

By-Laws
Bonavista Baptist Church Fellowship (Calgary, Alberta)
February 21, 2010

Approved by Bonavista Baptist Fellowship Society: <date>

These by-laws must be approved by the membership according to a Special Majority Decision as defined in Article 4.1.4.

1 Definitions

- (a) These By-Laws form the By-Laws of the Bonavista Baptist Church Fellowship (the "Church").
- (b) The Church is incorporated as a Society under the Societies Act of Alberta (the "Act").
- (c) The Church is also to be known as Bonavista Baptist Church.
- (d) The Church Board (the "Board") consists of the directors.
- (e) A member of the Church is a person who has fulfilled the qualifications set out in Article 3.1.1 and has been accepted into membership. The Church consists solely of its members.
- (f) An "active member" of the Church is a member whose name is on the Active Roll, as defined in Article 3.1.5(a)(i).
- (g) The "Church Roll" is a list of all the members of the Church.
- (h) The congregation of the Church consists of those who worship regularly at the worship services of the Church.
- (i) The Sr. Pastor is the Senior Pastor of the Church.
- (j) "Regulations" refer to all statutes, laws, rules, orders and regulations in effect at the time and made by governments or governmental boards or agencies having jurisdiction over person(s), organizations, societies and all similar business groups, charitable or non-charitable, profit or not-for-profit, and over the operations to be conducted thereto.
- (k) In this document, singular, masculine or neuter words will be construed as including the plural or feminine or corporate and vice versa, as the context requires, and the reference "herein" refers to the provisions of this document.

2 Directors and Officers

2.1 Officers

2.1.1 Organization

- (a) The officers of the Church are:
 - (i) The Chair
 - (ii) The Vice-Chair
 - (iii) The Secretary
 - (iv) The Treasurer
- (b) The Chair, Vice-Chair and Secretary of the Board are the Chair, Vice-Chair and Secretary of the Church.
- (c) The Registered Office of the Church shall be in the Province of Alberta, and at such place therein as the Directors may from time to time determine by resolution of the Directors.
- (d) Unless otherwise specified in these By-Laws, the respective duties of the officers shall be those usually pertaining to such offices.

2.1.2 Election of Directors and Officers

- (a) Directors and Officers shall be:
 - (i) Active Members of the Church.
 - (ii) At least 16 years old, or older if required by law.
 - (iii) Mature in their faith.
 - (iv) Supportive of the overall mission and ministries of the Church.

- (v) Able to take on the responsibilities of their office as detailed in these By-Laws.
- (vi) Not Church Staff.
- (b) Directors and officers shall be elected by the Church at the last regular business meeting of the fiscal year, as specified in Article 4.1.1. At this meeting, all directors whose terms are coming to an end will retire from office. A retiring director shall remain in office until the dissolution of the meeting at which his successor is elected.
- (c) If at the last regular business meeting of the fiscal year, no such election takes place, the retiring directors shall continue in office until the next regular or special business meeting at which their places are filled.
- (d) Nominations for director and officer must be conducted in accordance with the current Governance Policy of the Church. Nominations for director or officer will not be allowed from the floor.
- (e) The Church will vote on the incoming directors and officers as a single slate. If the members reject the slate, the nominations process shall begin again, and a new slate of directors and officers shall be elected at a future regular or special meeting of the Church.
- (f) Shortly after a successful election, the Church will consecrate all new and continuing directors and officers during regular worship services.
- (g) The Chair, Vice-Chair, and Secretary of the Church shall be elected by the Directors, as stated in Article 2.2.2(f).
- (h) A director or officer elected by the Church normally remains in office for a maximum of three consecutive years. Subject to subclause (m) below, after three consecutive years there shall be a mandatory absence from any of these positions for one year. The terms of office of all directors and officers shall be staggered.
- (i) A director or officer may retire from his office upon giving one month's notice in writing to the Church of his intention to do so. Such resignation shall take effect upon the expiration of such notice or its earlier acceptance.
- (j) A director or officer shall automatically cease to hold his office at the time he or she ceases to be a member of the Church.
- (k) The office of a director or officer shall be vacated:
 - (i) if he becomes bankrupt, or insolvent, or suspends payment or compounds with his creditors or has made a general assignment for the benefit of his creditors;
 - (ii) if he becomes of unsound mind;
 - (iii) if, by notice in writing to the Church, he resigns;
 - (iv) if he is removed by a Special Majority Decision (Article 4.1.4)
- (l) If a position of director or officer becomes vacant, the Board may:
 - (i) Appoint a person to hold the position on an interim basis until the next annual election; or
 - (ii) Call for the nomination and election of another candidate by the Church. In this event the term of office can extend to a maximum of two years past the next annual nominations meeting. The nomination must be conducted in accordance with the current Governance Policy.
- (m) If due to unusual circumstances the Board desires that a Director or Officer needs to serve an extra year beyond three consecutive years, the Board must gain approval of the Church. This approval cannot be renewed.
- (n) The positions of director and Treasurer shall be mutually exclusive.
- (o) The directors or officers shall not receive any remuneration from the Church for performing their duties as directors or officers of the Church. However, a director or officer may be employed by the Church to perform marketing, ministry, consulting, educational, legal or administrative functions. Also, a director or officer shall be entitled to be reimbursed for reasonable expenses.

