regulations.
- Embezzling, self-dealing, inappropriate private inurement (i.e., NAFWB earnings inuring to the benefit of a director, officer, or senior management) and private benefit (i.e., NAFWB assets being used by anyone in the organization for personal gain or benefit).
- Using remarks or actions of a sexual nature including sexual flirtations; physical or verbal advances; sexual propositions; verbal abuse of a sexual nature; the display of sexually suggestive objects, cartoons, or pictures; and physical contact of a sexual or particularly personal nature.
- Using epithets, slurs, negative stereotyping, and threatening, intimidating, or hostile acts that relate to race, color, religion, gender, national origin, age, or disability.
- Circulating or posting written or graphic material in the workplace that denigrates or shows hostility or aversion toward an individual or group because of race, color, religion, gender, nationality, age, or disability.
- Discriminating against an employee or potential employee due to a person's race, color, national origin, age, physical or mental impairment, or veteran status.
- Violating the NAFWB Statement of Values and Code of Ethics, Conflict of Interest Policy, or Equal Employment Opportunity Policy.
- Facilitating or concealing any of the above or similar actions.

Procedure

- The initial contact to make an allegation should be to the Director (CEO) or Board Chairman with the allegation being submitted as an email or printed document.
Any allegations not made in good faith, i.e. which are proven to be malicious or knowingly false, will be viewed as a serious disciplinary offense..
- Upon receipt of the written allegation, the following guide will be followed by the recipient in response to the allegation:
 - Allegations against an employee will be the responsibility of the Director (CEO) of that agency for investigation.
 - Allegations against a Director or a Board Member will be referred to the Chairman of the Board of that agency for investigation.
 - Allegations against the Chairman of the Board will be referred to the Vice Chairman of the Board and the Director for investigation.
 - Allegations against the Executive Secretary of the NAFWB will be reported to the Moderator of the NAFWB for investigation.
 - Allegations against the Moderator or a member of the Executive Committee will be referred to the General Board for investigation by a committee of the General Board and the Executive Secretary.

The parties above shall be collectively referred to as the “Investigating Party.”

- Prior to taking any action, the Investigating Party shall notify the subject of the allegation (the “Subject”) set forth. The Subject shall be given opportunity to provide a defense. The Investigating Party shall meet with both the party filing the grievance (the “Grievant”) and the Subject separately to discuss and investigate the issues.
- If, after speaking with both the Grievant and the Subject, a decision is readily apparent, the decision is reached, and the outcome to the allegation is to be communicated to both the Grievant and the Subject as soon as practical. In some circumstances, this may not be possible due to the nature of the allegations disclosed and further investigation required. Where it is unlikely the matter will be resolved within a week, the parties will be notified, and a likely timescale for resolution will be given. It may be necessary for the Investigating Party to speak with other witnesses to the alleged events. In the event it is necessary to do so, the Investigating Party will take reasonable measures in speaking with third parties to provide only information necessary to complete the Investigating Party’s due diligence obligations and fully investigate the grievance.
- Upon conclusion of the investigation, the Investigating Party, in his or her sole discretion, will determine whether it is appropriate to meet with the Grievant in the first instance to provide detail of the findings and conclusion, or whether a letter providing the findings and conclusion is sufficient in the circumstances. Should a meeting be held to inform the Grievant of the outcome, the outcome is still to be confirmed in writing.
- If, at any time, the Investigating Party, in his or her sole discretion, feels the allegation is serious enough to have a substantial effect on NAFWB, the Executive Secretary is to be informed immediately.
- Following the conclusion of the procedures outlined above, the Grievant and Subject shall be notified of their right to appeal the decision as stated in Section 27 of the NAFWB By-laws. A letter confirming their desire to appeal must be submitted to the Executive Secretary or Moderator within one week of the date of the letter sent to the parties confirming the written outcome as the formal resolution. A letter outlining an appeal must state the party’s full grounds for doing so and must cover one or both of the following: 1) new evidence not previously available, enclosed with the appeal letter; 2) failure to follow correct procedure, with clarification of how the Grievant feels this applies.

The written outcome will provide the rationale for the appeal decision, which will be one of the following:

- Confirmation of the original decision.
- A substitution of the original decision for a different outcome.

There is no further right to appeal the outcome of this process.

