



West Vancouver Baptist Church

CONSTITUTION AND BY-LAWS

**Adopted at the Annual General Meeting
on March 31, 2019**

WEST VANCOUVER BAPTIST CHURCH CONSTITUTION AND BY-LAWS

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West Vancouver Baptist Church Constitution and By-laws

Constitution

Article 1 - Name

The name of the society shall be:

West Vancouver Baptist Church (the “church”)

Article 2 – Purposes

The purposes of the church are:

To proclaim the gospel of salvation through Jesus Christ, the Son of God, as Saviour and Lord;

To provide services of Christian worship, including the observance of the New Testament ordinances and a ministry of Christian education and missionary effort at home and abroad;

To witness to principles of Christian love; to render sacrificial Christian service; and

To teach and practice the doctrines of the Christian faith as commonly accepted by the churches of the Baptist denomination and as outlined in the By-laws.

(collectively, “the Purposes”)

West Vancouver Baptist Church By-laws

Definitions

In these By-laws:

“Act” means the Societies Act of British Columbia as amended from time to time;

“Council” means the Board of Directors of the Society;

“Chair of Council” means President of the Society;

“Vice-Chair” means Vice-President of the Society;

“Church Clerk” means Secretary of the Society;

“By-laws” means these By-laws as amended from time to time.

“Member” means a person who meets the membership requirements outlined in By-law 4.

“Staff” means persons listed in the worship folder as Church Staff

Conflict with Act or Regulations

If there is a conflict between the By-laws and the Act or the Regulations under the Act, the Act or the Regulations, as the case may be, prevail.

By-law 1 **Denominational Affiliations**

The church shall operate in affiliation with:

1. Canadian Baptists of Western Canada (CBWC)
2. The Canadian Baptist Ministries (CBM)
3. The Baptist World Alliance.

By-law 2 **Statement of Faith**

The church shall hold and teach doctrines and principles, which Baptist Churches have commonly held important, among which are:

1. Belief in one God, Creator of all, existing in three equal Persons: the Father, the Son and the Holy Spirit; [Genesis 1:1, John 10:30, John 4:24]
2. Belief that the Scriptures of the Old and New Testaments are divinely inspired and, with the instructional help of the Holy Spirit, are sufficient authority in matters of belief and practise; [2 Timothy 3:16-17, 2 Peter 1:19-21]
3. Belief in the sinfulness of man and his dependency upon the mercy of God for salvation; [Genesis 1:26, Romans 3:9-23, Romans 5:12, Ephesians 2:1-3]
4. Belief in the incarnation of the Son of God, and His atonement for sin by sacrifice of Himself and His shed blood on Calvary's cross, through which believers are freely justified by grace; [Ephesians 2:8, 1 Corinthians 15:1-4, Romans 4:25, John 3:16, Romans 9:9-10]
5. Belief that the church universal, as the body of Christ, has as its objective to serve Christ as Lord and Saviour; [Hebrews 9:24, John 10:38, John 17, Galatians 4:4, 1 Timothy 3:16, 1 Corinthians 15: 20-23, 1 John 2:1]
6. Belief in the personal return of the Lord Jesus Christ, the resurrection of the just and the unjust, the eternal reward of the righteous and the retribution of the unrighteous; [Acts 1:11, John 5:24,28-29, Luke 16:19-31, John 14:1-3, 1 Corinthians 15:42-57, Revelation 20:11-15, Revelation 21:1-8, Revelation 22:12]
7. Belief that there are two principal ordinances to be observed by the church, as found in the New Testament:
 - a. Baptism- the immersion of the believer in water, in the name of the Father, the Son and the Holy Spirit, whereby he or she obeys Christ's command and sets forth his or her identity with Christ in his death, burial and resurrection. The ordinance is given to the Church to administer and

commend to the believer; [Colossians 2:12, Romans 6:3-5, Acts 2:38-41, Acts 8:35-39, Matthew 28:16-20]

- b. The Lord's Supper – the partaking by believers of bread and wine, which symbolizes the Lord's body and shed blood, in the remembrance of Him, proclaiming His death until he comes. Believing Christians are invited to participate in this ordinance; [1 Corinthians 11; 23-24]
8. Belief in the separation of Church and State and acknowledgement that God ordains the powers that be, for the good order of society. [Romans 13: 1, 2 Timothy 2:1-3, 1 Peter 2:13-18]

By-law 3

Organization

A. General

1. Baptist principles call for a congregational style of church government. All and ultimate authority resides in the church under the guidance of the Holy Spirit, with any authority residing in a leader or group of leaders being a delegated authority only.
2. Church officers are elected to positions of leadership by the church and hold office at the pleasure of the church. They are not rulers, but servants of the church.