2.2 The Church Board

2.2.1 Purpose

- (a) The Church Board shall manage the affairs of the Church on behalf of the Church membership, in obedience to Jesus Christ.

2.2.2 Organization

- (a) The Board shall consist of six to nine directors.

- (b) The Sr. Pastor shall be an advisor to the Board, with the right to attend and give input to every issue under discussion by the Board. However, the Sr. Pastor shall not have a vote at Board meetings.
- (c) If the Sr. Pastor is not able to attend Board meetings, the Board may appoint another member of the Pastoral Staff as an advisor to the Board.
- (d) At their first Board meeting, the directors will elect the Chair, Vice-Chair, and Secretary. The term of office for these positions is one year, but may be renewed to full extent of the director's term on the Board. The Chair, Vice-Chair, and Secretary are officers of the Church, as per Article 2.1.1(a).
- (e) The Board shall report to the Church. The Board is accountable to the Church, and all decisions of the Board may be appealed to the Church.
- (f) The Board shall have the power to appoint and terminate committees as necessary to fulfill its tasks. Unless otherwise specified in these By-Laws, Board committees may consist of members and non-members of the Church. A least one person on such a committee must be a member of the Church.

2.2.3 Conduct of Business

- (a) Board meetings may be formally called by the Chair, by the Secretary on direction of the Chair, or by the Secretary on direction in writing of two other directors. Notice of such meetings must be given to all members of the Board. This notice must be provided seven days in advance of the meeting, unless agreed to by all members of the Board.
- (b) The Board may appoint a day or days in any month or months for regular meetings, at an hour to be named and, of such regular meeting, no notice need be sent.
- (c) A Board meeting may also be held, without notice, immediately following the annual meeting of the Church.
- (d) A majority of the directors shall form a quorum for the transaction of business. The Chair of the Board, or in the absence of the Chair of the Board, the Vice-Chair shall be entitled to chair a meeting of the Board.
- (e) Questions arising at any meeting of the Board shall be decided by a majority of votes.
- (f) All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be by a show of hands or by assent or dissent.
- (g) A declaration by the Chair that a resolution has been carried and entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- (h) A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the directors, duly called and constituted, and shall relate back to any date therein stated to be the effective date thereof.
- (i) In the absence of the Chair, and where a replacement is not specified by these By-Laws, his duties may be performed by such other director as the Board may from time to time appoint for the purpose.

2.2.4 Responsibilities

- (a) The Chair of the Board shall:
 - (i) Schedule and conduct Board meetings and ensure all Board members are notified.
 - (ii) Schedule and conduct Church business meetings, and ensure Church members are notified of these meetings and the business to be conducted.
- (b) The Secretary of the Board shall:
 - (i) Take and keep custody of minutes of Board meetings.
 - (ii) Take minutes of Church business meetings and ensure these minutes are recorded in the minute book of the Church.
 - (iii) Conduct Board correspondence.
 - (iv) Oversee the Membership Roll.
 - (v) Keep custody of all non-financial books and records of the Church.
 - (vi) Ensure that minutes of Board meetings are posted and made available to members of the Church on request.
 - (vii) Ensure that annual Church filings are made.