RISK MANAGEMENT POLICY

Asset Protection

The chief executive shall adequately protect and maintain from unnecessary risk NAFWB assets. Accordingly, the chief executive shall:

- Insure against theft and casualty losses of tangible personal property to at least 80 percent replacement value and against liability losses to board members, staff, or the organization itself at no less than minimally acceptable, prudent levels.
- Have sufficient employee dishonesty insurance and directors' and officers' liability insurance for personnel with access to material amounts of funds.
- Ensure office and equipment is not subjected to improper wear and tear or insufficient maintenance.
- Protect the organization, its board, and staff from exposure leading to claims of liability.
- Protect intellectual property, information, and files from loss or significant damage.
- Seek bids or demonstrate other prudent methods for any purchases over \$100,000 and protect against conflicts of interest.
- Receive, process, or disburse funds under financial controls that meet the board-appointed auditor's (or other grant) standards.
- Invest or hold operating capital in their responsibility within the investment guidelines of their agency. All boards are required by the NAFWB to include social screens as part of their policy and to invest with a model of good Biblical stewardship.
- Acquire, encumber, or dispose of real property only with board approval, with the price set on any property to be disposed of following either a formal market appraisal or analysis of comparable properties by at least two reputable realtors in that market.
- Not endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of mission.

GIFT ACCEPTANCE POLICY

Acceptance

The NAFWB reserves the right to decline any financial commitment, gift, or bequest, as well as the right to determine how a gift will be credited and/or recognized. Gifts accepted shall be utilized for a purpose consistent with the mission, meet legal standards for gifts to nonprofit organizations, and be administered through ethical stewardship for the purposes intended.

Consistent with these principles and in recognition of the responsibility associated with this steward relationship, we undertake:

- To honor the intent of the donor.
- To cooperate with the donor in striving to make all gifts possible within the limits of laws and tax regulations.
- To promptly acknowledge all contributions and extend appropriate recognition to the donor, unless recognition is contrary to the donor's wishes.
- To maintain accurate records and accounting for each gift.

In the circumstance that acceptance of a gift potentially requires deviation from this policy, the Board of Directors will consider that specific gift and make a final determination as to whether to accept such gift.

Restricted and Unrestricted Gifts

Unrestricted gifts shall be encouraged, unless: 1) the donor indicates he or she is only willing to make a restricted gift; or 2) the option of a restricted gift will otherwise significantly increase the chances of obtaining a gift from the donor.

In drafting instruments for the gift of restricted funds to NAFWB, or to any of its affiliated organizations, donors and their advisors shall be encouraged to use language that would permit application of the gift to a more general purpose if, in the opinion of the board, the designated purpose is no longer feasible.

All receipts from unrestricted bequests, annuities, charitable remainder trusts, or charitable lead trusts shall become a part of the general endowment, unless the Executive Committee determines a particular unrestricted gift of the type enumerated in this paragraph should be deposited in a different account.

Administrative Expenses

NAFWB will not pay commissions or finder's fees as consideration for directing a gift to NAFWB or to any of NAFWB's affiliates.

Donors are responsible for obtaining their own appraisals for tax purposes of real property or tangible or intangible personal property being given to NAFWB and for any fees or other expenses related to such appraisals.

NAFWB retains the right to obtain its own qualified appraisals of real property or tangible or intangible personal property being offered as a gift at its own expense.

NAFWB will acknowledge receipt of gifts of tangible personal or real property in accordance with the federal tax law and will sign any IRS form or other documents necessary for the donor to obtain a tax deduction for such gifts, so long as such acknowledgment does not entail valuing the gift.

Prospective donors shall be responsible for their own legal, accounting, appraisal, transportation, and other fees related to gifts to NAFWB.

Professional Advice

Prospective donors shall be strongly encouraged in all cases to consult with their own independent legal and/or tax advisors about proposed gifts, including tax and estate planning implications of the gifts. No representative of NAFWB shall provide legal or tax advice to any donor or prospective donor.

Upon request, representatives of NAFWB may provide to the donor sample bequest language for restricted and unrestricted gifts to ensure that a bequest is properly designated. NAFWB may also provide, upon request, IRS-approved prototype trust agreements for review and consideration by the donor and his or her advisors. The sample nature of such language or agreements shall be clearly stated on all documents given to donors, and donors shall be advised that consultation with their own legal advisors is essential prior to use of such standard language or specimen agreements.

Confidentiality

All information about donors and prospective donors, including but not limited to their names, the names of their beneficiaries, the nature and amounts of their gifts, and the sizes of their estates will be kept confidential by NAFWB and its representatives, unless the donor grants permission to release such information. All requests by donors for anonymity will be honored, except to the extent that NAFWB is required by law to disclose the identity of donors.

Authority

A designee is to be authorized to enter into planned gift agreements on behalf of the department and to execute any and all documents necessary or appropriate to consummate such agreements.

Any exceptions to these gift acceptance policies may be made only in exceptional circumstances, on an individual basis, and shall require the approval of the executive committee of the board.

Board Member Information

Name	Address	Phone	Email

Board Member Biographies

The following section is for the biographical information of each board member. Each member should submit a biographical summary that includes how he or she became involved with the organization, written in standard format, with a photo.

NAFWB

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