B. Council

1. The overseeing board of the church shall be a council comprised of seven to nine elected persons (the "Council"). The Council shall comprise the Treasurer, the Church Clerk, and five to seven councillors at large (the "Councillors"), each being Members. The Lead Pastor, who is not a member of Council, shall exercise his/her leadership with Council in a non-voting capacity. By the second meeting after its election, Council shall by secret ballot elect from its number, a Chair and Vice-chair. Without limiting the generality thereof and in no specific order of priority, the duties of Council are as follows:
 - a. **Servant Leadership:** To seek, as servant leaders, the Holy Spirit's guidance for the church.
 - b. **Governance:** To develop, approve, implement and oversee various policies for the day-to-day operation and management of the church. Without limiting the generality of the foregoing, this includes all personnel issues, all operations issues, all budgeting, borrowing, financing and spending issues, all property management and development issues, all governance issues, and all discipleship issues, however, spiritual issues are to be overseen in conjunction with the Lead Pastor.
 - c. **Implement and Plan:** To establish and maintain a vision for the church. Council, in conjunction with the Lead Pastor and Staff, will break down the vision into short and long-term goals and engage the church in such a process so as to finalize the vision and its implementation.
 - d. **Delegation and Reporting:** To delegate to the Lead Pastor, who may in turn sub-delegate to the Staff, responsibility for day-to day management of the church. The Lead Pastor is to report to Council from time to time as directed in regard to the day to day management. Council is to report to the membership on the management of the affairs of the church, at general or other meetings of the church.

- e. **Nominate:** To appoint members to key church committees.
 - f. **Personnel Issues:** To develop and maintain a position description for the Lead Pastor outlining his/her duties and responsibilities; to establish procedures for Staff including conflict resolution, and to make final decisions where the conflict procedures fail to do so.
 - g. **Create Budgets:** To present to the congregation a budget for expenditures for the following year.
 - h. **Selection and Hiring of Staff:** To appoint and oversee a selection committee to fill key staff positions. Any Staff position recommendation made by such committee is to be approved by Council.
 - i. **Legal Responsibilities:** To discharge all legal responsibilities and exercise all legal powers of the church including those mandated by the Act and other legislation.
 - j. **Membership:** To recommend for membership those who have applied and been interviewed.
2. Council may create and devise sub-committees of Council and delegate to such specific responsibilities to help Council in its work and in such case shall outline the general purpose and function of any such sub-committee or sub-committees, as the case may be, in the Operations Policy Manual (See By-law 5 G). All such committees and sub-committees shall report directly to Council. Their appointments shall be for three year terms and they may be reappointed for additional terms.
 3. Council shall have the power to receive, purchase, acquire, sell, lease, convey, mortgage, deed, assign or otherwise transfer any property of the church, including real property, but may only do so if, at a general meeting of the church, the specific proposal dealing with property is first approved by a Special Resolution with a quorum with 25 % of the Members, or 50 Members, whichever is the greater.
 4. In general, Council shall not borrow money without approval by the Members as described in paragraph 3 above. However, Council may, without obtaining approval of the Members, and for emergency purposes, authorize a borrowing by the church, such borrowing not at any time to exceed 12% of the annual budget of the church in the year in which the borrowing is sought.
 5. A Councillor may be removed from office by Special Resolution.