2.2.5 Powers of Directors

- (a) The directors of the Church may administer the affairs of the Church in all things and make or cause to be made for the Church, in its name, any kind of contract which the Church may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Church is, by its objects or otherwise, authorized to exercise and do so.
- (b) Subject to the requirements of the Act, and subject to Articles 4.1.3 (Quorums and Voting) and 4.1.4 (Special Majority Decisions) herein and without in any way derogating from the foregoing, the directors are expressly empowered, from time to time:
 - (i) to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Society, for such consideration and upon such terms and conditions as they may deem advisable;
 - (ii) to invest all or any of its funds or moneys and all or any funds or moneys vested in or acquired by it for the uses and purposes of carrying out the objects of the Society, in and upon any security, equity, bond, debenture or other investment instrument whatsoever and, for the purposes of such investment, the directors may take, receive and accept mortgages of whatever rank or priority as may be determined by the directors, or other security, if any, or assignments thereof, whether made and executed directly to the Society or to any corporation, body, company or person in trust for it, and the directors may sell, grant, assign and transfer such mortgages or other security or assignments either wholly or partly, provided however, that no debentures shall be issued without the sanction of a Special Majority Decision of the members.
- (c) Subject to the requirements of the Act, and without in any way derogating from the foregoing, the directors are expressly empowered, from time to time:
 - (i) to employ counsel, solicitors, accountants and agents and to employ persons in any business, profession or trade, to transact any business or trade or professional duty or to do any act in relation to the Society, including the execution of documents and the receipt and payment of money; and
 - (ii) to obtain the opinion, advice or information of any lawyer, financial adviser, valuator, surveyor, broker, auctioneer, or other experts and professional persons, and, in their discretion, and subject to subclause (b) above, to act on such opinion, advice or information but the directors shall not be responsible for any loss, depreciation or damage occasioned by acting or not acting in accordance therewith, in accordance with Article 2.2.6 herein.
- (d) The directors do not have the power to authorize the borrowing of money (see Article 4.1.4(a)). However, for the purpose of carrying out the objects of the Church, the directors may authorize the raising of, or securing the payment of, money in any manner which they see fit.
- (e) The directors shall have the power from time to time, by resolution, to appoint any officer or officers, person or persons on behalf of the Church either to sign contracts, documents, or other instruments in writing generally, or to sign specific contracts, documents or other instruments in writing. The seal of the Church may be affixed to contracts, documents or other instruments in writing, signed as aforesaid, by such person or persons authorized to execute such contracts, documents or instruments in writing.

2.2.6 Liability of Directors

- (a) Every director of the Church shall be deemed to have assumed office on the express understanding and agreement and condition that the Church shall indemnify and hold harmless each director against all Losses and Liabilities resulting from such director holding office in the Church, where Losses and Liabilities means all claims, liabilities, actions, proceedings, demands, losses (including lost profits), costs, penalties, fines, damages, whether contractual or tortious, and expenses which may be sustained or incurred by a director, including reasonable legal fees and disbursements on a solicitor and client basis in or about any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other director or directors in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own wilful neglect or default or in bad faith.

2.2.7 Selection

- (a) Directors are selected according to Article 2.1.2 (Election of Directors and Officers).
- (b) Directors must:
 - (i) Be Active Members of the Church, as defined in Article 3.1.5.
 - (ii) Have a good reputation.
 - (iii) Be mature in their faith.
 - (iv) Have an appreciation for the overall spiritual life, mission, and ministries of the Church.
 - (v) Uphold and be subject to the authority of the Church, its By-Laws and policies.
- (c) Each Director must ensure that his or her lifestyle does not evidence unethical or immoral conduct, or behaviour that is unbecoming of a Christian and contrary to Biblical principles.
- (d) No paid Church staff shall serve as Directors of the Church.

