

Hebron Baptist Church - BY-LAWS

Reviewed: June 4th, 2023

Edit: December 13, 2023

Definitions:

1. In these by-laws:
 - a) "Church" means Hebron Baptist Church.
 - b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Societies 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 has been duly given.
 - d) "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 has been duly given.
 - e) "Regulation" is a document enacted by special resolution, providing policies, rules, and regulations for the conduct of some aspect of the Church's operations.
 - f) "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 essentially equivalent to the term "motion" as commonly used by other societies.
 - g) "Objects of the Church" are defined as the activities and resources of the organization for fulfilling its purposes.
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Membership Rights and Responsibilities:

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these by-laws, and none other, shall be members of the Society, and their names shall be entered in the Register of Members accordingly. For the purposes of registration, the number of members of the Society is unlimited.
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 up by the Church in its Regulations.
6. Any person, residing in Nova Scotia, who confesses faith in the Lord Jesus Christ, who bears witness to a changed life, who is in agreement with and committed to upholding the doctrines and practices of this Church, and has been baptized by immersion may be received into membership. Voting privileges of members will commence at sixteen (16) years of age; as long as they meet the conditions set up by the Church in its Regulations. Baptism by immersion may be waived by the Senior/Lead Pastor and/or Deacons due to sufficient health reasons of the applicant.
7. Membership in the Church is not transferable to another person.

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 they ceases to qualify for membership in accordance with the Regulations of the Church, or
 - d) if, by a vote of the majority (51%) 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, or pledge assets as security for the borrowing, as defined in the Regulations established by the Church;
 - c) mortgage its real property to secure the payment of money borrowed by it;
 - d) change the legal name of the Church;
 - e) join another society or association;
 - f) remove a Director and appoint another member to complete the term of office of the Director so removed in accordance with the Regulations established by the Church;
 - g) 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;
 - h) terminate membership in another society or association;
 - i) sell or purchase real property;
 - j) create, amend, or revoke a Regulation of the Church;
 - k) call or dismiss a Pastor and/or staff member;
 - l) overturn a decision of the governance board(s) or Pastoral staff in areas not reserved for congregational decisions;
 - m) alter the objects of the Church or the locality in which they are carried out.
10. The Church may exercise the following powers by an ordinary resolution:
 - a) elect members to serve on the Board of Directors;
 - b) elect members to serve on any Pastoral Search Committee;
 - c) establish or amend a Financial Budget for a calendar year;
 - d) incur non-budgeted expenses in accordance with the Regulations of the Church;
 - e) remove member(s) from membership in accordance with the Regulations established by the Church;
 - f) restore the membership of an individual which was revoked.
11. Any by-law or amendment to by-laws shall take effect immediately but the Registrar must be notified of any by-law change.
12. No funds of the Church shall be available for the personal benefit of any member.
13. 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:

14. Every member shall have one vote, in accordance with the Regulations established by the Church. There shall not be proxy voting.
15. A general or special meeting of the members may be held at any time and shall be called if:
 - a) requested by the Senior/Lead Pastor, or
 - b) requested by a majority of the Deacons, or
 - c) requested by a majority of the Directors, or
 - d) requested in writing by at least twenty percent (20%) of the members and submitted to the Moderator, Senior/Lead Pastor, Deacons, or the Board of Directors.
16. If a special meeting of the members is requested under 15 d), the meeting shall be held no later than one month after the day on which the request is submitted to the Moderator, Senior/Lead Pastor, Deacons, or Board of Directors.
17. An annual general meeting shall be held within three months after every fiscal year end. The following items of business shall be dealt with and shall be deemed to be ordinary business, and all other business transacted shall be deemed to be special business:
 - a) minutes of the previous general or special meeting
 - b) consideration of the annual report of the Directors,
 - c) consideration of the annual financial statements of the Church,
 - d) appointment of financial examiners for the ensuing year,
 - e) election of Directors,
 - f) budget, and
 - g) other, in accordance with the Regulations of the Church.
18. Notice to members is required for general or special meetings. This notice must:
 - a) specify the date, place, and time of the meeting;
 - b) be given to the members two weeks in advance of meeting including one Sunday;
 - c) be given to the members by verbal announcement during Sunday service and in written form and/or other means of communication;
 - d) the non-receipt of notice by any member shall not invalidate the proceedings at any business meeting.
19. A proposal to pass a special resolution may be added to the agenda of a general or special meeting if requested in a written document signed by the Senior/Lead Pastor, a majority of the Directors, or twenty percent (20%) or more of the members and submitted to the Moderator, Senior/Lead Pastor, Deacons, or Board of Directors:
 - a) In the case of a special meeting requested as per by-law 15 d), by the day on which the request for the special meeting is submitted to the Moderator, Senior/Lead Pastor, Deacons, or Board of Directors.
 - b) In any other case, at least one week before the date of the proposed meeting.
20. No business shall be transacted at any meeting of the Church unless a quorum of members is present at the commencement of such business. Quorum shall consist of twenty-five percent (25%) of the members.

