

The Association of Bayside Camp and Retreat Center

BYLAWS

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**The Association
of
Bayside
Camp and Retreat Center**

**DRAFT BYLAWS
2015.03.10**

Article I. Definitions and Interpretation

1.01 Definitions

In these Bylaws and in all Resolutions of the Association of Bayside Camp and Retreat Center, unless the context otherwise requires, the following definitions shall apply, with the defined words and phrases begin capitalized in these Bylaws for ease of reference:

- (a) "Act" means the Societies Act of the Province of Nova Scotia, RS., c. 435, s.1, as amended from time to time, and any statute enacted in substitution thereof, and in the case of such substitution, any references in the Bylaws of the Association to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
- (b) "Auditor" or "Auditors" means the Person, corporation, partnership, joint venture, unincorporated association, or other form of business organization appointed by the membership to audit or review the financial statements of the Association;
- (c) "Association" means the Association of Bayside Camp and Retreat Center;
- (d) "Board" means the Board of Directors of the Association;
- (e) "Bylaw" or "Bylaws" means the Bylaws of the Association;
- (f) "Chair" or "Chairperson" means the Chairperson of the Board of the Association;
- (g) "Committee" means a Committee created or established by the Board from time to time, to assist the Board in their governing of a specific aspect of the Association, but not to manage the roles and/or responsibilities of Employees;
- (h) "Committee Member" means a Person who has been elected, appointed, or conscripted by virtue of office to be a member of a Committee of the Association;
- (i) "Delegate" or "Delegates" means a Person or Persons designated and registered with the Association by a member church or association of churches no less than fifteen (15) days prior to a meeting of members . Delegates shall be required to meet the *Requirements for Membership*, Article 3.01, with the exception of 3.01(e) and 3.01(f). Delegates shall have the *Rights of Members*, Article 3.04.
- (j) "Employee" or "Employees" means all full-time and part-time employees of the Association and all contract-for-service providers who are deemed to be employees for purposes of the Income Tax Act (Canada), where applicable;

- (k) "Evangelical Church" means a local, organized and gathering community of Christians, who, regard the Bible as the Word of God and are devoted to its teachings; acknowledge through their teaching, preaching and practice the saving sacrifice of Christ; recognize the need for personal profession of faith in Christ for salvation and service; and, actively seek to participate in the ministry of Christ within their spheres of influence;
- (l) "Executive Employee" means the full-time or part-time employee of the Association, who shall be appointed and designated by the Board to serve as the highest ranking corporate executive leader of the ministry and organization;
- (m) "Notice" or "Notification" or "Notified" means the announcement of a forthcoming meeting in person, given in writing and sent through the post in a prepaid letter addressed to members, Persons, churches and associations of churches, at the last known address or by electronic means at the last known email address. Any notice given by mail shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. Notice given by electronic means shall be deemed to have been given the day following the day on which the notice was given by electronic means;
- (n) "Objects" means those registered activities of the Association as indicated in the Memorandum of Association;
- (o) "Officer" or "Officers" means an officer of the Association who is elected or appointed in accordance with these Bylaws, and has the rights and duties associated therewith;
- (p) "Person" or "Persons" means an individual person, but does not include a corporation, partnership, trust, or unincorporated organization;
- (q) "Reasonable Expenses" means those claimable costs that are in accordance with policy that has been established by the Board and are thereby deemed to be reasonable in the circumstances;
- (r) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
- (s) "Resolution" means a motion or resolution, other than a Special Resolution, passed by such members and delegates of the Association entitled to vote as are present in person at an *Annual General Meeting of Members* or *Special Meeting of Members* of the Association. Resolutions shall require a majority vote of fifty percent (50%) plus one (1) of the votes cast, unless the Act or these Bylaws otherwise require;
- (t) "Responsibilities" means actions or policies required to obtain or maintain membership;
- (u) "Rights" means privileges and powers recognized or accorded by membership;
- (v) "Special Resolution" means a resolution passed by not less than three-fourths (3/4) of such members and delegates of the Association entitled to vote as are present in person at a meeting of members of the Association for which notice specifying the intention to propose the resolution as a Special Resolution has been duly given; and
- (w) "Volunteer" or "Volunteers" means any Person who performs services on behalf of the Association without receiving remuneration other than repayment of Reasonable Expenses.