2.3 Treasurer

2.3.1 Purpose

- (a) The Treasurer shall oversee Church spending, and maintain the books and financial records of the Church in accordance with legal regulations and accounting standards.

2.3.2 Organization

- (a) The Treasurer reports to the Board.
- (b) The Treasurer shall oversee the Envelope Steward.
- (c) The Treasurer shall supervise any bookkeepers that provide services to the Church.

2.3.3 Responsibilities

- (a) The Treasurer shall:
 - (i) Oversee Church spending in accordance with the current budget.
 - (ii) Be responsible for Church bookkeeping.
 - (iii) Publish regular financial statements, including balance sheets. Make regular reports to the Board, and the Church. Also provide filings to the government as required by laws and regulations.
 - (iv) Ensure that proper financial records are kept.
 - (v) Ensure that the records maintained by the Envelope Steward agree with the financial records maintained by the Treasurer.
 - (vi) Ensure the timely securing of all original financial records, maintaining such in such a manner so as to protect them for such time periods as either Church policy or legal regulations require.
 - (vii) Ensure adequate internal controls are enacted and enforced.
 - (viii) Perform other related duties as the Board directs.

2.3.4 Election of Treasurer

- (a) The Treasurer is an officer of the Church and is elected by the members in accordance with Article 2.1.2.

3 Church Membership

3.1 Definitions and Categories of Membership

3.1.1 Qualifications for Membership

- (a) This Church practices believer's baptism by immersion, based on its understanding of the New Testament. The following are the qualifications for membership at the Church:
 - (i) Believer's baptism by immersion; or
 - (ii) A transfer of membership from another Baptist Church of like doctrine and policy; or
 - (iii) Upon statement of Christian experience, if previously baptized as a believer; or
 - (iv) By restoration - those being restored into membership from the Dismissal List. Those dismissed under Article 3.1.3 require a Church vote of approval for membership restoration.

- (b) Only those who have personally accepted Jesus Christ as Saviour and Lord, live according to a Biblical lifestyle as outlined in Church policy and the Church statement of beliefs, and have been baptized as believers, are eligible for membership. "Church policy" in this context shall include, but not be limited to the following: definitions of: personal integrity and conduct; personal relationships; marriage between a man and a woman; and prohibited relationships. All candidates for membership shall make a statement of faith to a Board representative. The Board shall approve all candidates for membership on behalf of the Church.
- (c) It is the expectation of the Church that a person baptized in the Church becomes a member upon baptism. In the event that a baptismal candidate does not desire to become a member upon baptism, he or she will provide reasons to the Sr. Pastor and the Board. It will be the joint responsibility of the Senior Pastor and the Board to review this request, to decide whether to accept or reject it, and to provide an explanation for their decision to the baptismal candidate.

3.1.2 Reception of New Members

- (a) Candidates for baptism and/or membership must be interviewed by Pastoral Staff and/or Directors, and must be approved by the Board.
- (b) The Board will advise the Church of suitable candidates in writing two weekends in advance of baptism or reception into membership. If no objections are voiced, the candidates shall be accepted into membership at a Church service. The names of the candidates shall then be added to the Active Roll, and they shall be entitled to the privileges and responsibilities under these By-Laws and shall be deemed to have relinquished membership in any other churches.

