

GENERAL OPERATING BYLAW

A BYLAW RELATING GENERALLY TO THE TRANSACTION OF THE AFFAIRS OF

**CANADIAN BAPTISTS OF ATLANTIC CANADA
(A FEDERAL CORPORATION)**

HEREINAFTER REFERRED TO AS THE CBAC

FORMERLY KNOWN AS THE CONVENTION OF ATLANTIC BAPTIST CHURCHES

WHEREAS in 1905-1906 three streams of Atlantic Baptists came together to form the United Baptist Convention of the Maritime Provinces which became the United Baptist Convention of the Atlantic Provinces in 1963, and the Convention of Atlantic Baptist Churches in 2001;

AND WHEREAS the Convention of Atlantic Baptist Churches incorporated as a federal non-share capital corporation under the *Canadian Corporations Act*;

AND WHEREAS the Convention of Atlantic Baptist Churches in accordance with the requirements of the *Canadian Corporations Act* adopted a General Operating Bylaw in 2010;

AND WHEREAS the Convention of the Atlantic Baptist Churches has continued under the *Canada Not-for-profit Corporations Act* (which superseded the *Canadian Corporations Act* on October 17, 2011) by means of amendments to this General Operating Bylaw in 2011, 2012, and 2013;

AND WHEREAS the name of the Convention of the Atlantic Baptist Churches was changed to Canadian Baptists of Atlantic Canada by a Special Resolution at a Meeting of Members on August 26, 2016,

NOW THEREFORE BE IT ENACTED that the following Bylaw be adopted as the General Operating Bylaw of the Canadian Baptists of Atlantic Canada:

SECTION I PREAMBLE, OBJECTS, AND CORE VALUES

1.01 Preamble

Baptists are covenant people. Having received salvation and reconciliation through our Lord Jesus Christ, we are obliged as his followers to love one another and to unite joyfully with his church. Our union is voluntary, without coercion by the state or any ecclesiastical organization. We come together as equals, all under the Lordship of Jesus Christ.

We believe that our Lord intends that our primary spiritual home be the local expression of his church. Since their founding in the early seventeenth century, Baptists have united in Local Churches for worship, Bible study, prayer, and fellowship, being joined at the heart with each other. The term 'covenant' has rich significance for Baptists because it reminds us of our commitment to one another in a community of mutual love, caring, trust, and faithfulness.

Throughout our history, even within our diversity and freedom to dissent, Baptists have shaped a unique Christian identity and solidarity through the following core Baptist distinctives: the Lordship of Jesus Christ; the Bible as the sole authority in matters of faith and practice; the church as a covenant and voluntary fellowship of Persons who have received by faith the new life of the Spirit and give witness to this faith in believer's baptism and the fellowship of the Lord's Supper; the priesthood of all believers in Christ by which all believers have equal access to God through the one mediator, Jesus Christ, and are responsible to offer themselves in grateful service to Christ and their neighbours; religious freedom and soul liberty; the autonomy and interdependence of Local Churches under the headship of Jesus Christ; and the separation of church and state. These distinctives do not alone or exclusively define our Baptist identity in faithfulness to Jesus Christ, but we do see them as key elements in the formation and development of our evangelistic witness, mission, and discipleship.

We recognize also that for the joy of larger fellowship, the better use of resources, and the more effective spread of the Gospel, it has pleased the Lord to lead us into cooperative groups of churches, variously called associations, conferences, conventions, unions, federations, ~~and~~ alliances, and families of churches. These have been initiated by Local Churches, who retain their autonomy while entering voluntarily into rewarding relationships with each other. These organizations, operating provincially, regionally, nationally, and even internationally, must operate within the larger sphere of society and relate honourably and respectfully within the world. As a result, this family of Local Churches has chosen, we believe by Divine direction, to conduct its business openly and in sight of all as a good witness to our Lord, using the best of the laws and standards of our country to facilitate our work. As we pursue God's overarching call to live consistently as citizens of the Kingdom of God and as people of the Holy Scriptures, we also freely and sincerely embrace our rights and duties as residents of Canada.

Baptists in Atlantic Canada have had a long and varied history. The first continuing Baptist

Church in Atlantic Canada was organized at Horton (Wolfville) in 1778. Nine Baptist churches came together in Lower Granville in 1800 to form the Nova Scotia Baptist Association, the first Baptist Association in Atlantic Canada. The Free Baptist General Conference of New Brunswick was founded in 1832 as the Christian Conference of New Brunswick. The Baptist Convention of the Maritime Provinces (Regular Baptists) was founded in 1846 through the union of the Regular Baptist Association of New Brunswick and the Regular Baptist Association of Nova Scotia and Prince Edward Island. The Free Baptist Conference of Nova Scotia was formed in 1866 through the union of the Free Will Baptist denomination of Nova Scotia (formed in 1840) and the Free Christian Baptist denomination of Nova Scotia (founded in 1837). The African Baptist Association was organized in 1854 and became part of the Baptist Convention of the Maritime Provinces in 1884. It was incorporated in 1919, the first Association to be incorporated in the CBAC.

The United Baptist Convention of the Maritime Provinces was formed in 1905 through the union of the Baptist Convention of the Maritime Provinces and the Free Baptist General Conference of New Brunswick. In 1906, the Free Baptist Conference of Nova Scotia joined the United Baptist Convention. At present there are 20 Associations in the Convention of Atlantic Baptist Churches. The African United Baptist Association is the only Association that is not based on geography, but on the unique culture of the African Baptists of Nova Scotia. Its churches were formed in response to racial discrimination. Delegates from the churches of the African United Baptist Association and Delegates from the other churches in the CBAC participated in a formal reconciliation service, "Unity in Diversity: Celebrating Our Oneness in Christ," at Assembly 2007 in which they mutually asked for forgiveness and granted forgiveness for negative and hurtful attitudes and actions in the past. The Churches of the African United Baptist Association and the other Churches of the Canadian Baptists of Atlantic Canada are committed to the mutual Covenant they entered into at that time.

This document, the General Operating Bylaw of the Canadian Baptists of Atlantic Canada (formerly the Convention of Atlantic Baptist Churches), is our attempt to express the eternal values of the church of Jesus Christ within the framework of law and order necessary to fulfill our call as individual Christians and as the churches of Jesus Christ, who have entered into covenant with each other, for his glory and honour.

1.02 Objects

OUR PURPOSE is being and making disciples of Jesus Christ, who are integrated into the life and ministry of healthy growing churches, committed to fulfilling the Great Commission and the doing of God's will on earth.

The Objects of the CBAC are to preach, teach, promote, disseminate, advance, demonstrate, encourage, and implement the Gospel of Jesus Christ and related truths of the Holy Bible, and thus fulfill the command of our Lord and Saviour that his Gospel be preached in all the world as a witness for all nations, all in accordance with the Core Values of the CBAC, as amended from time to time.

Provided that these Objects shall include only those which are, at law, exclusively charitable and without limiting the generality of the foregoing, and to accomplish the aforesaid Objects, CBAC activities include (or in some cases *may include*) the following:

- (a) To uphold and further the Core Values of the CBAC, as amended from time to time;
- (b) To bring forth the knowledge of the gift of salvation through Jesus Christ, head of the church, to the local community, to the country of Canada, and to the world at large as may be directed by our Lord and Saviour;
- (c) To pass our faith effectively to future generations by training children and youth to live distinctive lives as Christ-followers, teaching them the trustworthy attributes of God, equipping parents to nurture godly character in their children, and modelling lifestyle that reflects our Core Values in local faith communities;
- (d) To promote and assist in the establishment, maintenance, and operation of churches or places of worship of God Almighty;
- (e) To hold real property, buildings, and assets of churches or former churches that disbanded or lost visibility, resulting in the transfer of that church or former church's real property, buildings, or assets to the CBAC;
- (f) To promote, organize, establish, maintain, and carry on a ministry of Christian worship and education in the knowledge of God and the guidance of all life as revealed in the Holy Scriptures of both the Old and New Testaments;
- (g) To coordinate and facilitate the operation of the Canadian Baptists of Atlantic Canada on behalf of Local Churches;
- (h) To recommend eligible Pastoral Leaders through the "Examining Council for Ordination," to their churches for ordination at their hands, and to accredit Pastoral Leaders to full-time and part-time Christian service, as well as to supervise, regulate, and guide their activities in furtherance of the Objects herein;
- (i) To establish, resource, coordinate, and support activities for Local Churches and Pastoral Leaders to accomplish the Objects herein;
- (j) To help, promote, and strengthen the spiritual welfare of Local Churches and Pastoral

Leaders in adherence to the Christian faith and the discipleship of believers to accomplish the Objects herein;