1.02 Interpretation

In these Bylaws:

- (a) Words importing the singular number only include the plural number and vice versa, and words importing the masculine gender only include the feminine or neuter gender and vice versa; and
- (b) The headings and other descriptions of all articles, sections, paragraphs and sub-paragraphs are inserted for convenience of reference only and shall not affect the construction or interpretation of these Bylaws.

Article II. **Organization**

2.01 **Name**

The name of the Association shall be the Association of Bayside Camp and Retreat Center.

2.02 **Office**

The office and therefore operation of the Association shall be located in the Halifax Regional Municipality, County of Halifax, in the Province of Nova Scotia at 1503 Ketch Harbour Road, Sambro Head, Nova Scotia, B3V 1L3.

2.03 **Affiliation**

The Association is affiliated with, in partnership with, and a ministry of the Halifax Region United Baptist Association, which is incorporated as a non-profit society under the Societies Act of the Province of Nova Scotia.

Article III. **Membership of the Association**

3.01 **Requirements for Membership for Persons**

Membership to the Association shall be a voluntary association by a Person, who has met the following qualifications for membership:

- (a) A personal profession of faith in Jesus for salvation;
- (b) A personal witness of obediently following Jesus;
- (c) A Member in good standing of a church in the Halifax Region United Baptist Association or another church in the Convention of Atlantic Baptist Churches or another Evangelical Church;
- (d) Of the age of majority in the Province of Nova Scotia;
- (e) Submission of written application containing such information as may be required from time to time by the Board, which shall also be determined by the Board; and
- (f) Approval of two-thirds (2/3) vote of the Board.

3.02 **Requirements for Membership for Churches**

Membership to the Association shall be a voluntary association by a local church in the Halifax Region United Baptist Association or another church in the Convention of Atlantic Baptist Churches or another Evangelical Church, which has met the following qualifications for membership:

- (a) Submission of written application containing such information as may be required from time to time by the Board, which shall also be determined by the Board; and,
- (b) Approval by a two-thirds (2/3) vote of the Board.

3.03 Requirements for Membership for Associations of Churches

Membership to the Association shall be a voluntary association by an association of churches in the Convention of Atlantic Baptist Churches or an association of other Evangelical Churches which has met the following qualifications for membership:

- (a) Submission of written application containing such information as may be required from time to time by the Board, which shall also be determined by the Board; and,
- (b) Approval by a two-thirds (2/3) vote of the Board.

3.04 Rights and Responsibilities of Members for Persons

(1) Members who are Persons shall have the following rights:

- (a) The Right to receive Notice of and to attend and to fully participate in meetings of members, including but not limited to speaking to items on the agenda, making and voting on motions;
- (b) The Right to nominate and to vote on the nomination of individuals to serve on the Board of the Association;
- (c) The Right to have access to the annual reports and the annual financial statements of the Association at an *Annual General Meeting of Members*, or, with notice of no less than seven (7) days and at an agreed upon time during office hours at the registered office of the Association;
- (d) The Right to have access to records of the Association with notice of no less than seven (7) days and at an agreed upon time during office hours at the registered office of the Association; and
- (e) The Right to vote on the approval of amendments to the Memorandum of Association or these Bylaws or to the establishment of any additional Bylaws;

(2) Members who are Persons shall have the following responsibilities:

- (a) The Responsibility to participate in the activities of the Association; and,
- (b) The Responsibility to invest in the Association according to their abilities.