3.1.3 Termination of Membership

- (a) Membership may be terminated in the following circumstances:
 - (i) By transfer to another church;
 - (ii) By resignation or death;
 - (iii) By Dismissal by the Board on behalf of the Church, when the Board has attempted to contact the member regarding their interest and has been unsuccessful; or
 - (iv) (Dismissal for Cause) By Dismissal by the Board on behalf of the Church, as outlined in The Church Discipline and Restoration Policy.
- (b) Provided that a member is not under the discipline proceedings of the Church as set out in the Church Discipline and Restoration Policy, a member may withdraw at any time from Church membership. Any member who desires to withdraw from membership in the Church may notify the Board in writing to that effect and on receipt by the Board of such notice the member shall cease to be a member.
- (c) Upon receipt of such request for withdrawal of Church membership and upon the Board confirming that such individual is not under discipline of the Church, such individual shall be removed from the membership roll of the Church. If a member is under the discipline of the Church, then notwithstanding his or her request for withdrawal from Church membership, such individual shall continue as a member and shall be subject to the authority of the Church until such time as such individual is not under the discipline of the Church.
- (d) The membership of a member is not transferable to another person, and shall automatically lapse upon death.
- (e) In order to formally dismiss a member under 3.1.3(a)(iii) or (a)(iv), the Board must make a motion at a Board meeting.
- (f) Any member dismissed under Articles 3.1.3(a)(iii) or (a)(iv) shall have recourse to request that members of the Church reconsider the Board's actions at a special meeting. This meeting may be called by the Board at its discretion, or by petition under Article 4.1.2(b). A majority vote at the special meeting will determine the matter. The quorum for this meeting shall be the same as for a regular business meeting. The Chair will be someone mutually agreed upon by the member and the Board.
- (g) Those whose membership has terminated shall have their names deleted from the Church Roll. Any member who resigns, withdraws, or is expelled from the Church shall forthwith forfeit all right, claim, and interest arising from or associated with membership in the Church.

3.1.4 Transfer of Membership to Other Churches

- (a) Transfer to other Churches will be the responsibility of the transferee and the new Church. On request, the Church shall supply all information to enable such transfer to take place.

- (b) The Church will not comply with a transfer of membership if the member is currently under the discipline proceedings of the Church as set out in the Church Discipline and Restoration Policy.

3.1.5 Classification of Membership

- (a) Members shall be classified as being on the Church Roll on the following basis:
 - (i) Active Roll – Those who are actively participating in the Church's activities and are resident in the area;
 - (ii) Non-Resident Roll – Those members who are geographically separated from the Church for a time but who still maintain an interest in the Church's activity; or
 - (iii) Non-Active Roll – Those members who are habitually absent from the Church or display a significant lack of interest in the Church.
- (b) In the event that a Church member is either habitually absent from the Church or displays a significant lack of interest in the Church, the Board in its sole discretion may place the individual on the Non-Active Roll.
- (c) In addition to the Secretary being responsible for the maintenance of the entire Church Roll, the Board will, at a minimum, annually review the Non-Active Roll and will attempt to contact these people regarding their interest. In accordance with 3.1.3(a)(iii), those whom the Board has been unable to contact or who express no interest in continuing their membership will have their membership revoked.
- (d) A member who is on the Non-Active or the Non-Resident Rolls may request reinstatement to the Active Roll. The Board in its sole discretion shall determine whether to grant the request.

3.1.6 Privileges, Rights and Duties of Membership

- (a) Church membership shall carry the following privileges, rights and duties:
 - (i) The privilege to attend all public worship services of the Church;
 - (ii) The privilege to participate in the sacraments administered by the Church;
 - (iii) The right to attend, speak and participate at all meetings of the members of the Church;
 - (iv) The right to a single vote per motion at all meetings of the Church;
 - (v) The duty to minister to one another's spiritual needs as part of the Body of Christ;
 - (vi) The duty to participate in the Church's activities and services as the Lord directs and personal circumstances permit;
 - (vii) The right to be equally protected by the Church's protective measures, either legally or in practice;
 - (viii) The duty to financially support the work of the Church as the Lord directs and personal circumstances permit; and
 - (ix) The duty to respect and submit to the authority and the procedures of the Church as expressed in the By-Laws and Church Policies.

4 Church Business

4.1 Business Meetings

4.1.1 Regular Meetings

- (a) The Church shall conduct three regular meetings during the fiscal year:
 - (i) The first regular meeting of the Church shall be held in the first or second quarters of the fiscal year to receive the unaudited financial statements for the previous fiscal year.
 - (ii) The second regular meeting shall be held to appoint a nominations review committee.
 - (iii) The third regular meeting shall be held in the fourth quarter of the fiscal year, to approve the budget of the Church for the coming fiscal year, to appoint external auditors for the coming fiscal year, and to elect Directors and Officers of the Church as required.
 - (iv) The annual general meeting of the Church shall be deemed to be the regular meeting at which the audited financial statements are received.