- a) If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting 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 18, and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Church Meeting.
 - b) If a meeting is convened at the request of the members as per by-law 15 d) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.
21. The Moderator of the Church (or in their absence, the Vice-Moderator) shall call the business meeting to order and preside as chair at member's meetings. If both are absent, then any Director may call the meeting to order and elect a temporary Moderator.
22. The Moderator shall have no vote except in the case of an equality of votes. If a majority of votes is not achieved, the Proposal or Resolution is lost.
23. The Moderator, with the consent of the members, may adjourn any meeting. No new business shall be transacted at the subsequent meeting until all business left unfinished at the adjourned meeting has been completed.
24. At any meeting, a declaration by the Moderator 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 determined by the membership.

Directors:

25. Any member of the Church shall be eligible to be elected a Director of the Church as long as they meet the eligibility criteria established by the Regulations of the Church. Every Director shall be a member of the Church.
26. The number of Directors shall not be less than five (5) or more than nine (9). The Pastor(s) are not a Director of the Church.
27. Directors shall be nominated by the Director's Board and then elected by the Church members at the Annual General meeting. The Directors shall consist of elected members of the Church as per the criteria established by the Regulations of the Church. Directors shall serve a term of three (3) years and no more than three (3) consecutive terms or as defined in the Regulations of the Church.
28. In the event that a Director resigns their office or ceases to be a member of the Church, their office as Director shall be vacated. The vacancy may be filled for the unexpired portion of the term by the Directors from among the members of the Church.
29. The Church may, by a special resolution, remove any Director before the expiration of the period of office. Another person may be appointed by the Directors to complete the term of office in their stead. The person so appointed shall hold office during such time only as the Director in whose place they are appointed would have held the office if they have not been removed.

30. Any Director who is removed from their position who is also an Officer of the Board of Directors will cease to be an Officer upon removal as a Director.
 31. The Directors shall be responsible to oversee the adherence to the Regulations of the Church, and the Nova Scotia Societies Act including the by-laws to be exercised by the Members of the Church at a general meeting.
 32. The Directors, as per the Regulations of the Church, shall engage a Pastor(s) and communicate duties, responsibilities, and remuneration as defined in the Regulations of the Church.
 33. The Directors may appoint ad hoc committees as needed.
 34. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this conflict. The declaration should be made to the members;
 - a) upon nomination, and/or
 - b) if serving as a Director, when the possibility of a conflict is realized.
 35. A conflict of interest does not prevent a member from serving as a Director provided that they withdraw from the decision making on matters pertaining to that conflict. The withdrawal should be recorded in the minutes.
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Director's Meetings:

36. Meetings of the Board of Directors shall be held not less than four (4) times per year, and may be called by any Officer or any two Directors.
37. A meeting of Directors may be held at the close of the Annual Business meeting without notice. Notice of all other meetings, specifying time, place, and purpose thereof, shall be given either orally, in writing, or by electronic means at least seven (7) days prior to the meeting. The non-receipt of such notice by any director shall not invalidate the proceedings. Emergency meetings may be called on shorter notice when necessary.
38. A quorum shall consist of 60% 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 and, upon request, before any vote.
39. The Moderator or, in their absence, the Vice-Moderator or, in the absence of both of them, any Director appointed from among the Directors shall preside as Chair of the meeting.
40. At Directors meetings, where there is not a majority of votes, the Proposal shall be lost.

Officers of the Church:

41. The Officers shall be elected by the members of the Church, as per the Regulations of the Church.
42. The Secretary shall be responsible for taking and maintaining minutes for any/all Members and Directors meetings.

Finance:

43. The fiscal year end of the Church shall be the last day of December.
44. The Treasurer shall annually present to the Members a written report on the financial position of the Church. 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 in the preceding fiscal year.
 - c) in all cases, the portion of the current fiscal year for which the information is available.
45. A copy of the Financial Report shall be signed by the financial examiners or by two Directors.
46. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each Annual Meeting.
47. Financial examiners of the Church may be appointed by the Members at the Annual General meeting and, if the Members fail to appoint financial examiners, the Directors may do so.
48. The members may inspect the Annual Financial Statements, minutes of membership, and Directors' meetings at the registered office of the Church with two weeks' notice. All other books and records of the Church may be inspected by any member at any reasonable time except within one week prior to the Annual General meeting at the Registered office of the Church.
49. Directors and Officers shall serve without remuneration and shall not receive any profit from their positions. However, a Director or Officer may be reimbursed reasonable expenses incurred in the performance of their duties as per the Regulations of the Church.
50. The Church shall not make loans, guarantee loans, or advance funds to any Director or Officers.