3.05 Rights and Responsibilities of Members for Churches and Associations of Churches

(1) Member churches and associations of churches shall have the following rights:

- (a) The Right to receive Notice of and to designate two (2) Delegates to attend meetings of members, such Delegates to fully participate in meetings of members, including but not limited to speaking to items on the agenda, making and voting on motions;
- (b) The Right to nominate and to vote, using Delegates, on the nomination of individuals to serve on the Board of the Association;
- (c) The Right to have access to the annual reports and the annual financial statements of the Association at an *Annual General Meeting of Members*, or, with notice of no less than seven (7) days and at an agreed upon time during office hours at the registered office of the Association;
- (d) The Right to have access to records of the Association with notice of no less than seven (7) days and at an agreed upon time during office hours at the registered office of the Association; and
- (e) The Right to vote, using Delegates, on the approval of amendments to the Memorandum of Association or these Bylaws or to the establishment of any additional Bylaws;

(2) Member churches and associations of churches shall have the following responsibilities:

- (1) The Responsibility to participate in the activities of the Association; and,
- (2) The Responsibility to invest in the Association according to their abilities.

3.06 Recruitment of Members

- (1) Members may and shall be recruited by the Board as per the *Requirements for Membership for Persons*, Article 3.01; *Requirements for Membership for Churches*, Article 3.02; and, *Requirements for Membership for Associations of Churches*, Article 3.03. The Board shall strive to maintain a balance of membership that consists of no less than two-thirds (2/3) of the membership of the Association being composed of Persons possessing membership in good standing in a church of the Halifax Region United Baptist Association or another church in the Convention of Atlantic Baptist Churches; or church members which are members of the Halifax Region United Baptist Association or other churches which are members of the Convention of Atlantic Baptist Churches or association members including the Halifax Region United Baptist Association or another association of churches affiliated with the Convention of Atlantic Baptist Churches.
- (2) Subject to section 3.06 paragraph (1) of these Bylaws, the Board shall determine eligibility of membership based solely on the *Requirements for Membership for Persons* based on Article 3.01; *Requirements for Membership for Churches* based on Article 3.02; and, *Requirements for Membership for Associations of Churches* based on Article 3.03.
- (3) In addition, the Board shall appoint the Executive Employee to be an ex-officio, non-voting member of the Association.
- (4) A register of membership of the Association shall be maintained.

3.07 Removal of Members

Membership in the Association may cease by any of the following methods:

- (a) By a member requesting, in writing to the Board, the removal of their membership, at any time;
- (b) Upon the death of a Person who is a member;
- (c) Upon a Person who is a member no longer being a member in good standing of a church in the Halifax Region United Baptist Association or another church in the Convention of Atlantic Baptist Churches or another Evangelical Church;
- (d) Upon the dissolution of a member church or member association of churches; and
- (e) Upon the passing of a Special Resolution at an *Annual General Meeting of Members* or a *Special Meeting of Members*.

3.08 Reinstating Members

Members who have been removed from membership as per Section 3.07 paragraph (a) or paragraph (c) may be reinstated by a two-thirds (2/3) vote of the Board.

3.09 Transferred Membership

Membership to the Association shall not be transferrable.

Article IV. Meetings of Members of the Association

4.01 Annual General Meeting of Members

Each year the Association shall hold an *Annual General Meeting of Members* within one hundred twenty (120) days of the end of the fiscal year.

4.02 Notice of the Annual General Meeting of Members

- (1) Notification of the *Annual General Meeting of Members* shall be given to members at least thirty (30) days in advance of the meeting and shall include:
 - (a) The date, time and location of the meeting;
 - (b) The Agenda for the meeting;
 - (c) The list of nominations for the Board; and
 - (d) The full text of any Resolution or Special Resolution that the Board intends to place before the membership at the meeting.
 - (e) Notice shall be given by letter mail, electronic mail or telephone.
- (2) The non-receipt of Notice by any member shall not invalidate the proceedings of the meeting.

4.03 Agenda for Annual General Meeting of Members

At each *Annual General Meeting of Members*, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- (a) Minutes of preceding *Annual General Meeting of Members* and any *Special Meeting of Members* that has occurred since the preceding *Annual General Meeting of Members*;
- (b) Consideration of the annual report of the Board;
- (c) Consideration of the annual financial statements, including the balance sheet and operating statement and the report of the Auditors thereon;
- (d) Election of members to the Board; and
- (e) Appointment of Auditors.