- (k) To receive, maintain, manage, and invest a fund or funds and to apply, from time to time, all or part thereof and the net income earned therefrom to provide loans or grants to Local Churches for operational and/or capital purposes;
- (l) To deepen and extend fellowship among Local Churches, Pastoral Leaders, Christian churches, organizations, and individuals;
- (m) To promote, maintain, and carry on, in accordance with the Constitution, acts and rulings of the CBAC, any and all of the work of the body;
- (n) To establish, promote, and engage in Christian counselling of Pastoral Leaders and others, as necessary;
- (o) To publish, communicate, and present the understanding of Policy Statements and Assembly Resolutions on moral, religious, social, and ecclesiastical matters;
- (p) To publish, communicate, present, and hold Local Churches and Associations accountable with respect to the Standards adopted by the Assembly as relating to Local Churches and Pastoral Leaders;
- (q) To develop, organize, and conduct classes, meetings, tutorials, discussions, activities, programs, courses, seminars, conferences, workshops, and symposia for individuals, groups, and organizations to further the Objects of the CBAC;
- (r) To establish, maintain, and operate one (1) or more Christian camps, retreat centers, or conference centers;
- (s) To support and encourage unity in the body of Christ within the CBAC and everywhere;
- (t) To support and maintain missions and to train and send forth missionaries to preach and teach the Gospel of Jesus Christ for both national and international missions;
- (u) To establish and maintain programs and agencies to alleviate human suffering and meet the physical and emotional needs of Persons in need in the local community, the country of Canada, and the world at large in order to demonstrate and disseminate the message of Christ's love and offer of salvation;
- (v) To establish, maintain, and operate educational institutions such as universities, theological seminaries, or other similar institutions of religious instruction to train men and women in the Christian faith as lay people, Christian workers, Pastoral Leaders, missionaries, and evangelists;

- (w) To establish, operate, and maintain residential housing, incidental facilities, and other programs and services for senior citizens who have needs and conditions associated with old age, including but not limited to loneliness, isolation, poor health, and difficulty in mobility, in order to relieve and alleviate their needs and conditions, and to ease the effects of aging as demonstration and implementation of the message of Christ's love and offer of salvation;
- (x) To establish, maintain, and operate burial grounds and cemeteries;
- (y) To give donations, scholarships, and bursaries for charitable, educational, or religious purposes in accordance with the Objects of the CBAC;
- (z) To establish, own, and operate one (1) or more libraries, publishing offices, printing plants, distribution centres, or retail facilities for the publication, printing, distribution, and sale of all types of literature and publications directly related to the Objects of the CBAC;
- (aa) To produce programs and materials directly related to the Objects of the CBAC for presentation, broadcast, and distribution by any means of audio, visual, computer, internet, electronic, or other forms of communication as may become available from time to time;
- (bb) To acquire, lease, and hold land, in whole or in part, in furtherance of the Objects of the CBAC;
- (cc) To associate and affiliate with any association or organization, incorporated or unincorporated, with exclusively charitable objects similar or complementary to those of the CBAC herein;
- (dd) To dispose of or transfer any property of the CBAC to charitable organizations that are also "qualified donees" as defined in the *Income Tax Act (Canada)*, as amended from time to time, to further the Objects of the CBAC; and
- (ee) To carry on "related businesses" within the meaning of the *Income Tax Act (Canada)* as amended from time to time in furtherance of the purposes stated herein.

1.03 Core Values

The Core Values of the CBAC are:

Church

We value the local congregation, the body of believers established under the lordship of Christ for worship, mission, fellowship, and spiritual growth, and as a result we affirm the autonomy and interdependence of Local Churches.

Cooperation

We promote voluntary partnerships to accomplish more effective mission and ministry.

Discipleship

We place special importance on each individual learning to be a disciple of Christ, a lifelong process that includes prayer, studying scripture, practicing biblical stewardship, engaging in personal and corporate mission, and discerning and using spiritual gifts.

Diversity

We celebrate the value of Persons of every generation, sex, race, and language in the eyes of God and we therefore honour the place and contribution of each in the kingdom of God.

Faith

We cherish a personal and growing relationship with Jesus Christ as Saviour and Lord.

Leadership

We value the development, training, and support of pastoral and other church leaders through both formal education as well as practical ministry experiences.

Mission

We seek to glorify God through evangelism and ministries of social concern in Atlantic Canada and beyond.

Prayer

We are convinced that effectiveness in ministry is dependent upon prayer. Therefore, our dreaming, planning, and execution of ministry will be saturated in prayer.

Relationships

We value our sense of family in Christ in the CBAC, in Associations and other groups, in Local Churches, and with other Christians, recognizing our interdependence and accountability to each other.

Scriptures

We value the Holy Scriptures of the Old and New Testaments as the basis of our faith and practice.

SECTION II DEFINITIONS, FUNDAMENTAL TERMS, AND INTERPRETATION

2.01 Definitions

In this General Operating Bylaw and in all other Bylaws and Resolutions of the CBAC, unless the

context otherwise requires, the following definitions shall apply, with the defined words and phrases being capitalized in this General Operating Bylaw for ease of reference:

"Acclamation" means the election of a Person to a position without opposition, thereby not requiring the casting of a vote by ballot, show of hands, or any other means.

"Act" means the *Canada Not-for-profit Corporations Act, S.C. 2009, C.23*, as amended from time to time, and any statute enacted in substitution thereof, and in the case of such substitution, any references in the Bylaw of the CBAC to provisions of the *Act* shall be read as references to the substituted provisions thereof in the new statute or statutes.

"Active Members" means members of Local Churches whose names appear on the Local Church's membership roll and who are active in the life and ministry of the Local Church.

"Agent" means any Person who performs services on behalf of the CBAC and receives remuneration for such services.

"Annual Assembly" means the Annual Assembly of the CBAC during which the annual Meeting of Members takes place.

"Appointed Council Members" means the Council Members referred to in Section 4.01(c) herein.

"Articles" means the Articles of Continuance under the Act as amended or supplemented.

"Assembly Resolution" means any Resolution passed by the Registered Delegates at a Meeting of Members which is intended to articulate the CBAC's position on an issue of social concern and includes any of the twenty-six (26) Assembly Resolutions, set out in Appendix C, passed by the Canadian Baptists of Atlantic Canada prior to the incorporation of the CBAC.

"Associate Executive Minister" means a Senior Staff Person of the CBAC who is an Employee appointed by the Assembly to oversee particular ministry activities of the CBAC, as may be defined and assigned by the Executive Minister in accordance with this General Operating Bylaw, and has all of the rights and duties associated therewith.

"Association" means a voluntary grouping of Local Churches in good standing that has fulfilled the membership qualifications to be an Association in accordance with this General Operating Bylaw and has the Rights, Responsibilities, and Expectations associated therewith.

"Auditor" means the Person, corporation, partnership, joint venture, unincorporated association, or other form of business organization appointed by the Membership to audit the financial statements of the CBAC in accordance with the *Act* and this General Operating Bylaw.

"Bylaw" or "Bylaws" means this Bylaw and all other Bylaws of the CBAC from time to time in force and effect, including the General Operating Bylaw herein.

“Chair” means the Chair of the Meeting of Members, and shall be the President of the CBAC or as otherwise provided for in this General Operating Bylaw.

“Chair of the Council” means the chair of the CBAC Council, and shall be the President of the CBAC or as otherwise provided for in this General Operating Bylaw.

“Committee” means a Committee created or established by the CBAC from time to time.

“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 CBAC.

“Constitution” means the Articles, General Operating Bylaw, Bylaws, Standards, Policy Statements, Assembly Resolutions (including the previous Assembly Resolutions listed in Appendix C), the Objects, Core Values and Rules of Order (Appendix B) adopted by the CBAC from time to time.

“CBAC” means the Convention of Atlantic Baptist Churches, which is a federally incorporated non-share capital corporation under the *“Canada Not-for-profit Corporations Act”*.

“CBAC Board Member” means a Person who has been elected, appointed, or conscripted by virtue of office to serve on a CBAC Board or Committee.

“CBAC Board of Directors” means those Persons who have been elected, appointed, or conscripted by virtue of office to serve as Council Members, who in conformity with the *“Canada Not-for-profit Corporations Act”* are the “Board of Directors” of the corporation, the CBAC.

“CBAC Boards and Committees” means those unincorporated Boards and Committees created or established by the CBAC, including the “Board of Ministerial Standards and Education”, the “Baptist Historical Committee”, the Nominating Committee, and such other Boards and Committees as the CBAC may create or establish from time to time.

“CBAC Organizations” means those incorporated organizations created and established by the CBAC to carry out the various ministries and Objects of the CBAC. At present there are six CBAC Organizations:

- “Acadia Divinity College”
- “Atlantic Baptist Foundation”
- “Atlantic Baptist Mission Board”
- “Atlantic Baptist Senior Citizens’ Homes Inc.”
- “Crandall University”
- “Pension and Benefits Board”

“Co-opted Board or Committee Member” means a Person with particular gifts, expertise, or knowledge who has been invited to serve with the members of a CBAC Board or Committee usually for a specific purpose and a defined period of time.

“Core Values” means the Core Values of the CBAC as set out in Section 1.03 herein or as amended from time to time by the assembly.

“Council” means that group of Persons who have been elected or appointed to serve as a member of the “Board of Directors” of the corporation, the CBAC, as required by the “*Canada Not-for-profit Corporations Act*.”

