

## RATIFIED AT THE MAY 4, 2025 MEETING

### ***THE CONSTITUTION OF THE CALVARY BAPTIST CHURCH SOCIETY***



***The name of the Society is “Calvary Baptist Church Society.”***

*The purpose of the Society shall be to oversee the fiscal management, membership, and other business of Calvary Baptist Church.*

## **BY-LAWS OF THE CALVARY BAPTIST CHURCH SOCIETY**

### **ARTICLE 1 - INTERPRETATION**

#### **1.1 Definitions**

In these By-Laws, unless the context otherwise requires:

- [a] “Act” means the Society Act of British Columbia and the regulations as amended from time to time, and any successor legislation.
- [b] “Society” means the Calvary Baptist Church Society [CBC Society].
- [c] “Board” means the Board of Directors of the Society as described in Article 3 of these By-Laws, also referred to as Management Deacons/Deaconesses.
- [d] “CHURCH” means the members of Calvary Baptist Church – 3318 River Road, Chemainus, B.C. V0R 1K0
- [e] “MODERATOR” means the individual elected to chair meetings of the Society in accordance with Article 5.4
- [f] “ELDER” means an individual elected to fulfill the role of spiritual leadership and guidance.
- [g] “DEACON”/“DEACONESS” means an individual elected to fulfill the role of administrative leadership as a member of the Management Team.

#### **1.2 Incorporation by Reference**

The definitions in the Societies Act on the date these By-Laws become effective are incorporated in this document by reference to the extent that they are not inconsistent with the definitions contained in this Article.

## ARTICLE 2 - CALVARY BAPTIST CHURCH SOCIETY

### 2.1 Head Office

The head office of the Society shall be in British Columbia at such place as the Board may from time to time determine.

### 2.2 Financial Year

The financial year end of the Society shall be December 31<sup>st</sup> of each calendar year.

### 2.3 Borrowing by the Association

The Board may from time to time borrow money on behalf of the Society on the credit of the Society. Such action shall require a resolution passed by the Board and ratified by the membership with an approval vote of seventy-five [75] % of the membership present at a business meeting.

### 2.4 Execution of Instruments

Deeds, transfers, licenses, contract engagements and any other instruments executed on behalf of the Society, shall be signed by any three [3] Board members.

### 2.5 Books and Records

The Board shall ensure that all necessary books and records of the Association are regularly and properly kept as required by the Act, these By-Laws or for any other reason.

## ARTICLE 3 - DIRECTORS OF THE BOARD

### 3.1 Number of Directors on the Board

In accordance with the statutory provisions of The British Columbia Societies Act, no less than five [5] elected officers will serve as directors of the Calvary Baptist Church Society as designated/ratified at the AGM of CHURCH/Society as follows:

- [a] Management Deacon/Deaconess.
- [b] Finance Deacon/Deaconess.
- [c] Elder Representative.
- [d] Outreach Deacon/Deaconess.
- [e] Congregational Deacon/Deaconess.

3.2 The Board of the Society is the CHURCH Management Team.

### 3.3 Tenure

Directors/Deacons/Deaconesses will be appointed for a three [3] year term and may be eligible to be appointed for an additional three [3] year term, however following the second term cannot serve in any capacity without the break of one [1] year.

### 3.4 Powers of the Board

The affairs of the Society shall be managed by the Board of Directors. Subject to these By-Laws and all laws affecting the Association, The Board may exercise all the powers and do all the acts and the things that the Society may exercise and do.

### 3.5 Qualifications as Director

No person shall be eligible to be elected or appointed as a Director of the Society unless such person is a member in good standing of the CHURCH and a mature Christian who demonstrates a living, working Christian faith. A Director will automatically be removed from his/her position if he/she ceases to be a member of the CHURCH.

3.6 Elections

The first directors of the Society shall be those named in the list of first directors filed with the Registrar of Companies.

3.7 Signing officers

Deacons/Deaconesses of the Management Team shall act as the signing Officers for the CHURCH.

3.8 Remuneration

The Directors of the Society shall not receive any financial remuneration.

3.9 Deacon/Deaconess Vacancies

The Directors of the Society may, at any time, appoint a member as a Director to fill a vacancy that arises on the Directors of the Society as a result of the resignation, death or incapacity of a Director during the Director's term of office.