4.04 Special Meetings of Members

A *Special Meeting of Members* may be called by the Board at any time, or by at least one quarter (1/4) of the members of the Association, if requested in writing and addressed to the Board.

4.05 Notice of a Special Meeting of Members

- (1) Notification of a *Special Meeting of Members* shall be given to members at least thirty (30) days in advance of the meeting and shall include:
 - (a) The date, time and location of the meeting;
 - (b) The Agenda for the meeting;

- (c) The full text of any Resolution or Special Resolution that the Board intends to place before the membership at the meeting.
- (d) Notice shall be given by letter mail, electronic mail or telephone.
- (2) The non-receipt of Notice by any member shall not invalidate the proceedings of the meeting.
- (3) Notice may be waived for a *Special Meeting of Members* with the unanimous approval of all members of the Association.

4.06 **Quorum at Meetings**

- (1) A quorum of any meetings of members shall require the presence and participation of no less than thirty percent (30%) of the members and Delegates of the Association.
- (2) No business shall be conducted at any meeting of members unless a quorum is present.
- (3) When a quorum is not present, a meeting of members may proceed for information purposes only.
- (4) If within thirty (30) minutes from the time appointed for any meeting of members a quorum is not present, the meeting, if convened at the request of members and delegates shall be dissolved. In any other case, the meeting shall stand adjourned to a time and place as may be decided by a majority of those members and delegates present.

4.07 **Voting**

- (1) Members and Delegates shall have one vote and no more. Persons holding a membership as per Article 3.01 may be designated as a Delegate by their member church or association but shall be limited to one vote.
- (2) Members and Delegates may not vote by proxy.
- (3) Motions shall be decided on the basis of a simple majority vote. The Chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chairperson shall have a casting vote.
- (4) A declaration of the Chairperson that a motion or Resolution has been carried or lost is sufficient unless a poll is demanded by a majority of those members and Delegates attending the meeting of members. If a poll is demanded, it shall be held by show of hands or secret ballot as the Chairperson may decide.

4.08 **Meetings**

- (1) The Chair of the Board shall preside as Chairperson at every meeting of members of the Association;
- (2) In the event that there is no Chair, or that the Chair is not present at the meeting of the members, the Vice-Chair shall preside as Chairperson;
- (3) In the event that there is no Chair or Vice-Chair, or that neither the Chair nor the Vice-Chair is present at the meeting of the members, the members and Delegates present shall appoint one of their number to be Chairperson.
- (4) The Chairperson may, with the consent of the members and Delegates, adjourn any meeting of members from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members and Delegates.

Article V. The Board of Directors of the Association

5.01 Powers of the Board of Directors of the Association

- (1) The management of the activities of the Association shall be vested in the Board who, in addition to the powers and authorities by these Bylaws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute expressly directed or required to be exercised or done by the Association in an *Annual General Meeting of Members*.
- (2) The Board shall have power to engage an Executive Employee to serve as the corporate, executive leader of the ministry and organization, and, to determine the duties and responsibilities and remuneration of this person.
- (3) The Board may appoint an Executive Committee, consisting of the Officers and such other members of the Board as the Board may decide.
- (4) The Board may appoint Committees of the Board and establish terms of reference and membership for each Committee provided that each Committee is chaired by a member of the Board and the members of the Committee are drawn from the Board or the general membership of the Association.

5.02 Meetings of the Board

- (1) The Board shall meet no less than three (3) times annually.
- (2) A meeting of the Board may be held at the close of every *Annual General Meeting of Members* without notice for the purpose of electing Officers.
- (3) All other meetings of the Board will be called by the Chair of the Board.
- (4) Participation in meetings of the Board shall be limited to members of the Board and the Executive Employee, except in such cases as the Board determines necessary to seek counsel or consultation from a Person or Persons not serving as a member of the Board.

5.03 Special Meetings of the Board

A Special Meeting of the Board may be called by the Chair of the Board any time, or by at least one third (1/3) of the members of the Board, if requested in writing and addressed to the Chair.