“Council Member” means a Person who has been elected or appointed to serve as a Director of the corporation, the CBAC, as required by the “*Canada Not-for-profit Corporations Act*.”

“Delegates” means those Persons who have been authorized by a Local Church or an Association to attend in person, by telephonic and/or by other electronic means and to vote in person, by telephonic and/or by other electronic means at a Meeting of Members in accordance with Section 3.05(b) and 3.05(c) of this General Operating Bylaw. It also includes those Ex officio Delegates in accordance with Section 3.05(e) of this General Operating Bylaw.

“Documents” includes deeds, mortgages, hypothecs, charges, conveyances, transfers, and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts, and discharges for the payment of money or other obligations, conveyances, transfer, and assignments of shares, bonds, debentures, or other securities and all paper writing.

“Elected Council Members” means the Council Members referred to in Section 4.01(a) and (b) herein.

“Eligible Employee” means those Persons who are employed by Local Churches or the CBAC and who meet the criteria for enrolment in the CBAC’s group benefit and pension plan.

“Employees” or **“Employees of the CBAC”** means all full-time and part-time employees of the CBAC and all contract-for-service providers who are deemed to be employees for purposes of the *Income Tax Act (Canada)*, where applicable.

“Executive of the Council” means the Officers of the CBAC, plus two other Council Members duly appointed by Resolution of the Council.

“Executive Minister” means the Executive Minister of the CBAC who is an Employee appointed by the assembly to oversee the overall mission of the CBAC in accordance with this General Operating Bylaw and has all of the rights and duties associated therewith.

“Ex officio” means by virtue of office or position held. Ex officio Officers and members shall have all rights, responsibilities, and applicable powers to vote, unless otherwise indicated in this General Operating Bylaw.

“Expectations” means issues and matters concerning which the CBAC hopes that every Local Church will voluntarily respond with positive action or policy.

“Family Members” means a Person’s Spouse, children, parents, siblings, or the Spouses of such children, parents or siblings, or the children or parents of such Person’s Spouse(s), who are living with and/or are financially supporting or supported by the Person.

“General Operating Bylaw” means this Bylaw and any other Bylaws of the CBAC intended to amend, augment, supplement, or replace the General Operating Bylaw.

“Licensed Marks” means the mark (such as names, symbols, and logos) licensed by the CBAC.

“Local Church” means a Baptist church in Atlantic Canada that has fulfilled the membership qualifications of an Association and of the CBAC in accordance with this General Operating Bylaw and has the Rights, Responsibilities, and Expectations associated therewith.

“Meeting of Members”, “Membership Meeting”, “Members’ Meeting”, or “Assembly” means any meeting at which Members are represented by Delegates.

“Member” means a Local Church or Association of the CBAC.

“Members” or “Membership” means the collective membership of the CBAC made up of Local Churches and Associations.

“Membership Date” means, in relation to an annual Meeting of Members, May 31st immediately prior to the start of the annual Meeting of Members, and in relation to a special Meeting of Members, the month-end date that is more than thirty-five (35) days prior to the start of a special Meeting of Members.

“Ministry Partners” means those organizations or associations that the CBAC chooses to designate as such in accord with this General Operating Bylaw.

“Moderator” means the Person whom an Association or a Local Church has elected to preside at its meetings.

“Nominating Committee” means the Nominating Committee of CBAC.

“Notice” means the announcement of a forthcoming meeting in person, by mail, or electronic

means with the reasonable expectation that each Person will receive such notification within the required time period for that CBAC Board, Committee, or Meeting of Members.

“Objects” means the charitable objects of the CBAC contained Section 1.02 hereof.

“Officer” means an officer of the CBAC who is elected or appointed in accordance with this General Operating Bylaw, and has the rights and duties associated therewith.

“Official Membership” means the total number of members of a Local Church as of the Membership Date to be utilized for the purposes of voting at Meetings of Members of the CBAC and meetings of Local Churches, as applicable.

“Past President” means the Person who has just completed a term as President, and who is now appointed to continue as a member of Council in accordance with Section 4.01(c), and who has all of the rights and duties associated therewith.

“Pastoral Leaders” means ordained ministers, recognized lay pastors, and others who are accredited by the CBAC from time to time.

“Person” means an individual person, but does not include corporations, partnerships, trusts, or unincorporated organizations.

“Policy Statement” means a policy statement adopted pursuant to this General Operating Bylaw from time to time in pursuance of the Objects of the CBAC.

“President” means the president of the CBAC elected in accordance with this General Operating Bylaw, who is also appointed in accordance with Section 4.01(c) to serve as a member of Council, and has all of the rights and duties associated therewith.

“Reasonable Expenses” means those claimable costs that are in accordance with policy that has been established by the Council by Resolution and are thereby deemed to be reasonable in the circumstances.

“Region” means a geographical area in Atlantic Canada composed of one or more Associations as designated by Council.

“Registered Delegates” means those Delegates who attend in person, by telephonic and/or by other electronic means and register in person, by telephonic and/or by other electronic means at the Meeting of Members.

“Regulations Concerning the Ministry” means the rules, policies, and principles adopted by Resolution by the Registered Delegates at Meetings of Members to provide the educational and professional standards for Pastoral Leaders of the CBAC.

“Resolution” means a motion or resolution passed by the Council, a board, a Committee, or the Registered Delegates present in person, by telephonic and/or by other electronic means at a Meeting of Members by a majority vote of fifty percent (50%) plus one (1) of the votes cast, unless the *Act* or this General Operating Bylaw otherwise requires.

“Responsibilities” means actions or policies required to obtain or maintain Membership.

“Rights” means privileges and powers recognized or accorded by Membership.

“Rules, Regulations, and Guidelines” means any rules, regulations, and guidelines adopted pursuant to this General Operating Bylaw from time to time concerning the management and operations of the CBAC.

“Rules of Order” means the Rules of Order of the CBAC set out in Appendix B hereof, as amended or replaced from time to time at the Meeting of Members.

“Section” means a Section of this General Operating Bylaw.

“Senior Staff” means those Employees of the CBAC who are designated by Council as Senior Staff within the administrative structure of the CBAC and includes, for example, Associate Executive Ministers.

“Search Committee” means that Committee established by Resolution of the Council to recruit, screen, and make recommendations regarding Senior Staff appointments.

“Spouse” means a Person’s spouse of the opposite sex who has been joined in marriage with that Person.

“Standards” means the present standards listed in Section 13.01 and any additional standards adopted by the Registered Delegates at a Meeting of Members following the procedure set forth in Section 13.02.

“Sub-committee” means a sub-committee or sub-committees of the CBAC as defined in this General Operating Bylaw.

“Vice-President” means the Vice-President of the CBAC elected in accordance with this General Operating Bylaw, who is also appointed in accordance with Section 4.01(c) to serve as a member of Council, and has all of the rights and duties associated therewith.

“Volunteer” means any Person who performs services on behalf of the CBAC without receiving remuneration other than repayment of Reasonable Expenses.

“Working Group” means a working group duly appointed by the Council, a CBAC Board, a Committee, or a Senior Staff Person of the CBAC, in accordance with this General Operating

Bylaw for the purpose of carrying out specific tasks to meet certain defined objectives.

2.02 Fundamental Terms and Interpretations

(a) Objects and Core Values

This General Operating Bylaw and any other Bylaws of the CBAC shall be strictly interpreted at all times in accordance with and subject to the Objects and Core Values set out in Sections 1.02 and 1.03 herein. If any of the provisions contained in this General Operating Bylaw are inconsistent with those contained in the Objects and Core Values, the provisions contained in the Objects and Core Values, as the case may be, shall prevail.

(b) Interpretation

In this General Operating Bylaw and all other Bylaws and Resolutions of the CBAC, unless the context otherwise requires, the following interpretations shall apply:

- (i) Words importing the singular number include the plural and vice versa; and
- (ii) Words importing or referring to Person or Persons shall include individual Persons only and shall specifically exclude corporations, partnerships, trusts, and unincorporated organizations.

(c) Headings

Headings used in this General Operating Bylaw of the CBAC are for convenience of reference only and shall not affect the construction or interpretation thereof.

(d) Existing Titles or Names

Official titles and the names of existing organizations that are mentioned in this General Operating Bylaw shall retain their upper case status, but will appear between quotation marks.

SECTION III MEMBERSHIP

3.01 Definition of Membership

Churches and associations of churches became or may become Members of the CBAC as follows:

(a) Churches and associations of churches, which were recorded as members by the unincorporated Convention of Atlantic Baptist Churches as of the date of first passing this General Operating Bylaw (August 20, 2010) and which expressed in writing their desire to become a Member of the incorporated Convention of Atlantic Baptist Churches (now Canadian Baptists of Atlantic Canada or CBAC) within two (2) years of the adoption of this General Operating Bylaw by the Registered Delegates at the 2010 Meeting of Members, were accepted as Members, with all the Rights, Responsibilities, and Expectations of Members outlined in Article 3.04.