4.1.2 Conduct of Business Meetings

- (a) The regular business meetings of the Church shall be called by the Board.
- (b) Special meetings may be called by the Board, or by way of petition, in writing, of 10% of the members on the Active Roll.

- (c) Notice of the time and place of every annual, regular, or special Church meeting shall be given to each member by verbal notice at the services of worship of the Church, for two weeks prior to the meeting. This notice shall be accompanied by a written notice of any proposed business, the wording of major motions, and the nature of any alteration to a previously accepted budget.
- (d) Unless otherwise specified in these By-Laws, the members may consider and transact any business, either special or general, without any notice thereof at any meeting of the members.
- (e) No error or omission in giving notice of any annual, general or special meeting or any adjourned meeting, whether annual, general or special, of the members of the Church shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- (f) For the purpose of sending notice to any member, director, or officer of any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Church.
- (g) The Chair for each Church business meeting will be the Chair of the Board. The Secretary for each Church business meeting will be the Secretary of the Church.
- (h) Any meeting of the members or of the Board may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that a quorum is not present.
- (i) It is expected that people who are not members of the Church may attend Church meetings. Non-members may speak at these meetings but shall not have a vote. However, from time to time the Board at its discretion may decide that a particular church meeting will be closed to non-members.
- (j) Except where superseded by the By-Laws, Robert's Rules of Order shall apply in the conduct of business of the Church.

4.1.3 Quorums and Voting

- (a) Unless otherwise increased by these By-Laws, a quorum at any Church business meeting shall be 15% of those whose names appear on the Active Roll and are eligible to vote.
- (b) If a quorum is not achieved at a business meeting, no votes may be taken or decisions made except to adjourn the meeting to a future date as specified by Article 4.1.2(h).
- (c) Subject to subclause (f), all members of the Church of the age of 16 years or older and on the Active Roll shall be entitled to vote once per motion, when present at Church business meetings. Voting shall normally be by show of hands, unless a vote by ballot is demanded by any member. The question shall require a simple majority, unless otherwise specified in these By-Laws or required by law. No proxies shall be accepted in place of persons who cannot attend a meeting.
- (d) Upon a show of hands, every member having voting rights shall have one vote and, unless a vote by ballot be demanded, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Church shall be admissible as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- (e) The demand for a ballot may be withdrawn, but if a vote by ballot is requested and not withdrawn, the question shall be decided by a simple majority, unless otherwise specified in these By-Laws or required by law. The vote by ballot shall be taken in such a manner as the Chair shall direct, and the result of the ballot shall be deemed the decision of the Church in general meeting upon the matter in question.
- (f) Church Staff (including Pastoral Staff) may not vote on financial matters.
- (g) After voting is complete, the Board will ensure that any and all ballots are destroyed.

4.1.4 Special Majority Decisions

- (a) The following resolutions will require Special Majority Decisions as specified in paragraph (b).
 - (i) The call of a Sr. Pastor and any full-time member of the Pastoral Staff
 - (ii) The dismissal of the Sr. Pastor and any full-time member of the Pastoral Staff, except for economic reasons;
 - (iii) Dismissal of the Sr. Pastor for economic reasons;
 - (iv) Removing a Director or Officer from their position;

- (v) The acquisition, disposal, or encumbrance of the real property of the Church;
 - (vi) The issuing of debentures; or
 - (vii) Changing the status of the Church within the Canadian Baptists of Western Canada.
- (b) A Special Majority Decision requires a quorum of 50% of those whose names appear on the Active Roll and are eligible to vote. Furthermore, a Special Majority Decision requires an affirmative vote of 75% of those present and voting. The vote shall be by ballot.
- (c) Notice of any motion regarding Special Majority Decisions shall be mailed to all Active Members of the Church no less than two weeks before the meeting dealing with this motion. Personally addressed notices through the Church mail boxes are deemed to fill this requirement.