5.04 Notice of Meetings

- (1) With the exception of a meeting of the Board immediately after the close of the *Annual General Meeting of Members*, notification of a meeting of the Board shall be given to members of the Board and the Executive Employee at least seven (7) days in advance of the meeting and shall include:
 - (a) The date, time and location of the meeting; and,
 - (b) The purpose of the meeting.
- (2) The non-receipt of Notice by any Board member shall not invalidate the proceedings of the meeting.
- (3) Notice may be waived for any meeting with the unanimous approval of all members of the Board.

5.05 Quorum at Meetings

- (1) A quorum for meetings of the Board shall require the presence and participation of no less than six (6) members of the Board.

- (2) No business shall be conducted at any meeting of the Board unless a quorum is present.
- (3) When a quorum is not present, a meeting of the Board may proceed for information purposes only.
- (4) When a quorum is not present, a meeting of the Board may be adjourned to a time and place as may be decided by a majority of those members who are present.

5.06 **Voting**

- (1) Members, and only members of the Board shall have one vote and no more.
- (2) Members may not vote by proxy.
- (3) Motions shall be decided on the basis of a simple majority vote. The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chair shall have a casting vote.
- (4) A declaration of the Chair that a motion has been carried or lost is sufficient unless a poll is demanded by at least fifty percent (50%) of the members of the Board present. If a poll is demanded, it shall be held by show of hands or secret ballot as the Chair may decide.

5.07 **Conflict of Interest**

- (1) Save and except where specifically permitted by law and as approved by the Board, a member of the Board and family members shall not enter into a contract, business transaction, financial arrangement, or other matter with the Association in which the member of the Board or any family members has any direct or indirect personal interest, gain or benefit. Any member of the Board who has any direct or indirect personal interest, gain, or benefit in an actual or proposed contract, business transaction, financial arrangement, or other matter with the Association as described beforehand, whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board. The procedure for disclosure of such declaration shall be as follows:
 - (a) The Chair of the Board shall request any member of the Board who has declared a direct or indirect (that is, through family members) personal interest, gain, or benefit in any proposed contract, business transaction, financial arrangement, or other matter with the Board, to absent themselves during the discussion of and vote upon the matter; and
 - (b) Such action shall be recorded in the minutes.
- (2) In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a member of the Board has a direct or indirect personal interest, gain, or benefit in contravention of this Section 5.07, save and except where permitted by law and approved by a motion of the Board, such member of the Board shall be required to resign immediately from the Board, failing which they shall be deemed to have resigned from the Board upon the passing of a motion by the Board to that effect.

5.08 **Confidentiality**

- (1) Members of the Board shall be responsible to at all times respect the confidentiality of matters brought before the Board which the Board declares to be confidential.
- (2) In the event that a member of the Board at any time breaks confidentiality of matters brought before the Board that the Board has declared to be confidential, such member of the Board shall be required to resign immediately from the Board, failing which they shall be deemed to have resigned from the Board upon the passing of a motion by the Board to that effect.

5.09 **Remuneration**

Members of the Board shall serve as such without remuneration and no member of the Board shall directly or indirectly receive any profit from their position as such, nor shall any member of the Board receive any direct or indirect remuneration from the Association provided that members of the Board may be reimbursed for Reasonable Expenses incurred by them in the performance of their duties.

5.10 **Number of Members on the Board**

The Board shall consist of nine (9) voting members, with three members appointed each year for rotating three year terms of office.

5.11 **Requirements of Members of the Board**

Any member of the Association who may be considered to serve on the Board shall:

- (a) Meet the *Requirements for Membership for Persons* as per Article 3.01;
- (b) Model servant-leadership within existing spheres of influence;
- (c) Faithfully support the ministry of the Association;
- (d) Demonstrate an availability and aptitude to govern; and,
- (e) Consent to a yearly review by the Board of performance of roles and contributions as a member of the Board.