(b) Churches and associations of churches, which

- (i) Were recorded as members by the unincorporated Convention of Atlantic Baptist Churches as of the date of passing this General Operating Bylaw, but did not express in writing their desire to become a Member of the incorporated CBAC within two (2) years of the adoption of this General Operating Bylaw; or
- (ii) Were not recorded as members by the unincorporated Convention of Atlantic Baptist Churches as of the date of passing of this General Operating Bylaw; or
- (iii) Were Members of the incorporated CBAC but resigned their Membership or were subject to a termination of their Membership,

may become Members by satisfying the qualification requirements set out below in Section 3.02 and 3.03 respectively.

3.02 Membership Process for Local Churches

(a) Qualification Requirements for Becoming a Local Church.

A church may qualify as a Local Church and as a result thereby as a Member of the CBAC if the said church has already been granted membership in an Association that is also a Member of the CBAC and the church provides the CBAC with the following documentation:

- (i) A letter from the Association in which the church is situated, unless the church is a member of an Association which is not defined geographically, indicating that the church has been granted membership in that Association;
- (ii) A copy, certified by the clerk of the church, of an official motion passed at a duly called congregational meeting directing the church leadership to apply for Membership in the CBAC;
- (iii) A copy of a letter from “Canada Revenue Agency” approving charitable status;
- (iv) A copy of a bylaw or constitution duly approved by the congregation; and
- (v) A list of the current officers of the church.

By making application for Membership in the CBAC, the church must indicate in writing that:

- (i) It is in substantive agreement with the General Operating Bylaw of the CBAC; and
- (ii) The constating documents of the church are not contradictory to the General Operating Bylaw of the CBAC.

(b) Admission to Membership - Local Church

An application for Membership shall be signed and submitted in the prescribed form to the Council of the CBAC. If the Council is satisfied that the Membership application of a church satisfies the qualification requirements as set out in Section 3.02 (a) above, then as determined by Resolution of the Council, such church shall be informed in writing by the Executive Minister of the CBAC of its admission into Membership, subject to an affirmative vote at the next Assembly.

3.03 Membership Process for Associations

(a) Qualification Requirements for Becoming an Association.

A group of associated CBAC Member churches may qualify as an Association of the CBAC if it provides the CBAC with the following documentation:

- (i) A letter from each of the churches that will upon creation of the Association become members of the new Association, consenting to the creation of the Association and to the church's membership in the Association;
- (ii) A copy, certified by the clerk or Moderator of the group of associated churches, of an official motion passed at a duly called meeting of the group of associated churches directing its officers to apply for Membership in the CBAC;
- (iii) A copy of a bylaw or constitution duly approved by the group of associated churches; and
- (iv) A list of the current officers of the group of associated churches.

By making application for Membership in the CBAC, the group of associated churches must indicate in writing that:

- (i) The group of associated churches is in substantive agreement with the General Operating Bylaw of the CBAC;
- (ii) The constating documents of the prospective Association are not contradictory to the General Operating Bylaw of the CBAC; and
- (iii) The group of associated churches is in agreement with the terms which set out the nature of the relationship between the CBAC and the Association.

(b) Admission to Membership - Association

An application for Membership as an Association shall be signed and submitted in the prescribed form to the Council of the CBAC. The application shall set out the geographic area (or other type of relationship, if not geographical) subject to the Association application. If the Council is satisfied that the Membership application of a group of associated churches satisfies all of the qualification requirements as set out in Section 3.03(a) above as determined by Resolution of the Council, and following consultation with the existing Associations and Local Churches that will be affected by the creation of the new Association such group of associated churches shall be informed in writing by the Executive Minister of the CBAC of its admission into Membership, subject to an affirmative vote at the next Assembly.

(c) Voluntary Disbanding of an Association and Combining with another Association

An Association may disband provided: (a) that each Local Church that is a member of that Association has opportunity to agree with the proposed action; (b) that the Council of CBAC approves the proposed action; (c) that each Local Church has the opportunity to be welcomed into the membership of another Association that is a Member of the CBAC, thereby retaining their position as a Member of the CBAC; and (d) that all Association assets (e.g., Association Minutes, Funds,, etc.) and relationships (e.g., CRA, Joint Stocks and Societies, etc.) be appropriately dealt with.

3.04 Rights, Responsibilities, and Expectations of Members**(a) Preamble**

In faithfulness to God and in obedience to his Word, under the Lordship of Jesus Christ, and led by the Holy Spirit, Local Churches may define their own affirmations of faith and covenant, enjoy the freedom of doctrinal statements, organize and govern their church life under autonomous constitutions and bylaws, develop their ministries, mission, and service, call or dismiss their own pastors and other staff, choose their own officers, and own, control, and dispose of their property without the permission or approval of the CBAC. In the spirit of working together to accomplish ministries and missions we could not easily accomplish alone, Members accept the responsibilities stated in Section 3.04(c).

(b) Members of the CBAC shall have the following Rights:

- (i) The Right to receive Notice of, attend, speak, and participate at all Meetings of Members through its Delegates entitled to vote;
- (ii) The Right to vote at all Meetings of Members through Delegates appointed in accordance with this General Operating Bylaw; and
- (iii) The Right to use the name, Licensed Marks, copyrighted materials, and other intellectual property of the CBAC to further the Objects and Core Values of the CBAC.

(c) Members of the CBAC shall have the following Responsibilities:

- (i) The Responsibility to accept the Scriptures of the Old and New Testaments as the divinely inspired Word of God and the final authority in matters of faith and practice.
- (ii) The Responsibility to be in substantive agreement with the core beliefs of the CBAC as expressed in the “1905/06 Basis of Union” (Appendix A).
- (iii) The Responsibility to respect and abide by any additional Standards passed by the CBAC Assembly following the procedure in Section 13.02.
- (iv) The Responsibility to respect and uphold the General Operating Bylaw of the CBAC as amended from time to time following the procedure set forth in Section 17.02. The Objects, Core Values, Policy Statements, and Assembly Resolutions shall be treated as Expectations as in subsections (i), (ii), (iii), and (iv) of Section 3.04(d).

(d) The CBAC will have the following Expectations of its Members:

- (i) The Expectation to further the Objects of the CBAC;
- (ii) The Expectation to respect and uphold the Core Values of the CBAC;
- (iii) The Expectation to respect and uphold the “Regulations Concerning the Ministry”, as amended from time to time, and any other Policy Statement passed by the Registered Delegates at Members’ Meetings following the procedure set forth in Section 11.03;
- (iv) The Expectation to respect and uphold the Assembly Resolutions listed in Section 11.02 and any other Assembly Resolution passed by Registered Delegates at Members’ Meetings following the procedure set forth in Section 11.03;
- (v) The Expectation to encourage their Pastoral Leaders to seek accreditation or recognition with the CBAC;
- (vi) The Expectation to enroll Eligible Employees in the group benefit and pension plans provided through the CBAC;
- (vii) The Expectation to contribute voluntarily their time, abilities, and financial resources to the ministry of the CBAC, to the best of their ability; and
- (viii) The Expectation to provide an annual report to the CBAC in a form provided by the CBAC.

3.05 Delegates

(a) Voting by Delegates

A Member may exercise its Right to vote at all Meetings of Members only by means of individual Delegates appointed on behalf of each Member.

(b) Delegates for Local Churches

Each Local Church shall be entitled to send three (3) Delegates for the first fifty (50) Active Members or part thereof of the Local Church and two (2) additional Delegates for the second additional fifty (50) Active Members or part thereof, and one (1) additional Delegate for each one hundred (100) Active Members or part thereof to a maximum of ten (10) Delegates with the number of Active Members of the Local Church being determined in accordance with its Official Membership as of the Membership Date. Council Members and Employees of the CBAC shall not be appointed as Delegates by a Local Church. Each Delegate shall be a member of a Local Church and a believer baptized by immersion, except where precluded by medical condition.

(c) Delegates for Associations

Each Association shall be entitled to send two (2) Delegates. Each Delegate shall be a member of a Local Church and a believer baptized by immersion, except where precluded by medical condition.

(d) Certification of Delegates

Either the clerk or the Pastoral Leader of each Local Church shall certify to the CBAC that that Local Church's Delegates were duly appointed. The clerk or the Moderator of each

Association shall certify to the CBAC that that Association's Delegates were duly appointed.

(e) Ex officio Delegates

The following shall be Ex officio Delegates: ordained Pastoral Leaders accredited by the CBAC, the holders of a license to minister from an Association, the holders of a license to minister from the CBAC, lay pastors recognized by the CBAC, active or retired missionaries of the "Canadian Baptist Ministries", the Officers of the CBAC, the members of the Council of the CBAC, members of the boards of CBAC Organizations, members of all CBAC Boards and Committees, Senior Staff of the CBAC, the Presidents and Faculty of "Crandall University" and "Acadia Divinity College." Each Ex officio Delegate shall be a member of a Local Church and a believer who has been baptized by immersion, except where precluded by medical condition.

(f) Registration of Delegates

All Delegates including Ex officio Delegates must be duly registered and properly identified in order to vote at a Meeting of Members. Each Registered Delegate shall be entitled to one (1) vote.