4.1.5 Conducting Church Business in Worship Congregations

- (a) The Board may elect to conduct Church business before or after worship services. In this event:
- (i) Each worshipping congregation in the Church will hold a meeting to consider this business before or after a regular worship service. All such meetings must be held in a seven day period.
 - (ii) The Board will publish the agenda and any motions for these meetings no less than two weekends before the date of the first meeting.
 - (iii) No amendments to the published agenda and motions will be allowed.
 - (iv) At each meeting, voting on the published motions will be by ballot.
 - (v) Members can vote at only one service. So that the church has a record of who voted at which service, members must sign for their ballots.
 - (vi) The Board will ensure that votes are counted at each worshipping congregation meeting, and totalled after all such meetings have occurred. The Board will immediately notify the Church of the total results.
 - (vii) The Board will keep confidential the voting results of any particular worshipping congregation.
 - (viii) In accordance with Article 4.1.3(f), the Board will ensure all ballots are destroyed.
- (b) The Regular Meetings of the Church described in Article 4.1.1 may not be held in the manner described in subclause (a).
- (c) Meetings held in the manner of subclause (a) cannot consider any resolution requiring a Special Majority Decision (Article 4.1.4).

4.1.6 The Church Seal

- (a) The Directors may adopt a seal which shall be the common seal of the Church.
- (b) The Directors shall provide for the safe custody of the common seal of the Church. The Directors shall determine and prescribe which person or persons shall be authorized to affix the corporate seal of the Church to documents, contracts and other instruments. Where no specific authorization has been made by the Directors, the seal may be affixed under the hands of any two Directors of the Church to documents, contracts or other instruments. Any officer or Director of the Church may, for the purpose of certifying under the seal of the Church copies of or extracts from the objects or By-Laws of the Church or minutes of meetings or resolutions of the members or Directors of the Church, affix the corporate seal under his signature alone.

4.2 Church Finances

4.2.1 Fiscal Year

- (a) The fiscal year end of the Church in each year shall be June 30.

4.2.2 Banking Arrangements

- (a) The banking business of the Church, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate or appoint or authorize from time to time by resolution, and all such banking business, or any part thereof, shall be transacted on the Church's behalf by such one or more officers or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing:
- (i) the operation of the Church's accounts;
 - (ii) the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;

- (iii) the giving of receipts or orders relating to any property of the Church;
 - (iv) the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and
 - (v) the authorizing of any officer of such banker to do any act or thing on the Church's behalf to facilitate such banking business.
- (b) The cheque signing members of the Church shall be the Treasurer and three Active Members of the Church approved by the Board. Cheques must be signed by any two cheque-signing members.

4.2.3 Borrowing

- (a) For the purpose of carrying out its objectives, the Church may borrow or raise or secure payment of money in such manner as it sees fit, and in particular, by the issue of debentures. This power shall be exercised only under the authority of the Church, as a Special Majority Decision (Article 4.1.4).

4.2.4 Remuneration

- (a) No member of the Church shall receive any remuneration for their services with the exception of the Pastors, designated ministering staff, administrative staff, bookkeeper(s) and custodian(s) unless otherwise authorized at a business meeting.

4.2.5 External Audit

- (a) The Board shall ensure that an annual external audit is made of the Church's internal financial controls, all of the Treasurer's bookkeeping records, expenditure authorizations, financial statements and all deposits.
- (b) The auditor shall submit an annual written report to the Board. The Board will present this report to the Church business meeting at which the annual financial statements are approved (Article 4.1.1(a)(iv)), or to the next scheduled business meeting.

4.2.6 Books and Records

- (a) The books and records of the Church may be inspected by any member of the Church at the annual meeting or at any time during Church business hours upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same, subject to the reasonable requirements of the Board. Each director shall at all times have access to such books and records.
- (b) Total staff compensation information, and consulting contracts that the Church pays or has paid for, shall be made available to Church members under the same terms as shown in subclause (a) above. Individual employee compensation information shall be accessible only to the Board, and committees of the Board that the Board deems necessary to hold such information.
- (c) However, and in addition to subclauses (a) and (b) above, any information restricted by Regulations, including but not limited to Federal or Alberta privacy acts, shall not be made available to Church members.