5.12 **Recruitment of Members of the Board**

- (1) Members of the Board shall be elected by the members of the Association from among those Persons who are members of the Association. Persons possessing membership in good standing within a member church or association of churches shall be eligible for election to the Board.
- (2) The Board shall provide the membership of the Association with nominees from the membership for election to the Board at the *Annual General Meeting of Members*. Nominees may be recommended to the Board for consideration by any member of the Association. Nominations shall be made in writing and no less than thirty (30) days in advance of the *Annual General Meeting of Members*. Additional nominations may be made from the floor of the *Annual General Meeting of Members*.
- (3) Election shall require a two-thirds (2/3) positive vote with each nominee voted on individually. Vacant positions on the Board shall be filled in sequence by the nominees with the highest positive vote in the election.
- (4) Nominees for six (6) of the members of the Board shall be from Persons possessing membership in good standing in a church of the Halifax Region United Baptist Association or another church in the Convention of Atlantic Baptist Churches. Nominees for the remaining three (3) members of the Board shall be from the general membership of the Association, including members of other Evangelical Churches or associations of other Evangelical Churches.

5.13 **Term of Service**

Members of the Board shall be elected for a three (3) year term of service, subject to an annual review of performance by the Board. Upon the completion of a term and should they be nominated, members of the Board shall be eligible to serve consecutive terms. Service on the Board shall be limited to three (3) consecutive terms.

5.14 Resignation and Removal of Members of the Board

Membership on the Board may be terminated by any of the following methods:

- (a) By a member resigning from the Board at any time. A member of the Board desiring to resign from the Board shall submit their resignation in writing to the Chair of the Board. Such resignation shall take effect at the date of the receipt of such notice or at any time specified therein.
- (b) By the death of the member;
- (c) By a majority vote of the Board removing any member from the Board, who has missed three (3) consecutive meetings of the Board, unless prevented from doing so by some legitimate reason;
- (d) By majority vote of the members of the Association, who have called for a *Special Meeting of Members*, as per Article 4.04, for the specific purpose of considering the removal of any member of the Board. At such Special Meeting of Members, the members may nominate and elect a member meeting the requirements of Section 5.11 *Requirements of Members of the Board* and the requirement of Section 5.12 *Recruitment of Members to the Board* to replace the Board Member who has been removed.

5.15 Vacancies on the Board

- (1) One (1) vacancy on the Board may be filled by appointment of the Board on an interim basis until the next *Annual General Meeting of Members*. Such appointment shall meet the requirements of Section 5.11 *Requirements of Members of the Board* and the requirements of Section 5.12 *Recruitment of Members to the Board*.
- (2) When there is more than one (1) vacancy on the Board, the Board shall call for nominations and call a *Special Meeting of Members* to vote on the nominations to fill the vacancies on the Board.

5.16 Officers of the Association

- (1) The Board shall elect Officers of the Association, consisting of:
 - (a) **The Chair of the Board**, who shall:
 - i. Provide spiritual leadership and support to the Association;
 - ii. Ensure the Objects of the Association are upheld with the highest standard of excellence;
 - iii. Be the public spokesperson for the Board, unless otherwise unavailable, and in such cases another member of the Board shall be designated by the Board;
 - iv. Preside over all meetings of the Board and Association, unless otherwise unavailable;
 - v. Represent the concerns of the Association;
 - vi. Lead the Board;
 - vii. Represent the Board at functions they may attend, including meetings or events recommended by the Board;
 - viii. Be a designated signing authority for the Association;
 - ix. Be a member of all Committees of the Association;
 - x. Serve as Past-Chair following the expiration of their term for an additional period of one year as a non-voting member of the Board: and

