

By-Laws of New Minas Baptist Church

Definitions

1. In these by-laws:

- (a) "Church" means New Minas Baptist Church, a society incorporated under the Nova Scotia Societies Act (NS Registry # 3258453);
- (b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
- (c) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at a general or special meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;
- (d) "Two-Thirds Resolution" means a resolution passed by not less than two-thirds of such members entitled to vote as are present in person at a general or special meeting of which notice specifying the intention to propose the resolution as a two-thirds resolution has been duly given;
- (e) "Ordinary Resolution" means a resolution passed by more than one-half of such members entitled to vote as are present in person at a general or special meeting of which notice specifying the intention to propose the resolution as an ordinary resolution has been duly given;
- (f) "Moderator" means the chair of the Governance Board, the chief governance officer of the church;
- (g) "Board of Directors" or "Board" means the Governance Board of the Church;
- (h) "Director" means a voting member of the Governance Board and only such voting members of the Governance Board are directors of the Church;
- (i) "Regulation" is a document, enacted by two-thirds resolution, providing policies, rules and regulations for the conduct of some aspect of the Church's operations;
- (j) "Resolution" and "Proposal" are equivalent terms in this document referring to an item put forward for discussion and resolution by a vote of the membership. The terms are also essentially equivalent to the term "motion", as that term is commonly used by other societies.

Membership Rights and Responsibilities

- 2. The Church is ultimately accountable to the members of the Church.
- 3. Every member is entitled to attend any members' meeting of the Church.
- 4. Every member may vote at any members' meeting of the Church.
- 5. Any member is entitled to hold any office, as long as he or she meets the eligibility conditions set out by the Church in its regulations.
- 6. Membership in the Church shall consist of those received into membership in accordance with the regulations established by the Church.
- 7. Membership in the Church is not transferable.
- 8. Membership in the Church shall cease:
 - (a) upon death, or
 - (b) if the member resigns by written notice to the Church, or

(c) if, by a vote of the majority of the members of the Church at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the Church is terminated.

9. The Church may exercise the following powers by special resolution:

- (a) repeal, amend or add to these by-laws;
- (b) borrow money, pledge assets as security or guarantee the debts of another organization;
- (c) mortgage its real property to secure the payment of money borrowed by it;
- (d) change the legal name of the Church;
- (e) alter the objects of the Church or the locality in which they are carried out;
- (f) join another society or association;
- (g) remove a director and appoint another member to complete the term of office of the director so removed;
- (h) *[revoked at Oct 2016 business meeting]*;
- (i) dissolve the church and determine the "qualified donee(s)" (as defined in the Income Tax Act) who will receive the net assets of the church;
- (j) overturn a decision of the governance board or senior pastor in areas not reserved for congregational decision in by-laws 9-11;
- (k) approve a revision to an existing senior pastor job description, whether during the term of a senior pastor or at the beginning of a new search.

10. The Church may exercise the following powers by a two-thirds resolution:

- (a) call or dismiss a senior pastor;
- (b) call other pastoral staff;
- (c) terminate membership in another society or association;
- (d) sell or purchase real property;
- (e) create, amend or revoke a Regulation of the Church.

11. The Church may exercise the following powers by an ordinary resolution:

- (a) establish or amend a financial budget for a calendar year;
- (b) incur non-budgeted expenses in excess of \$10,000;
- (c) *[revoked at Oct 2016 business meeting]*;
- (d) *[revoked at May 2015 business meeting]*;
- (e) remove individuals from membership in accordance with the regulations established by the church;
- (f) restore the membership of an individual whose membership was revoked under by-law 11(e);
- (g) elect individuals to serve on the Governance Board, the nominating ministry, the ombudsman ministry, the financial examiner ministry and any pastoral search committee.

12. No by-law or amendment to by-laws shall take effect until the Registrar approves it.

13. No funds of the Church shall be paid to or be available for the personal benefit of any member.

14. The Church may develop and adopt such regulations as are necessary to the sound conduct of its affairs. Such regulations shall be binding on all members of the Church.

Members' Meetings

15. Every member shall have one vote and no more and there shall not be proxy voting.

16. The ordinary members' meetings of the church in the course of the year will be two. An annual meeting shall be held by the end of February. The other meeting will be held by the end of October.

17. A special meeting of the members may be held at any time and shall be called:

- (a) if requested by the Moderator, or
- (b) if requested by the senior pastor, or
- (c) if requested by a majority of the directors, or
- (d) if requested in a written document signed by twenty or more members and submitted to the Moderator.

18. If a special meeting of the members is requested under 17(d), the meeting shall be held no later than one month after the day on which the request is submitted to the Moderator.

19. Notice to members is required for general or special meetings. The notice must:

- (a) specify the purpose, date, place and time of the meeting;
- (b) be given to the members on or before the Sunday which is one week before the Sunday immediately preceding the meeting;
- (c) be given to members by all of the following means: announcement from the pulpit during a Sunday service, by announcement in the church bulletin and by email;
- (d) specify the special, two-thirds or ordinary resolutions to be proposed at the meeting;
- (e) the non-receipt of notice by any member shall not invalidate the proceedings.

20. A proposal to pass an ordinary, two-thirds or special resolution may be added to the agenda of a general or special meeting if requested in a written document signed by the Senior Pastor, a majority of the directors or twenty or more members and submitted to the Moderator:

- (a) in the case of a special meeting requested as per by-law 17(d), by the day on which the request for the special meeting is submitted to the Moderator;
- (b) in any other case, at least three weeks before the date of the proposed meeting.

21. Quorum shall consist of 40 members. No business shall be conducted at any meeting unless a quorum is present to open the meeting.