#### **ARTICLE 4 MEMBERSHIP OF CALVARY BAPTIST CHURCH SOCIETY**

4.1 Active Members

All individuals who are on the Active Membership Roll of Calvary Baptist Church will be members of the Calvary Baptist Church Society.

4.2 Inactive Members

All members on the inactive Membership Roll of Calvary Baptist Church will remain members of the Society, but without voting rights at meetings.

4.3 Alignment

All members of the CHURCH and Society are required to support and align with the Calvary Baptist Church Statement of Faith.

4.4 Termination of Membership

All individuals who have been terminated from the Membership Roll of Calvary Baptist Church will be regarded as terminated from the CBC Society.

4.5 Membership Ratification

All members admitted or removed from membership will be ratified at a duly constituted Business meeting of the Society.

## ARTICLE 5 MEETINGS OF THE SOCIETY

The Management Team is responsible for calling all meetings of the CHURCH and Society

### 5.1 Business Meetings

Recognizing Christ as the head of the CHURCH, the Board will prayerfully determine His will in carrying out the business of the CHURCH/Society through a democratic process.

### 5.2 Meetings of the Management Team

Meetings shall be held regularly, a minimum of eight [8] times per year for the purposes of conducting CHURCH and Society Business. Minutes of all regular meetings will be available to all members of the Society. Minutes of “in-camera” meetings will be retained by the Management team.

### 5.3 Annual Reporting

The Management Team shall report annually on:

- [a] Stewardship of the affairs of the CHURCH.
- [b] The activities of all Committees and Programs.
- [c] The annual financial review that has been conducted by one [1] qualified person appointed by the Management Team.

### 5.4 The Moderator

The Moderator (or designate) shall be an active member of the CHURCH. The Moderator will review the agenda with the Management Deacon/Deaconess and he/she will chair the CHURCH Business meetings.

### 5.5 Voting at Meetings

The term “member” as used in this article in reference to vote on any form of CHURCH business or elections to office, shall be interpreted as any member currently on the active list of Members of the CHURCH.

### 5.6 Quorum

Twenty [20] % of the active membership, shall constitute a quorum at any Annual, business, or special meetings of the CHURCH. No “proxy” votes shall be permitted.

### 5.7 Rules of Order

Unless there is a conflict with these By-laws or any applicable legislation, Roberts Rules of Order will guide the conduct of meetings.

### 5.8 Voting Requirements

The goal of the Society shall be to strive for unanimity in all decisions. A simple majority of those members present to form a quorum, shall be sufficient to carry any motion except in the following situations:

- [a] Amending the Constitution or By-Laws when approved by seventy-five [75] % majority of members present is required.
- [b] Calling or dismissing a Pastor or an Associate Pastor when approved by seventy-five [75] % majority of members present is required.

- [c] Purchasing, acquiring, selling, leasing, borrowing, conveying, mortgaging, or otherwise affecting the property of the CHURCH, when approved by seventy-five [75] % majority of members present is required.

#### 5.9 Requirement for Ballots

When a resolution is about to be put to a vote, it shall be the right of any member present to request that the vote on the question be put to a written ballot.

#### 5.10 By-Laws and Statement of Faith Reporting

The Elders and Management Team will review annually, the By-Laws and Statement of Faith to recommend changes, if applicable. Recommendation of any changes, should such be required, will be submitted to the Annual General Meeting of the CHURCH/Society.

#### 5.11 Annual General Meeting

Subject to the Societies Act, The Annual General Meeting of the Society may be called at any time by the Board of Directors. The purpose of the meeting is to:

- [a] Receive a full financial report.
- [b] Appoint Directors.
- [c] The appointment of Auditor[s] if required.
- [d] Review any other items on the agenda.

#### 5.12 Business Meetings

Society Business Meetings shall be held two [2] times per year, in the Fall and Spring of each year. Other business meetings (including special meetings) shall be held as often as required, as determined by the Management Board.

#### 5.13 Notice of Meetings

Any regular, special, or Annual General meeting of the Society, and its purpose[s], shall be given to the members from the pulpit and in the church bulletin by the Moderator, or designate on the three [3] Sunday mornings preceding the meeting.