6. Councillors shall serve without remuneration.
7. A Council meeting may be called by the Chair or by any two members of Council. At least two days' notice of a Council meeting must be given unless all members of Council agree to a shorter notice.
8. Quorum for the transaction of business at a Council meeting is the majority of the Councillors.
9. Council retains an emergency discretion in the day to day management of the affairs for the church and, when facts sufficient to trigger this discretion arise, Council may, in limited emergency situations only, act. For purposes of clarity, emergency situations means situations that threaten the management or spiritual health of the church and which arise without sufficient forewarning for the church to react in the normal course of business. The church retains the right to review decisions of the Council made under its emergency discretion.

C. Moderator

The role of the Moderator is one of informal leadership but has specific duties as follows:

1. To act as the chairperson at all general meetings of the church.
2. To serve as an ombudsperson with respect to issues and concerns that arise between Council, Lead Pastor, Staff, Members and the congregation.
3. To ensure that a newly elected Council meets soon after the Annual General Meeting to elect the Chair and Vice-chair.
4. The Moderator may, but is not required nor expected to, attend meetings of the Council. If he/she does attend, he/she shall not be entitled to vote.
5. The Moderator is not a Councillor.

D. Chair of Council

The Chair of Council shall preside at all meetings of Council and shall supervise such meetings and the structure, agenda and procedures of such meetings.

E. Vice-Chair

The Vice-Chair of Council shall carry out the duties of the Chair only in the absence of the Chair, however, may lend support to the performance of the duties of the Chair upon request by the Chair.

F. Lead Pastor

The Lead Pastor shall be nominated by a recommendation from the Pastoral Search Committee and shall be appointed at the pleasure of the church. Such appointment shall be first confirmed by a vote of the Members, being the affirmative vote of 75% of the Members present and voting at a general meeting. The Lead Pastor shall direct and oversee pastoral and administrative Staff in accordance with personnel policies of the church.

G. Treasurer

The Treasurer shall be responsible for the maintenance of the financial records of the church, including receipt and banking of monies from members and other sources; keeping accounting records in the respect of the Church's financial transactions; preparing the Church's financial statements; and making the Church's filings respecting taxes. The Treasurer is an elected member of Council.

H. Church Clerk

The duties of the Church Clerk are to keep minutes of all meetings of Council and general meetings, to maintain the membership roll, to issue notices of meetings, to file the annual report of the Church and make any other filings with the registrar under the Act; and, at the direction of Council, to issue any official correspondence of the church as required from time to time. The Church Clerk is an elected member of Council.

I. Elected Positions

1. The Councillors shall, unless indicated otherwise, be elected to serve three-year terms and may serve up to two consecutive three-year terms without necessity of a break year. After serving a second term, each Councillor shall take a break year in which no appointment as Councillor can occur.
2. The terms may be shortened so that approximately one third of the Councillors' terms expire each year.
3. The Chair of Council may serve a maximum of one three-year term in this position and may not be re-elected as Chair without a break year.
4. The Moderator shall be elected by the Members for a two-year term and may serve a maximum of two consecutive two-year terms without a break year.
5. In the event that one or more of the above positions become vacant during their respective terms, Council may, with advice from the Nominating Committee, appoint replacements until the end of unexpired terms, provided that such persons are affirmed at the next AGM. A replacement councillor may then serve one further term.
6. Staff and their spouses are not eligible to serve in elected positions.

J. Nominating Committee

1. A nominating committee shall be elected by the church to discern eligible candidates for elected positions (the “Nominating Committee”). The Nominating Committee shall comprise five persons, being Members, including the Lead Pastor ex-officio and one representative of Council as a voting member.
2. The Nominating Committee shall prayerfully consider the spiritual gifts and abilities of candidates and propose for nomination at least one candidate for each available elected position and post a list containing the names of the candidates in a prominent place within the Church premises two weeks before the Annual General Meeting. Only candidates who have consented to serve if elected shall be proposed.
3. Members may add other nominees to the list of candidates up to 24 hours prior to the general meeting at which elections are held, provided that such nominees are proposed by at least two Members and such nominees have consented to serve if elected.
4. Members of the Nominating Committee shall be elected by the church to serve one three year term and may serve additional terms provided that there is a break of at least one year.