3.06 Membership Non-Transferable

Membership in the CBAC is non-transferable.

3.07 No Membership Fees

There shall be no Membership fees or dues unless otherwise recommended by the Council and approved by the Assembly through Registered Delegates by Resolution.

3.08 Membership Record

A record of Members of the CBAC shall be kept by the Executive Minister.

3.09 Resignation and Termination of Membership**(a) The Voluntary Principle**

The voluntary principle underlies the whole church polity of the New Testament. Each church is independent, but the churches are interdependent. All the power the CBAC has over the Associations and the Local Churches is to advise and to enforce advice with the strongest moral motives. In case a Local Church or an Association departs from the belief and practice of the CBAC, it shall be the right of the CBAC to seek the termination of the Local Church or Association's Membership pursuant to Section 3.09(c)(i).

Likewise, in the case that a Local Church or the churches composing an Association no longer approve of the belief and practice of the CBAC, they have the Right to resign their Membership.

(b) Resignation of Membership

A Member may resign at any time from Membership in the CBAC for any reason, provided that such Member has delivered a copy, certified by the clerk of the Local Church or Association, as applicable, of an official motion passed at a duly called meeting. This will be written notification to the Executive Minister of the CBAC of the intention to resign at least ninety (90) days in advance of the effective date. The resignation of a Member shall be deemed to have been accepted as of the effective date stated in the resignation or ninety (90) days after the date of receipt of the resignation by the Executive Minister, whichever is later. Receipt of such resignation will be acknowledged in the next minutes of the Council.

(c) Termination of Membership

Membership in the CBAC shall only be terminated upon the occurrence of either of the following:

- (i) If at a Meeting of Members of the CBAC, upon recommendation by the Council after consultation with the respective Association and following one hundred and eighty (180) days' notice, the Registered Delegates at Meetings of Members, determine by a two-thirds (2/3) affirmative vote that a Member's Membership be terminated because the Member has departed from the belief and practice of the CBAC, including the Responsibilities set forth in Section 3.04(c), provided that such Member is first offered an opportunity to be heard; or
- (ii) On the dissolution, winding up, or loss of visibility of the Member.

3.10 Membership Meetings**(a) Annual Assembly**

- (i) The Convention shall hold an Annual Assembly each year at such time and place and by such means as determined by the Council.

The CBAC shall hold an Annual Assembly at such time and place as determined by the Council.

(b) Annual Meeting at Annual Assembly

The annual Meeting of Members shall take place at the Annual Assembly to be held at such time and place and by such means as determined by the Council, provided that the annual Meeting of Members shall be held within fifteen (15) months from the holding of the last annual Meeting of Members.

(c) Business of Annual Meeting

The annual Meeting of Members shall be held to transact such business as is required by the *Act* and as determined by the Council from time to time, but at a minimum it shall be held to do the following:

- (i) To affirm from time to time the Core Values, Objects, and ministries of the CBAC;
- (ii) To affirm from time to time the directional initiatives resulting in priorities, objectives, and goals for the CBAC;

- (iii) To receive a report or reports from the Council;
- (iv) To receive the annual reports from all CBAC Organizations and all CBAC Boards and Committees;
- (v) To receive a report from the Auditor on the financial statements for the CBAC in accordance with the *Act*;
- (vi) To approve the annual budget of the CBAC for the next fiscal year;
- (vii) To appoint an Auditor for the current fiscal year, and to fix or authorize the Council to fix remuneration for the Auditor;
- (viii) To approve any required changes to the General Operating Bylaw in accordance with Section 17.02;
- (ix) To elect Officers and members of the Council, the boards of the CBAC Organizations, and the CBAC Boards and Committees, as required from the slate of nominations presented by the Nominating Committee and any additional nominations by Registered Delegates in accordance with Section 8.04(e);
- (x) To elect members of the following boards as required, from the slate of nominations presented by the Nominating Committee and any additional nominations by Delegates in accordance with Section 8.04(e);
 - (1) Members of the “Board of Trustees of Acadia Divinity College” which board is composed of eighteen (18) members: twelve (12) elected by the CBAC, three (3) appointed by the “Board of Governors of Acadia University” from among the CBAC appointees to the “Board of Governors”, and three (3) Ex officio members with vote - the Executive Minister of the CBAC, the “President of the College”, and the “President of Acadia University”. Of the twelve (12) trustees elected by the CBAC, seventy-five percent (75%) shall be nominated by the Nominating Committee of the CBAC and twenty-five percent (25%) shall be nominated by the “Board of Trustees”;
 - (2) Members of the “Atlantic Baptist Mission Board” which board shall be composed of three (3) members elected by the CBAC, plus the “Director of Atlantic Baptist Mission” and the “Superintendent of Home Missions of the United Baptist Woman’s Missionary Union (Atlantic Baptist Women)”;
 - (3) Members of the “Pension and Benefits Board” of the Canadian Baptists of Atlantic Canada which board shall be composed of five (5) members elected by the CBAC, plus the “Finance”, and the secretary to the board;

(4) Members of the “Board of Governors of Crandall University” which board shall be composed of not less than ten (10) and not more than twenty-five (25) members elected by the CBAC. The number of members nominated for election by the CBAC shall be approved by the Council of CBAC and be in effect from time to time. Of those members elected, seventy-five percent (75%) shall be nominated by the Nominating Committee of the CBAC and twenty-five percent (25%) shall be nominated by the “Board of Governors”. In addition, there may be three members whose appointments are ratified annually by the CBAC. Those members whose appointments shall be ratified annually by the CBAC shall be limited to three members: one shall be a member of the “Faculty of Crandall University” as selected by the “Faculty”, one shall be a representative of the “Crandall University Student Association” selected by the “Student Association”, and one shall be a member of the “Alumni of Crandall University” as selected by the “Alumni”. Those members whose appointments shall be ratified annually by the CBAC shall be exempt from the standard term of office as stated in Section 8.01(h) and shall not be required to be a member of a Local Church within the CBAC as stated in Section 8.01(b).

(5) Members of the “Board of Directors of the Atlantic Baptist Senior Citizens” Homes, Inc.” which board shall be composed of fifteen (15) members elected by the CBAC of which one (1) must be from each province in which there is an “Atlantic Baptist Senior Citizens’ Homes, Inc.” facility.

(6) Members of the “Board of Directors of the Atlantic Baptist Foundation” which board shall be composed of not less than twenty-one (21) and not more than twenty-four (24) members elected by the CBAC, plus the following Ex officio non-voting members: the President and the Executive Minister of the CBAC. Of these elected members, seventy-five percent (75%) shall be nominated by the Nominating Committee of the CBAC and twenty-five percent (25%) shall be nominated by the “Board of Directors”.

(xi) To elect members of the following Ministry Partners as required, from the slate of nominations presented by the Nominating Committee and any additional nominations by Registered Delegates in accordance with Section 8.04(e):

Three (3) members to the “Canadian Baptist Ministries Board of Directors.” In addition, the “President of United Baptist Woman’s Missionary Union (Atlantic Baptist Women)” is an Ex officio voting member. The Executive Minister of the CBAC and the “Executive Director of the United Baptist Woman’s Missionary Union (Atlantic Baptist Women)” are Ex officio members without vote;

(xii) To elect members of the “Board of Governors of Acadia University” as required, from the slate of nominations presented by the Nominating Committee and any additional nominations by Registered Delegates in accordance with Section 8.04(e) and

subject to the following:

Beginning in 1988 and every sixth year thereafter the CBAC shall appoint four “Governors”, and in 1991 and every sixth year thereafter, the CBAC shall appoint five “Governors”, to hold office from the 1st day of October next following until the 30th of September next following the date of taking office, in accordance with resolutions passed in 1891, 1966, 1985 and in accordance with an “Act of the Legislature of Nova Scotia” passed on May 19, 1891, and most recently revised in 1986 (“An Act Respecting Acadia University”). In accordance with the above legislation, a “Governor” shall always be eligible for reappointment. Anyone shall be eligible for appointment to, or service upon the “Board of Governors” who is a member in good standing of one of the churches of the CBAC or “Canadian Baptist Ministries”, but no member of the full-time teaching staff at “Acadia University” is so eligible¹.

(xiii) To appoint, reappoint, or rescind the appointment of the Executive Minister or any Senior Staff person, as necessary from time to time; and

(xiv) To transact any other business properly brought before the Meeting of Members.

(d) Special Meetings

The Council may at any time call a special Meeting of Members for the transaction of any business. A special Meeting of Members may also be called by the written request of at least five percent (5%) of the Members. Notice of such special Meeting of Members shall be sent by the Council within sixty (60) days of the receipt of such written request.

(e) Meetings in Person, by Telephonic or other Electronic means:

Council may determine that any Meeting of Members shall be convened in person, by telephonic or by other electronic means or by way of any combination of in person, telephonic and other electronic means provided that the means or combination of means chosen permits Registered Delegates to communicate adequately with each other, and provided that:

- (i) The Council has passed a Resolution addressing the mechanics of holding such Meeting of Members and dealing specifically with how security issues should be handled, the procedure for establishing compliance with the quorum requirement and for the taking and counting votes; and

¹ For information: An “Act of the Legislation of Nova Scotia” (“*An Act Respecting Acadia University*”), as revised in 1986 provides that the “Board of Governors of the University” includes “that person who holds the office of Principal of the “Acadia Divinity College”, as long as the person holds that office”.