- xii. Exercise any other powers and fulfill any other duties assigned by the Board or reserved for this office under Association policies and procedures that are consistent with these Bylaws.
- (b) **The Vice-Chair of the Board**, who shall:
- i. Provide spiritual leadership and support to the Association;
 - ii. Ensure the Objects of the Association are upheld with the highest standard of excellence;
 - iii. At the request of the Board and subject to its directions, perform the duties of the Chair during the absence, illness or incapacity of the Chair, or during such period as the Chair may request them to do so;
 - iv. Be a designated signing authority for the Association; and,
 - v. Exercise any other powers and fulfill any other duties assigned by the Board or reserved for this office under Association policies and procedures that are consistent with these bylaws.
- (c) **The Treasurer**, who shall:
- i. Provide spiritual leadership and support to the Association;
 - ii. Ensure the Objects of the Association are upheld to the highest standard of excellence;
 - iii. Oversee the financial affairs of the Association, ensuring the financial goals and objectives are implemented by the Employees;
 - iv. Present financial reports to the Board;
 - v. Provide input in the preparation of the annual budget;
 - vi. Verify banking statements;
 - vii. Ensure an independent review of the financial affairs of the Association is completed annually;
 - viii. Present annual financial statements at the *Annual General Meeting of the Members*, and / or at any other time required by the Board;
 - ix. Oversee preparation of financial statements to be filed with the Registrar;
 - x. Be a designated signing authority for the Association; and,
 - xi. Exercise any other powers and fulfill any other duties assigned by the Board or reserved for this office under Association policies and procedures that are consistent with these bylaws.
- (d) **The Secretary**, who shall:
- i. Provide spiritual leadership and support to the Association;
 - ii. Ensure the Objects of the Association are upheld to the highest standard of excellence;
 - iii. Maintain the minutes of the meetings of the Board and members, ensuring that minutes are organized in a permanent record;
 - iv. Ensure proper documentation is filed with the Registrar, including: the annual financial statements (to be provided by the Treasurer) and a list of Board and Officers with addresses, occupations and start date, within

fourteen (14) days of the Annual General Meeting of Members; notice of any change in Board, within fourteen (14) days of any such change; a copy of any Special Resolution, within fourteen (14) days of the resolution; and, notice of any change in registered office or registered agent, within fourteen (14) days of the change.

- v. Maintain a register of members, ensuring it is organized in a permanent record.
 - vi. Maintain custody of the records of the Board and Association;
 - xii. Be a designated signing authority for the Association
 - xiii. Have custody of the corporate seal, which may be affixed to any document as directed by the Board ; and,
 - vii. Exercise any other powers and fulfill any other duties assigned by the Board or reserved for this office under the Association policies and procedures that are consistent with these bylaws.
- (e) **The Executive Employee**, who shall:
- i. Provide spiritual leadership and support to the Association;
 - ii. Ensure the Objects of the Association are upheld to the highest standard of excellence;
 - iii. Reporting directly to the Board, oversee and steward the ministry of the Association, including the hiring and supervision of all staff;
 - iv. Be a designated signing authority for the Association; and,
 - v. Exercise any other powers and fulfill any other duties assigned by the Board or reserved for this office under the Association policies and procedures that are consistent with these bylaws.

(2) The Board may appoint the same Person to hold both offices of Secretary and Treasurer.

Article VI. **Contracts**

6.01 **Requirements for Contracts Executed for the Association**

Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by no less than two Officers of the Association, authorized as signing authorities for the Association.

Article VII. **Protection of Members of the Board and Officers of the Association**

7.01 **Limitation of Liability**

No member of the Board or Officer of the Association, in the absence of any dishonesty or wilful neglect on such member's or Officer's part, shall be liable for the acts, receipts, neglects or defaults of any other member of the Board, Officer or Employee, or for joining in any receipt or other act for conformity, or for the loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or through the insufficiency or deficiency of any security in or upon which any of the funds of the Association are invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any Person including any Person with whom any funds, securities or effects are deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Association or for any loss, damage, or misfortune occasioned by error of judgment or oversight on the part of such member of the Board or Officer, or for any

other loss, damage or misfortune whatsoever which happens in the execution of the duties of such member of the Board or Officer or in relation thereto.