22. If a meeting is convened as per by-law 16, 17(a), (b) or (c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the members present shall decide. Notice of the new meeting shall be given in accordance with by-law 19 and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Church. If a meeting is convened at the request of the members as per by-law 17(d) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.

23. The Moderator, or in his/her absence the Vice-Moderator, shall preside as Chair at members' meetings.

24. Where there is an equality of votes the proposal or resolution shall be lost.

25. The Moderator may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.

26. At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

Directors

27. Any member of the Church shall be eligible to be elected a director of the Church, as long as he or she meets the eligibility criteria established by the Church. Every director of the Church shall be a member of the Church.

28. The number of directors shall be seven.

29. Directors shall be elected to three year terms with approximately one-third of the directors elected each year. Retiring directors shall be eligible for re-election at the end of their first term of service. A director may serve two consecutive three year terms, after which the director will not be eligible to serve as a director of the Church for a period of one year. The Senior Pastor is not a director of the church or a member of the governance board.

30. If a director resigns his/her office or ceases to be a member in the Church, his/her office as director shall be vacated and the Church may fill the vacancy for the unexpired portion of the term in accordance with by-law 11(g).

31. The members may, by special resolution, remove any director and appoint another person to complete the term of office of the person removed.

32. Any director removed per by-law 30 or 31 who is also an officer of the Church will also cease to be an officer upon removal as a director.

33. The directors of a society may exercise any powers of the society not required by the Nova Scotia Societies Act or the by-laws to be exercised by the members of the society at a general meeting.

34. The management of the Church is the responsibility of the directors. The directors, at the recommendation of a duly constituted search committee and following a vote of the membership approving the candidate, may engage a Senior Pastor and determine his duties, responsibilities and remuneration. The process to be followed in determining the Senior Pastor's duties, responsibilities and remuneration may be further defined in regulations passed by the membership.

35. The directors may appoint an executive committee and such other committees of the board as they see fit.

36. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members

(a) upon nomination, and

(b) if serving as a director, when the possibility of a conflict is realized.

37. A conflict of interest does not prevent a member from serving as a director provided that he or she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

Directors' Meetings

38. The board of directors shall meet no less than ten times each year.
39. Regularly scheduled board meetings, held on the second Wednesday of each month, may be held without notice.
40. Any officer or any two directors may call a special meeting of the board. Notice is required and must:
- (a) specify the date, place and time of the meeting;
 - (b) specify the purpose of the meeting;
 - (b) be given to the directors four (4) days prior to the meeting;
 - (c) be given to the directors verbally, by email or in writing;
 - (d) the non-receipt of notice by any director shall not invalidate the proceedings;
 - (e) notice can be waived for board meetings with the unanimous approval of the Board.
41. Quorum shall consist of greater than 50% of the directors. No business shall be conducted at any meeting of the board of directors unless a quorum is present to open the meeting.
42. The Moderator, or in his/her absence any director appointed from among the directors, shall preside as Chair of the Board.
43. At directors' meetings, where there is an equality of votes, the proposal shall be lost.

Officers

44. The officers shall be elected by the members of the Church and shall be a Moderator, a Vice-Moderator and a Secretary-Treasurer.
45. One of the officers shall be the Moderator. The Moderator shall preside as chair at all members' meetings and shall be the chair of the board of directors. The Moderator shall be responsible for the effectiveness of the board and shall perform other duties as are assigned by the members or the directors.
46. One of the officers shall be the Vice-Moderator. The Vice-Moderator shall preside as chair in the Moderator's absence at meetings of members and of the board. The Vice-Moderator shall assist the Moderator in the performance of his duties and shall perform other duties as are assigned by the members or the directors.
47. One of the officers shall be the Secretary-Treasurer. The Secretary-Treasurer shall:
- (a) have responsibility for the preparation and custody of all books and records including:
 - 1. the minutes of members' meetings,
 - 2. the minutes of directors' meetings,
 - 3. the register of members, and
 - 4. filing the annual requirements with the office of the Registrar, and
 - (b) have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and
 - (c) file with the Registrar:
 - 1. within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election;

- 2. a copy of every special resolution within fourteen (14) days after the resolution is passed, and
- (d) have responsibility for the custody of all financial books and records of the Church, and
- (e) have any other duties as assigned by the board.

48. The directors may also appoint a Recording Secretary

- (a) who is responsible for taking minutes of all board and members' meetings, and
- (b) who need not be a director.

49. Contracts, deeds, bills of exchange and other instruments and documents may be executed by any two of the officers of the Church, or otherwise as prescribed by the regulations of the Church.

Finance

50. The fiscal year end of the Church shall be the last day of December.

51. The directors shall present to the members a written report on the financial position of the Church at each ordinary members' meeting. The report shall be in the form of:

- (a) a balance sheet showing its assets, liabilities and equity, and
- (b) a statement of its income and expenditure for
 - i) in the case of the annual meeting, the preceding fiscal year;
 - ii) in all cases, that portion of the current fiscal year for which information is available.

52. A copy of the financial report shall be signed by the auditor or by two directors.

53. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.

54. An auditor of the Church may be appointed by the members at the annual general meeting and, if the members fail to appoint an auditor, the directors may do so.

55. The Church may only borrow money as approved by a special resolution of the members.

56. The members may inspect the annual financial statements and minutes of membership and directors' meetings at the registered office of the Church with one week's notice. All other books and records of the Church may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Church.

57. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. A director or officer may be paid reasonable expenses incurred in the performance of his/her duties.

58. The Church shall not make loans, guarantee loans or advance funds to any director.