K. Pastoral Search Committee

1. A Pastoral Search Committee of up to five persons shall be created under the guidance of Council as soon as practical after the Lead Pastor position becomes vacant. The Nominating Committee shall propose a slate of not fewer than five Members of whom two shall be Councillors. A Pastoral Search Committee may be enlarged beyond 5 persons for a particular search but only if authorized through an Ordinary Resolution of the church to this effect. Before proposing candidates for this committee, Members shall be invited to suggest persons who might be considered for appointment.
2. The Chair of Council, Staff and their spouses are not eligible to serve as members of any Pastoral Search Committee.
3. The Pastoral Search Committee in recommending a candidate for appointment shall seek the support of Council before a candidate is presented to the membership for a vote.
4. Council shall negotiate terms of employment with the candidate so that appropriate disclosure can be made to the membership.
5. Upon the particular search for which the Search Committee was constituted being concluded, a Pastoral Search Committee shall be disbanded.

By-law 4

Membership

A. Qualifications

1. Membership in the church may be extended to any person applying for membership (the "Applicant") who, having personally accepted Jesus Christ as Saviour and Lord, proposes to follow Him, and who:
 - a. Has witnessed to his or her repentance and faith by being baptized by immersion, or in exceptional circumstances and on the recommendation of Council, makes a public personal confession and confirmation of belief;
 - b. Agrees that the church is part of the church universal, which includes all persons who confess that Jesus Christ is Saviour and Lord;
 - c. Agrees to uphold the By-laws of the church and, in particular, accepts the Statement of Faith and in particular meets the Qualifications in 4 A of this By-law; and
 - d. Agrees to participate as a member voting at the meetings of the church and, when elected to a role of leadership, participates in advancing the work of the church in all programs, its stewardship and its outreach.

B. Admission to Membership

1. All Applicants shall make application to Council of the church, in a form satisfactory to the church. Upon that body, on evidence satisfactory to itself, first being satisfied that the Applicant meets the Qualifications in By-law 4 A, an announcement shall be published on two successive Sunday mornings, indicating that the Applicant will be admitted to membership unless Council learns of new information that in Council's opinion causes concerns in relation to the Qualifications in 4 A of this By-law. The applicant will be admitted to membership unless three or more Members in good standing each submit an objection in writing to the Church Clerk. In the absence of such objection, the Applicant will become a Member one week after the second notice.
2. If the necessary objections are received by the Church Clerk prior to a date one week after the second notice, the process described in paragraph B1 above is suspended while the application and the surrounding objection(s) and the related facts investigated by Council, and Council, upon completion of its investigation, and where such investigation is found by Council to support an objection, shall refer the matter to a general meeting of the church for a full review of the investigation and findings of Council and a subsequent vote by Members as to whether the Applicant becomes a Member. An affirmative vote cast by at least two-thirds of the Members present and voting shall operate to declare the Applicant a Member of the church.

C. Membership Rights and Privileges

1. Members in good standing are entitled to the privileges and responsibilities under these By-laws and shall, upon being accepted to membership in the church, be deemed to have relinquished membership in any other church. The full name and resident address of the new Member shall, for as long as such person remains a Member, be registered on the membership roll of the church.
2. A Member in good standing whose name appears on the membership roll of the church is a voting member as defined in the Societies Act, R.S.B.C. (the "Act").
3. The membership roll of the church shall record (1) the full name and resident address of each Member; (2) the date upon which each person is admitted as a Member; (3) the date upon which each person ceases to be a Member; (4) and the class of membership of each Member, if provision is made for classes.
4. Only Members whose names appear on the membership roll of the church are Members in good standing. Only Members in good standing are entitled to exercise the rights and privileges of membership in the church, including, inter alia, voting at meetings of the church.
5. Members are expected to support the programs and activities of the church and its financial needs as reflected in the annual budget to the extent they are able.
6. A Member may be disciplined, suspended or expelled for misconduct by a resolution of Council. In such case the Member shall be notified in writing of allegations under consideration and the member shall be entitled to a hearing before action is taken. In the case of expulsion, Council's recommendation shall be determined on the authority set out in 1 Corinthians 5 and other relevant biblical scripture; such recommendation shall be placed on the agenda of a general meeting for action subject to By-law 4 Sec. (D) 1e.