7.02 Indemnity to Members of the Board and Officers of the Association

Every member of the Board or former member of the Board who acts or acted at the request of the Association, as a member of the Board, and the heirs and legal representatives of such member of the Board, in the absence of any dishonesty or wilful neglect on the part of such member of the Board, shall be indemnified and saved harmless by the Association against, and it shall be the duty of the Board and Officers out of the funds of the Association to pay, all costs, losses and expenses, including an amount paid to settle an action or claim or satisfy a judgment, that such member of the Board may incur or become liable to pay in respect of any claim made against such member of the Board or civil, criminal or administrative action or proceeding to which such member of the Board is made a party by reason of being or having been a member of the Board of the Association, whether the Association is a claimant or party to such action or proceeding or otherwise; and the amount for which such indemnity is proved shall immediately attach as a lien on the property of the Association and have priority as against the members and trustees over all other claims.

7.03 Insurance

The Board is authorized to acquire members' of the Board and Officers' insurance in such amounts and on such terms and conditions as the Board may consider appropriate in its sole discretion, provided that the purchase of such members' of the Board and Officers' insurance shall not unduly impair the carrying out of the Objects of the Association or render the Association insolvent.

Article VIII. Stewardship of the Finances, Records and Information of the Association

8.01 Fiscal Year

The fiscal year of the Association shall be the first day of January to the last day of December in each year.

8.02 Auditor

- (1) The Board shall recommend to the membership at the Annual General Meeting of Members the appointment an Auditor or Auditors, who shall not be a member of the Board, an Officer or Employee of the Association, or a partner or Employee or family member of any such Person, and shall possess the deemed necessary experience to properly perform the duties of the audit or a review of the financial statements, that is to:
 - a. Report to the Board on the fairness of the financial statements presented by the highest ranking corporate Employee, or designate;
 - b. Audit and/or review the accounts and financial records and report to the Board-on the reliability and fairness of the financial reports and the internal controls in accordance with generally accepted audit practice;
 - c. Report to the Board on the results of the audit and/or review any recommendations to improve the system of internal controls; and,
 - d. Carry out such other duties as directed by the Board.
- (2) In addition to making a report to the Board, the Auditor or Auditors shall be entitled to report from to time, either verbally or in writing to the Board on the audit work with necessary recommendations.

Article IX. Corporate Seal for the Association

9.01 **Corporate Seal**

The Board shall provide a suitable corporate seal for the Association, which shall be in the form of a circle with such design as the Board shall decide.

Article X. **Records for the Registrar of Joint Stock Companies**

10.01 **Records of the Board of Directors**

The Association shall file with the Registrar with its annual statement a list of its Board with their addresses, occupations and dates of appointment or election, and within fourteen (14) days of a change of Board, notify the Registrar of the change.

10.02 **Records of Special Resolutions**

The Board shall cause to be filed with the Registrar a copy of every Special Resolution within fourteen (14) days after the resolution is passed.

Article XI. **Special Resolutions**

11.01 **Activities of the Association Requiring Special Resolutions**

Special Resolutions shall be required for the following activities:

- (a) Changing the Association's name or altering its Objects;
- (b) Making, repealing or amending these Bylaws;
- (c) Issuing debentures or mortgaging real property;
- (d) Exercising borrowing powers;
- (e) Surrendering the certificate of incorporation of the Association; or,
- (f) Any other matter set out by law, in the Bylaws, or by the Board if decided that a matter should be put to a Special Resolution.

Article XII. **Statutory Compliance**

12.01 **Statutory Compliance**

For as long as the Association is incorporated under the *Societies Act* of Nova Scotia, the Association shall do all things necessary to comply with that Act. If, for reasons related to the Objects of the Association or reasons otherwise, the Association cannot comply with that Act, the Association may, by Resolution and satisfying any other requirements of the Act or Bylaw, surrender its certificate of incorporation.

Article XIII. **Amendment of Bylaws**

13.01 **Amendments**

Amendments to these Bylaws or establishment of further Bylaws shall require the passage of a Special Resolution; as well as the approval of the membership of the Halifax Region United Baptist Association.

13.02 **Approval of Amendments**

No amendment to these Bylaws or establishment of further Bylaws shall take effect until approved by the Registrar.