- (ii) Notwithstanding any other provision of this By-law, voting carried out by means of a telephonic, electronic or other communication facility at a Meeting of Members is permitted only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the CBAC without it being possible for the CBAC to identify how each Registered Delegate voted.

(f) Notice of Meetings

Notice of any annual or special Meeting of Members shall be provided to Members by mail or electronic means sent to each Member to the address shown on the books of the CBAC not less than sixty (60) days before the Meeting of Members is to take place. Any Notices of Meetings of Members should be directed to the authorized representative of the Member. Such Notice shall include the date, time, place, means by which the Meeting of Members will proceed and purpose of the Meeting of Members and shall contain sufficient information to permit the Members to make a reasonable judgment on the decision to be made.

(g) Waiver of Notice

A Member may waive Notice of a Meeting of Members and attendance of any such Member at a Meeting of Members shall constitute a waiver of Notice of the Meeting, except where such Member attends a Meeting for the express purposes of objecting to the transaction of any business on the grounds that the Meeting of Members is not lawfully called.

(h) Omission of Notice

The accidental omission to give Notice of any Meeting of Members or any irregularity in the Notice of any such Meeting of Members or the non-receipt of any Notice by any Member shall not invalidate any Resolution passed or any proceedings taken at any Meeting of Members, provided that no Member objects in writing to the President of such omission or irregularity within thirty (30) days after the date of such Meeting.

(i) Cancellation of Meetings of Members

Provided that the CBAC is otherwise in compliance with the requirements of the *Act*, the Council may cancel any annual or special Meeting of Members in the case of a state of war or any emergency. Upon cancellation of an annual Meeting of Members, the terms of office of all Officers and members of the Council, the boards of the CBAC Organizations, and the CBAC Boards and Committees, shall be extended for such period of time until the annual Meeting of Members can be rescheduled and held among other things, to elect new Officers and members of the Council, the boards of the CBAC Organizations, and the CBAC Boards and Committees, as required.

(j) Quorum

A quorum for any session of any annual or special Meeting of Members shall be constituted by the presence of one third (1/3rd) of the Registered Delegates at the annual or special Meeting of Members, provided that the Registered Delegates represent a minimum of twenty percent (20%) of the Local Churches. Only those Registered Delegates present in person, by telephonic or other electronic means shall be counted in determining whether or not a quorum is present.

(k) Chair of Members' Meetings

The Chair of Members' Meetings shall be the President. In the President's absence, where the President is unable to act, or at the President's discretion, the Vice-President shall perform these duties. In the absence of both the President and the Vice-President, or in the event of their failure to act for any reason, then a Council Member appointed by the Registered Delegates at Meetings of Members, by Resolution shall act as the Chair.

(l) Voting Rights of Members

Each Delegate shall be entitled to one (1) vote on each question put to the Members at any Meeting of Members. Unless otherwise required by the provisions of the *Act* or this General Operating Bylaw, all questions proposed for consideration at a Meeting of Members shall be determined by Resolution. In the case of equality of votes, the Chair presiding at the Meeting has a second or casting vote.

(m) Voting Procedure

At all Meetings of Members, the election of Officers and members of the Council, the boards of the CBAC Organizations, and the CBAC Boards and Committees, as required, shall be done by secret ballot unless there is an Acclamation for any particular position.

Except in the case of a meeting held entirely by telephonic or electronic means or a meeting held in person at which one or more persons participate by a telephonic, electronic or other communication facility, when a decision on any other question is demanded by the Chair, he/she shall first ask those Registered Delegates voting in the affirmative to display their voting badges prominently, and then ask those Registered Delegates voting in the negative to do so, and the Chair shall then declare the result. Provided however, that if the Chair is in doubt as to the result the Chair may call for a standing vote by asking the Registered Delegates voting in the affirmative to rise and display their voting badges prominently and be counted and then sit down, and then asking the Registered Delegates voting in the negative to rise and display their voting badges prominently and be counted and then sit down, and the Chair shall then declare the result. The Chair shall call for a standing vote if any Registered Delegate calls for a standing vote before the Chair calls for the Registered Delegates to vote by displaying their badges. However, a secret ballot on the question may be required by the Chair or

requested by any Registered Delegate.

Whenever a vote by a display of voting badges has been taken upon a question, a declaration by the Chair that a Resolution has been carried or lost by a particular majority is determinative, unless a Registered Delegate requests a count, whereupon the Chair will order the scrutineers to count the votes.

Notwithstanding the foregoing, any vote may be held entirely or in part by means of a telephonic, an electronic or other communication facility, if the CBAC makes available such a communication facility, in accordance with Article 3.10 (e).

(n) Secret Ballot

If, at any Meeting of Members a secret ballot is requested, it shall be taken in the manner as the Chair directs. The result of a secret ballot shall be deemed to be the Resolution of the Meeting of Members at which the secret ballot was requested. A request for a secret ballot may be withdrawn at any time prior to its taking. If secret ballots are utilized at any Meeting, such secret ballots are to be destroyed following the completion of the Meeting of Members.

(o) Straw Vote

In order that the Chair may have the sense of the views of the Registered Delegates on any issue, a straw vote may be taken as determined at the sole discretion of the Chair.

(p) Scrutineers

The Assembly shall appoint a chief scrutineer for the following year, who shall select a minimum of ten (10) scrutineers from among the Registered Delegates.

(q) Minutes

Minutes shall be kept at all Members' Meetings and signed by the Chair and one (1) other Officer. Minutes of each Members' Meeting shall be provided to each Council Member and be made available to all Members prior to the next Members' Meeting.

(r) Procedural Code

The rules for Members' Meetings shall follow the Rules of Order of the CBAC, except where varied by this General Operating Bylaw.

(s) Registration Fee

Each Delegate registered at a session of the Annual Assembly shall pay a registration fee in an amount to be determined by the Council from time to time. The Council may also fix a

registration fee for other attendees to a session of the Annual Assembly.

(t) Money Appeals

No appeals for money from an individual or organization shall be made at any Meeting of Members unless the appeal for money has previously been submitted to Council in writing and unless the appeal for money has been approved by Council.

(u) Adjournments

Subject to other provisions of this General Operating Bylaw, any Meeting of Members may be adjourned at any time by the President with the consent of the meeting. If the meeting is to be reconvened, the date and time for the adjourned meeting to reconvene will be announced by the President at the time of adjournment. No further Notice for the reconvened meeting is required, and any business that might have been transacted at the original meeting from which the adjournment took place may be transacted at the reconvened meeting.

**SECTION IV
THE COUNCIL OF THE CBAC**

4.01 Establishment of the Council

(a) Number of Council Members

The spiritual, temporal and administrative affairs, business and property of the CBAC shall be managed between Membership Meetings by a Council of sixteen (16) Council Members which shall consist of twelve (12) Elected Council Members and four (4) Appointed Council Members. All Council Members shall fulfill all of the qualifications set out in Section 4.01(e).

(b) Elected Council Members

The twelve (12) Elected Council Members shall be elected by the Registered Delegates at the first annual Meeting of Members, provided, however, that the Council Members prior to incorporation, who are the applicants for incorporation, shall be the first Council Members of the CBAC and shall continue in office until the end of the first annual Meeting of Members.

(c) Appointed Council Members

There shall be four (4) Appointed Council Members, who shall consist of the following persons:

- (i) The President;

- (ii) The Vice-President;
- (iii) The Past President; and
- (iv) The Executive Minister, who shall be without vote.

and shall be appointed by the Elected Council Members as permitted by this General Operating Bylaw and the Articles.

(d) Composition of Council

The Council shall consist of not less than sixty-seven percent (67%) of Persons who are residents of Canada and not more than forty-nine percent (49%) of Persons who deal with one or more other Council Members in a non-arm's length relationship as defined in the *Income Tax Act (Canada)* from time to time.

(e) Qualifications for Council Members

The qualifications to be a Council Member of the CBAC shall include all of the following:

- (i) The Person shall at all times during his/her term be an Active Member in good standing of a Local Church and a believer baptized by immersion, except where precluded by medical condition;
- (ii) The Person must be of the age of majority or older, and have power under law to contract;
- (iii) The Person must be in full agreement with the Constitution;
- (iv) Save and except where permitted by law, the Person and any of his/her Family Members must not be an Employee, Agent, or contractor who is receiving remuneration, either directly or indirectly, from the CBAC;
- (v) Unless otherwise provided in this General Operating Bylaw, the Person must not be a member of a CBAC Board or Committee;
- (vi) The Person must not be an undischarged bankrupt or become one at any time during his/her term as a Council Member;
- (vii) The Person must not be a mentally incompetent Person or become a mentally incompetent Person as found by a qualified medical doctor or a court at any time during his/her term as a Council Member;
- (viii) The Person must not be in contravention of the conflict of interest provisions set out in Section 4.12(a) of this Bylaw;

(ix) The Person must not be in contravention of the confidentiality provisions established by the Council, as amended from time to time; and

(x) The Person must comply with the “Covenant of Christian Workers” of the CBAC (Appendix D), as amended from time to time, and demonstrates his/her intention to comply by signing the “Covenant of Christian Workers”.