4.2.7 Affiliation

- (a) The Church shall be affiliated with the Canadian Baptists of Western Canada. Changing the status of the Church in the Canadian Baptists of Western Canada requires a Special Majority Decision, as specified in Article 4.1.4(a)(vii).

4.2.8 Winding Up or Dissolution

- (a) In the event of a voluntary winding up or a dissolution, the property of the Church shall first be applied in satisfaction of its liabilities, and any surplus shall be paid to The Canadian Baptists of Western Canada, or such other charitable, benevolent, or other organizations associated or affiliated with The Canadian Baptists of Western Canada as may be approved by resolution of the members.
- (b) All costs, charges and expenses properly incurred in the voluntary winding up or dissolution of the Church are payable out of the assets of the Church in priority to all other claims.

4.3 By-Laws

4.3.1 Amendment of By-Laws

- (a) Whenever deemed necessary, the Church or the Board may convene a By-Law Review Committee, as per the Church Governance Policy. The By-Law Review Committee will present any By-Law changes to the Church for approval.
- (b) The maximum time between by-law reviews shall be five years.
- (c) Notice of a special resolution to amend the By-Laws must be mailed to all members of the Church no less than thirty days before the meeting dealing with such motion. Personally addressed notices through the Church mail boxes are deemed to fill this requirement. The notice shall state the nature and objective of the change, along with the precise wording of the proposed motion for amendment.
- (d) The quorum for amending the By-Laws will be 25% of those whose names appear on the Active Roll. Any motion to amend the By-Laws will require an affirmative vote of 75% of those present and voting, in accordance with the Act. The vote shall be by ballot.
- (e) The By-Laws of the Church may only be rescinded, amended or added to by a special resolution of the members in accordance with the Act. In the event that the Church adds to these By-Laws or adopts supplemental By-Laws or Regulations without consolidating such supplemental By-Laws or Regulations with these By-Laws, then in the event of an inconsistency, the provisions of the later By-Laws or Regulations shall prevail over these By-Laws, once the later By-Laws or Regulations have been filed with the Registrar pursuant to the Act.

4.3.2 Availability of By-Laws

- (a) The Board shall supply a copy of the current By-Laws to any member who requests it.

4.3.3 Interpretation of By-Laws

- (a) The determination that any part of the By-Laws is invalid shall not impair nor invalidate any other part, except to the extent that such other part is wholly dependent for its operation in the part found to be invalid.
- (b) The captions, paragraphs or section numbers, headings and marginal notes appearing in these bylaws are inserted only as a matter of convenience and in no way define, limit or describe the scope or intent of these bylaws or any part thereof.
- (c) In all By-Laws of the Church, the singular shall include the plural and the plural the singular; the word "person" shall include corporations and societies and the masculine shall include the feminine. Wherever reference is made to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to said statute or section, as the case may be

4.4 Church Policy Statements

4.4.1 Scope and Creation of Church Policies

- (a) In consideration of the ongoing need for the Church to provide guidelines and directions to its members on practical applications of Biblical teachings and Christian conduct, the Church may adopt policy statements as are deemed necessary from time to time. Such statements shall be deemed to be adjoined to but not part of the By-Laws. Where possible, in accordance with Article 3.1.6(a), the Church shall advise its members of current policy statements and the members shall submit to the authority and the procedures of the Church as expressed therein.
- (b) From time to time, the Church may designate some policies as Major Policies. Major Policies require the approval of the Church at a business meeting before they take effect. Examples of Major Policies include but are not limited to a Statement of Beliefs, a Child Safety Policy, a Church Discipline and Restoration Policy, and a Church Governance Policy.
- (c) These By-Laws take precedence over Church policy statements, in case of any conflict.
- (d) The Board shall make copies of new or altered policies available to all Church members on a timely basis.