### **ARTICLE 6 - DUTIES OF THE BOARD**

#### 6.1 Management Deacon/Deaconess

The Management Deacon/Deaconess shall:

- [a] Be responsible for the administration of programs run by the CHURCH.
- [b] May vote in the event of a tie at Board meetings.
- [c] Be the chairperson of the Management Team.

#### 6.2 Finance Director/Deacon/Deaconess

The Finance Deacon/Deaconess will be responsible for the following:

- [a] Keep the financial records, including books of account necessary to comply with the Society Act.
- [b] Render financial statements to the directors, members and others when required.
- [c] Complete and submit all financial forms required by Revenue Canada.
- [d] Properties, insurance, and assets

[e] All contracts, written covenants (memorandums of understanding) including Conditions of Employment, Salary and Benefits.

**6.3 Elder Director**

The Elder representative to the Board shall be elected by the Elders and will be ratified at the AGM as a Director. The Elder Director will be responsible for the following:

- [a] Identifying issues from the Elder's Team that need to be addressed by the Management Team.
- [b] Representing the Elders Team on the Board.

**6.4 Outreach and Congregational Directors**

The Outreach and Congregational Directors will perform functions as determined by the Management Team.

**ARTICLE 7 - OTHER ELECTED OFFICERS OF THE BOARD**

- 7.1 As required, additional Directors may be nominated by the Nominating team and elected by the CHURCH membership.
- 7.2 The functions of the additional Directors will be determined by the Management Team of the CHURCH.
- 7.3 Additional Deacons/Deaconesses will be part of the Management Team representing their Ministries.  
Additional Deacons/Deaconesses will not be Directors on the Board.

**ARTICLE 8 - COMMITTEE STRUCTURES**

- 8.1 The Board of the Society is the CHURCH Management Team
- 8.2 The Management Team shall establish and maintain a manual of Policies and Procedures that will direct the routine business of the CHURCH and the use and maintenance of the building and grounds.
- 8.3 The Management Team shall report annually on:
  - [a] Stewardship of the affairs of the CHURCH.
  - [b] The Activities of all Committees and Programs.
  - [c] The annual financial review that has been conducted by one [1] qualified person appointed by the Management Team.

**ARTICLE 9 - PROPERTIES**

- 9.1 The Calvary Baptist Church Society shall have the power to receive either by gift or purchase, and to hold real property as is deemed necessary in the execution and fulfillment of the purposes of the Society.
- 9.2 The Directors of the Calvary Baptist Church Society shall have the power to receive, purchase, acquire, sell, lease, convey, mortgage, deed or otherwise transfer property of the Church, but

only after having been duly authorized by the membership at a regularly called general meeting at which a motion to authorize has been approved by seventy-five [75] % of the membership present.

#### **ARTICLE 10 - AMENDMENTS**

- 10.1 Amendments to By-laws shall be discussed and developed by the Management Team in consultation with the Elders.
- 10.2 Amendments to these By-laws can be made providing three [3] weeks written notice has been given by the Management Team, which describes each amendment to each by-law and such notice shall be placed in the church bulletin and on the CHURCH bulletin board in the Lobby for the three [3] Sundays prior to the scheduled meeting.
- 10.3 All amendments will require approval vote of seventy-five [75] % of the membership present at the meeting and voting.
- 10.4 All revised amendments shall be in accordance with the Society Act of British Columbia.

#### **ARTICLE 11 - PREVIOUSLY UNALTERABLE PROVISIONS**

*The following provisions under this Article were previously unalterable and shall not be altered except where sanctioned by members at a general meeting, requiring seventy-five percent [75%] of the votes cast by members present at the meeting.*

- 11.1 *The purposes of the Society shall be carried out without gain for its members. Any profits or gains to the Society shall be used for promoting its objectives.*
- 12.2 *On the winding up or dissolution of the Society, all assets of the Society remaining after the satisfaction of its debts and liabilities shall be transferred, on an ordinary resolution of the members, to the Canadian Baptists of Western Canada or if the Society is not affiliated with CBWC, any other Association approved by the members at the meeting.*

Constitution and By-Laws approved by CBC membership: November 29<sup>th</sup> 2004

Revisions: October 2009, August 2010, December 2011, June 2014, November 2020, March 2023

Most recent revisions ratified on: June 11, 2023