4.02 Election of Council Members

(a) Nomination of Elected Council Members

Nomination of qualified Persons to be elected as Elected Council Members shall be made by the Nominating Committee and any additional nominations by the Registered Delegates in accordance with Section 8.04(e).

(b) Election of Elected Council Members

The Elected Council Members shall be elected at the annual Meeting of Members by the Registered Delegates from the slate of nominations presented by the Nominating Committee and any additional nominations by Registered Delegates.

4.03 Term, Rotating Term, and Maximum Term

(a) Term for Elected Council Member

Subject to Section 4.03(b), each Elected Council Member shall be elected for a term of three (3) years.

(b) Rotating Term

The Elected Council Members shall be elected and shall retire in rotation every three (3) years, each year commencing with their election at Assembly. At the first Meeting of Members of the incorporated CBAC, four (4) of the Elected Council Members shall be elected to hold office until the end of the third full year after that date, four (4) to hold office until the end of the second full year after that date, and four (4) to hold office until the end of the first full year after that date; and subsequently Elected Council Members shall be elected to fill the position of those Elected Council Members whose term of office has expired and each Elected Council Member so elected shall hold office until the end of the third full year after his/her election.

(c) Maximum Term for Council Members

The maximum number of terms for each Elected Council Member is two (2) consecutive terms of three (3) years each. An Elected Council Member is eligible for re-election to the

Council at the end of his/her first term for one additional term, provided that such Elected Council Member continues to meet the qualification requirements to be a Council Member in Section 4.01(e). After an absence of one (1) full year a Person is re-eligible for election.

(d) Term for Appointed Council Members

The term of office for the Appointed Council Members shall be the same as the term of their respective positions set out in Section 4.01(c).

4.04 Resignation and Removal of Council Member

(a) Resignation of Council Member

If for any reason a Council Member chooses to resign, a letter of resignation shall be directed to the President, who in turn shall call it to the attention of the Council. The Council shall then have the power to accept such resignation between Meetings of Members. Such letter of resignation shall, as much as possible, set out the reasons for the departure of the Person from the Council.

(b) Removal of Elected Council Members

The position of an Elected Council Member shall be automatically vacated if any of the following occurs:

- (i) An Elected Council Member resigns or has deemed to have resigned in accordance with Section 4.12(e);
- (ii) An Elected Council Member no longer fulfills all of the qualifications to be a Council Member in section 4.01(e) as determined in the sole discretion of the Council by Resolution, provided the Council Member is first given an opportunity to be heard;
- (iii) At a Meeting of Members of the CBAC called for that purpose, the Registered Delegates determine by a two-thirds (2/3) affirmative vote that an Elected Council Member be removed from office, provided that the Elected Council Member is first given an opportunity to be heard;
- (iv) An Elected Council Member becomes prohibited from being a Council Member by reason of any order made under the *Act*;
- (v) An Elected Council Member is found by a qualified medical doctor or a court to be of unsound mind;
- (vi) An Elected Council Member becomes bankrupt; or

(vii) An Elected Council Member dies.

(c) Removal of Appointed Council Member

The position of an Appointed Council Member shall be automatically vacated if any of the following occurs:

(i) An Appointed Council Member resigns in accordance with Section 4.04(a);

(ii) An Appointed Council Member no longer holds the applicable office required to be an Appointed Council Member in accordance with Section 4.01(c) herein;

(iii) An Appointed Council Member no longer fulfils all of the qualifications to be a Council Member in Section 4.01(e) as determined in the sole discretion of the Council by Resolution;

(iv) An Appointed Council Member becomes prohibited from being a Council Member by reason of any order made under the *Act*;

(v) An Appointed Council Member is found by a medical doctor or a court to be of unsound mind;

(vi) An Appointed Council Member becomes bankrupt; or

(vii) An Appointed Council Member dies.

(d) Written Notification of Removal of a Council Member

When a Council Member is deemed to have automatically resigned in accordance with Section 4.04(a) or Section 4.12 (d), the CBAC shall not be required to take any further action other than sending written notification to the Council Member that he/she is no longer a Council Member effective as of a certain date as determined by the Council.

(e) Deemed Coordinated Resignation

Where a Council Member resigns pursuant to Section 4.04(a) or where a Council Member is removed as a Council Member pursuant to Sections 4.04(b) or 4.04(c), as applicable, then such Person shall be deemed to have also automatically resigned as an Officer and/or a Committee Member, as applicable. The Council may, in their discretion, subsequently re-appoint such Person as a Committee Member if the Council deems it appropriate in the circumstances.

4.05 Filling Vacancies of Council Members

(a) Filling Vacancies of Elected Council Members

So long as a quorum of Council Members remains in office, any vacancy of Elected Council Member shall, as much as possible, be filled for its unexpired term within ninety (90) days from the date on which the Council declares the seat vacant either:

- (i) Where a vacancy has occurred as a result of the removal of an Elected Council Member by the Members in accordance with Sections 4.04(b) or 4.04(c), as applicable, then the Registered Delegates at Meetings of Members, shall elect by Resolution a suitable Person to serve the remainder of the term of office of the removed Elected Council Member, provided that such Person fulfils all the qualifications to be an Elected Council Member as set out in Section 4.01(e);
- (ii) By election if an annual Meeting of Members falls within the ninety (90) day period; or
- (iii) Where no annual Meeting of Members falls within the ninety (90) day period, by having those Council Members remaining in office designate a suitable Person to fill the vacancy for the unexpired term, provided that such Person fulfils all the qualifications to be an Elected Council Member as set out in Section 4.01(e).

(b) Vacancies of Appointed Council Members

If the vacancy is that of an Appointed Council Member, the vacancy shall be filled by the Council in accordance with Section 5.08(d).

(c) Continuation of Council Members' Powers

Notwithstanding vacancies, the remaining Council Members may exercise all the powers of the Council so long as a quorum of the Council remains in office. If no quorum of Council Members remains in office, the remaining Council Members or a majority thereof shall forthwith call a special Meeting of Members to fill the vacancies for the unexpired terms.

4.06 Duties Entrusted to the Council

(a) General Duties

The Council shall administer, manage, and give oversight to the spiritual, temporal, and administrative affairs, activities, business, and property of the CBAC between Membership Meetings.

(b) Specific Duties

Without limiting the generality of the foregoing, the Council shall be authorized to carry out the following duties and responsibilities:

- (i) To provide visionary oversight in pursuing CBAC's Objects and Core Values;

(ii) To exercise overall responsibility over the day-to-day administration and operations of the CBAC, either on its own or through the Executive Minister, as applicable, or through other Persons as may be designated from time to time, and to authorize expenditures on behalf of the CBAC from time to time in the furtherance of its Objects;

(iii) To delegate responsibility and concomitant authority to the Executive Minister, where applicable, or such Officers or Persons as may be designated from time to time by the Council, for the management and operation of the CBAC;

(iv) To establish procedures for monitoring compliance with the *Act*, the Articles, the Bylaws herein, and applicable legislation;

(v) To review and revise regularly the *Policies Manual* of the Council (first adopted November 2003) and to monitor, at least once annually, the performance of the Executive Minister, the Boards of CBAC, and the Boards of the CBAC Organizations on the basis of the policies set forth in the *Policies Manual*.

(vi) To establish the selection process for the appointment of the Executive Minister, as well as any other Employees, as applicable, to appoint the Executive Minister in accordance with such process, subject to ratification by the Registered Delegates at a Meeting of Members, by Resolution in accordance with Section 6.03, and to ensure the ongoing evaluation of the Executive Minister c.f., Section 5.02 (d);

(vii) To work on a collaborative basis with other organizations, agencies, and institutions in the community for purposes of furthering the Objects and Core Values of the CBAC;

(viii) To establish, realign or disband the Regions and Associations of the CBAC as required by identified needs and resources, in consultation with, and with the consent of the applicable Associations and Local Churches;

(ix) To appoint such Agents and engage such Employees, either on its own or as delegated to the Executive Minister, as it deems necessary, and such Agents and Employees shall have the authority and shall perform such duties as shall be prescribed by the Council on their behalf at the time of such appointment;

(x) To establish other offices and/or agencies as deemed necessary by the Council from time to time;

(xi) To take such steps as may be deemed requisite to enable the CBAC to acquire, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the Objects of the CBAC;

(xii) To actively participate in fundraising programs on behalf of the CBAC, either personally

or by recruiting others to become involved therein, and to approve campaigns for funds in support of projects of the CBAC Boards or Committees;

(xiii) To make or cause to be made for the CBAC in its name any kind of contract into which the CBAC may lawfully enter;