D. Cessation of Membership

1. Membership in the church shall cease and be terminated in any of the following circumstances:
 - a. By transfer of membership or permanent attendance to another church;
 - b. By resignation or death of the Member;
 - c. By withdrawal of Membership by the church, as recommended by the Council, to a meeting of the church called for that purpose, if approved by two-thirds of the Members present and voting;
 - d. By joining another faith or by cessation of faith as set out in By-law 4A; or,

- e. By expulsion by the church, such expulsion to be determined by Council based on the authority set out in relevant biblical scripture;
 - f. By ceasing to be a Member in good standing.
2. On termination of membership, the terminated former Member's name shall be noted on the membership roll as ceased and the date of cessation of membership duly recorded on the membership roll.

E. Ceasing to be in Good Standing

1. A Member ceases to be a Member in good standing if he or she fails to attend services or functions of the church for a period of two years. In that case, Council may satisfy itself that the Member has so failed and may direct to the Church Clerk that the name of the lapsed Member be noted as ceased on the membership roll of the church.
2. A Member marked as ceased on the membership roll of the church is no longer a Member of the church and may not vote as a Member at any meeting of the church. Council will make all reasonable attempts to contact the person so affected to advise of the status change.
3. A Member marked as ceased on the membership roll who remains on said roll marked as ceased for one year will not appear as a Member on any membership list or roll of the church.
4. A Member marked as ceased on membership roll of the church may make application to Council which may, at its discretion as to procedure and qualification for such, authorize the Church Clerk to have such former Member's name restored to the membership roll of the church.
5. If a person marked as ceased on the membership roll of the church wishes to remain associated with the church in a non-active role, Council may direct the person be included on an inactive list. Such person may be restored to membership as a ceased member under clause 4.

By-law 5

Conduct of Business

A. Elections

1. Elections for all elected positions referred to in these By-laws shall be held at the Annual General Meeting of the church and all elected positions are open to all Members in good standing; with the exception of Staff of the church and their spouses who are ineligible for positions on Council, as Moderator and the Search Committee.. The assumption of elected office of any person shall take effect on the date specified by the church at the time of such election.

B. Meetings of the Church

1. The Annual General Meeting of the Church shall normally be held during February and in any case not more than 90 days after the close of the fiscal year of the church.
2. A general meeting of the church shall normally be held in November to seek approval of a budget for next year.
3. At all general meetings, except those dealing with motions under By-law 3 Sec. B3 a quorum shall consist of 25 Members. The Church Clerk shall record the names of the members in attendance at any Annual General Meeting. Business other than the election of a chair, if required, and the adjournment or termination of a meeting must not be transacted at a general meeting unless there is a quorum of Members present.
4. If within 30 minutes from the time set for a general meeting, a quorum of members is not present,
 - a. in the case of a meeting convened on the requisition of members under By-law 5 Sec. B7 of these By-laws, the meeting is terminated, and
 - b. in any other case, the meeting stands adjourned to the same day two weeks later, at the same time and place. If at the continuation of the adjourned meeting a quorum is not present, within 30 minutes from the time set for the continuation of the adjourned meeting, the voting members that are present constitute a quorum for that meeting.
5. The Moderator shall act as Chair of all general meetings of the Church. In his/her absence, the Chair of Council shall preside.
6. Written notice of all general meetings shall be given to all Members entitled to vote at such meeting at least 14 days prior to the meeting and in any case on the two Sundays preceding the meeting date. The notice shall indicate the time, location, and purpose of the meeting. Written notice of a general meeting may

be given in the church bulletin, via e-mail to such members who have registered their email address or posted on the Church's website.

7. Special general meetings may be called by Council and shall be called by Council at the request of 10 percent of the Members registered on the membership roll at the point in time that the special general meeting is sought to be called, or 20 Members, whichever is the greater.
8. The order of business at a general meeting is as follows:
 - a. Elect an individual to chair the meeting if necessary;
 - b. Determine that there is a quorum;
 - c. Approve the agenda;
 - d. Approve minutes from the last general meeting;
 - e. Deal with unfinished business from the last general meeting;
 - f. Deal with new agenda;
 - g. Consider new items of business;
 - h. Terminate the meeting;

If the meeting is an Annual General Meeting:

- i. Receive Council's report on the financial statements of the Church for the previous financial year;
 - j. Receive independent accountants' review of the financial statements for previous year;
 - k. Receive any other reports of Council's activities and decisions since the previous Annual General Meeting.
 - l. Appoint independent accountants for the current year.
9. Rules of order on procedural issues, Bourinot's Rules of Order shall apply.

C. Records

1. Records set out in Section 20 of the BC Societies Act shall be maintained at the registered office of the church. These records include among others, the

register of Members, minutes of general meetings, minutes of Council meetings, copies of resolutions, and financial statements. Members may examine these records by request to the Office Administrator.

2. Under this By-law, members are not entitled to access the following records:
 - a. minutes of 'in camera' Council meetings;
 - b. accounting records indicating the names and amounts paid to beneficiaries of the Benevolent Fund;
 - c. records indicating the names of donors and the amounts contributed by each; and
 - d. Records containing employee or volunteer personal information which are barred from release under provisions of the Personal Information Protection Act of BC.

D. Financial Disclosures

The financial report issued to the Annual General Meeting shall disclose any remuneration paid ¹:

1. to Councillors for duties beyond those related to their duties as Councillors;
2. to individual employees with salaries in the reporting period of \$75,000 or more, listing the position and amounts paid to each;
3. to contractors paid \$75,000 or more in the reporting period indicating the amounts and the nature of the services rendered.

E. Review of Financial Statements

Independent accountants shall be appointed at each Annual General Meeting to review the financial statements of the church, and who shall report to the Council, who shall in turn report to the Members at the next Annual General Meeting after being appointed.

F. Voting

1. Members in good standing are entitled to one vote. Only Members in good standing may vote.
2. Ordinary Resolutions require a simple majority of Members present and eligible to vote to pass.

¹ Societies Act of BC; Regulation 9

3. Special Resolutions require a 2/3 majority of Members present and eligible to vote to pass, except a 3/4 majority in the case of a vote under By-law 3 Sec. F and By-law 6 Sec. B.
4. Voting on resolutions at meetings of the church may be by verbal acclamation or show of hands, or by written ballot at the discretion of the Moderator. A secret ballot may be authorized by passage of an Ordinary Resolution to this effect.
5. Voting by proxy shall not be allowed.

G. Operations Policy Manual

Council shall create, amend from time to time and maintain an Operations Policy Manual which outlines the duties of various committees and sub-committees, and sets out operating policies, procedures and controls to act as a written guide to the church and it's Staff in the discharge of their duties. The Operations Policy Manual shall be consistent with these By-laws, and where there is inconsistency, these By-laws shall prevail to the extent of the inconsistency.

By-law 6**Other Provisions****A. Amendment to By-laws**

1. The By-laws may be amended by Special Resolution of the church.
2. Notice to amend the By-laws shall state the nature and objective of the proposed change, along with the wording of the proposed motion for amendment, and give the particulars of the general meeting of the church at which the proposed amendment will be discussed or voted on including the time, date and location of the meeting.

B. Winding Up or Dissolution

In the event of winding up or a dissolution of this church, the assets remaining after satisfaction of its liabilities, shall be transferred to the Canadian Baptists of Western Canada , or its successor organization, in trust for use in establishing or expanding another church in the general area. Winding up or dissolution requires a Special Resolution with a $\frac{3}{4}$ majority to pass.

C. Indemnity for Council Members or Officers

Subject to the provisions of the Societies Act, every member of Council or officer who has properly undertaken or is about to undertake any liability on behalf of the church or any society controlled by it and their heirs, executors, administrators or personal representatives respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

1. all costs, charges, and expenses whatsoever which such member of the Council or officer actually and reasonably sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him, in or about the execution of the duties of his/her office or in respect of any such liability; and
2. all other costs, charges, and expenses which he/she actually and reasonably sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his/her own willful neglect or default provided that;
3. the member of the Board or officer acted honestly and in good faith with a view to the best interests of the church; and
4. in the case of criminal or administrative proceedings, the member of the Board or officer had reasonable grounds for believing that their conduct was lawful.