(xiv) To fill any vacancy in the Executive Minister position, or any Senior Staff position on an interim basis on such terms as Council considers appropriate until such time as the position is filled following the procedure set forth in Section 6.03;

(xv) To prescribe and set the form of any application or other document required by or contemplated in this General Operating Bylaw;

(xvi) To approve the annual financial statement of the CBAC and the annual budget presented by the Executive Minister, for recommendation to the Members at the annual Meeting of Members;

(xvii) To make recommendations to the Registered Delegates about the Auditor to be appointed by the Members at the annual Meeting of Members each year; and if that appointment is not made by the members the CBAC Council shall appoint the Auditor (Section 15.03 (a));

(xviii) To invest funds for the benefit of the CBAC in accordance with such terms as the Council may prescribe in an investment policy pursuant to the investment powers contained in the Articles, if any;

(xix) To acquire, sell, lease, or mortgage any real or personal property as required for the management and operations of the CBAC in accordance with Section 15.05 when applicable;

(xx) To regularly review the functioning of the CBAC, including its organization, structure, processes, programs, and funding, in relation to the Objects and Core Values of the CBAC as stated in the Letters Patent, the Bylaws, the Policy Statements, Assembly Resolutions, Rules, Regulations, Guidelines, and Standards, and to demonstrate accountability for its responsibility to the annual Meeting of Members;

(xxi) To propose to the annual Meeting of Members such Policy Statements not inconsistent with this General Operating Bylaw relating to substantive matters of policies and procedures concerning the programs and activities undertaken by the CBAC, and to keep an up-to-date record of all Policy Statements;

(xxii) To propose to the annual Meeting of Members such Assembly Resolutions not inconsistent with this General Operating Bylaw related to issues of social concern for the guidance of the CBAC, its Members and Senior Staff, and to keep an up-to-date record of all

Assembly Resolutions;

(xxiii) To propose to the annual Meeting of Members such Rules, Regulations and Guidelines, as well as Rules of Order, not inconsistent with this General Operating Bylaw relating to the efficient management and operations of the CBAC;

(xxiv) To propose to the annual Meeting of Members such Standards not inconsistent with this General Operating Bylaw related to the Responsibilities of Members as deemed essential to be added to the list of Responsibilities in Section 3.04(c) and the list of Standards in Section 13.01;

(xxv) To appoint, by Resolution, two members of the Council, other than Officers of the CBAC, to the Executive of the Council to serve for a one-year period;

(xxvi) To fill any vacancies occurring between the Meetings of Members on any CBAC Board or Committee on such terms as are set out in this General Operating Bylaw (e.g., Section 5.08(d));

(xxvii) To fill any vacancies occurring between the Meetings of Members on any board of the CBAC Organizations on the same basis as if the vacancy arose on a CBAC Board or Committee; and remember to disclose this in 9.01 p. 63.

(xxviii) To generally exercise such power and to do such other acts and things as the CBAC, by its Articles, the *Act* or otherwise authorized to exercise and do by law.

4.07 The Executive of the Council

(a) Purpose

The Executive of the Council shall assist the Council in discharging its responsibilities respecting the direction and leadership of the CBAC, when it is impracticable for the full Council to act, and to consider matters concerning the CBAC that may arise from time to time.

(b) Composition

The Executive of the Council will be comprised of the Officers of CBAC, plus two other Council Members duly appointed by Resolution of Council.

(c) Appointment of Council Members to the Executive of the Council

The Council shall annually appoint two members of Council, other than the Officers, to serve on the Executive of the Council for a one-year term. Council Members may be re-appointed for further one-year terms as the Council deems appropriate. Council shall fill any vacancy

which may arise if either of the two non-Officers on the Executive of the Council resign from either Council or the Executive of the Council, or are removed from the Council pursuant to Section 4.04(b) of these Bylaws, or otherwise removed from the Executive of the Council by an affirmative vote of a majority of the Council. Any Council Member appointed to the Executive of the Council to fill a vacancy shall be appointed only for the remainder of the one-year term held by the Council Member being replaced. However, any Council Member so appointed shall be eligible for reappointment to the Executive of the Council in the following year.

(d) Meetings of the Executive of the Council

The Executive of the Council is to meet when the President deems necessary. A simple majority of the Executive of the Council shall constitute a quorum for the transaction of business. The President shall preside at meetings of the Executive of the Council. In the event that the Executive of the Council chair is unable to serve as chair for a specific meeting, he/she shall designate one of the Executive of the Council members to preside.

(e) Specific Authority

The Executive of the Council is a standing Committee of the Council. The Executive of the Council shall have such duties, responsibilities, and authority as may be delegated from time to time to the Executive of the Council by the Council, and in the intervals between meetings of the Council, the Executive of the Council shall have and shall exercise the powers of the Council in directing the management of the work of the CBAC. However, the Executive of the Council shall not undertake any action that pursuant to this Bylaw must be performed by the Council unless the Council has by Resolution empowered the Executive of the Council to so act. The Executive of the Council shall not delegate any of its responsibilities to Senior Staff or to a Sub-committee of the Council.

Without limiting the generality of the forgoing, the Executive of the Council shall:

- (i) Address emergency situations arising between Council meetings;
- (ii) At the request of the Executive Minister, consult with and offer counsel to the Executive Minister regarding matters of concern to the Executive Minister;
- (iii) Give oversight and direction to committees or Working Groups of the Council which may exist from time to time;
- (iv) Take initiative to identify needs and areas for organizational development;
- (v) Maintain minutes of meetings and activities of the Executive of the Council and provide such minutes to Council Members in advance of each regularly scheduled meeting of Council; and

(vi) Be accountable to the full Council for decisions made between Council meetings.

4.08 Delegation of Duties of the Council

Unless otherwise provided for in this General Operating Bylaw, the Council shall be responsible for the duties set forth in this Bylaw but is not necessarily required to perform such duties itself, and as such may delegate to Officers and other Persons the performance of any or all of such duties, provided that such Officers and other Persons remain accountable to the Council in relation to the duties that have been so delegated.

4.09 Committees and Working Groups

The Council may establish by Resolution one or more committees or Working Groups as it may deem advisable, appoint Persons as members of such committees or Working Groups and delegate any of its duties and powers to such committee(s) and Working Group(s). Each committee and Working Group shall be accountable to the Council.

4.10 Council Report

The Council shall, through the President, report to the Membership at the annual Membership Meeting on various matters including, but not limited to, financial matters and policy decisions. At the said meeting, the President shall be available to answer any questions by Registered Delegates and to entertain any motion arising from the floor concerning the work of the Council.

4.11 No Remuneration of Council Members

The Council Members shall serve as such without remuneration and no Council Member shall directly or indirectly receive any profit from his/her position as such, nor shall any Council Member receive any direct or indirect remuneration from the CBAC, except where specifically permitted by law and approved by a Resolution of the Council, provided that Council Members may be reimbursed for Reasonable Expenses incurred by them in the performance of their duties.

4.12 Conflict of Interest

(a) Prohibition

Save and except where specifically permitted by law and as approved by the Council, a Council Member and his/her Family Members shall not enter into a contract, business transaction, financial arrangement, or other matter with the CBAC in which the Council Member or any of his/her Family Members has any direct or indirect personal interest, gain or benefit.

(b) Disclosure

Any Council Member 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 CBAC as described in Section 4.12(a), whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Council.

(c) Procedure for Disclosure

The President shall request any Council Member who has declared a direct or indirect (i.e., through his/her Family Members) personal interest, gain, or benefit in any proposed contract, business transaction, financial arrangement, or other matter with the CBAC, to absent himself/herself during the discussion of and vote upon the matter, with such action being recorded in the minutes.

(d) Consequences of Contravention

In the event that the Council proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Council Member has a direct or indirect personal interest, gain, or benefit in contravention of this Section 4.12, save and except where permitted by law and approved by a Resolution of the Council, such Council Member shall be required to resign immediately from the Council, failing which he/she shall be deemed to have resigned from the Council upon the passing of a Council Resolution to that effect.

4.13 Council Meetings**(a) Regular Meetings**

Regular meetings of the Council shall be held at such time and place as shall be determined by the President or approved by the Council, but not less than three (3) times a year.

(b) Annual Election Meeting

The Council shall hold a meeting within sixty (60) days following the annual Meeting of Members for purposes of the division of duties for Council Members and assignments to Committees, admittance of Members, and the transaction of any other business that may be necessary.

(c) Special Meetings

Special meetings of the Council may be called by the President, or upon written request of any five (5) Council Members to the President or the Executive Minister, who will then give Notice of a special meeting of the Council to each Council Member.

(d) Notice of Meetings

Notice of any regular or special meeting of the Council shall be provided to Council Members by any of the following means:

- (i) By mail sent to each Council Member not less than fourteen (14) days before the Council meeting is to take place;
- (ii) By electronic Notice, including facsimile transfer or e-mail, sent to each Council Member not less than seven (7) days before the Council meeting is to take place;
- (iii) By personal service to each Council Member not less than four (4) days before the Council meeting is to take place; or
- (iv) In the event of an emergency as determined by the President, by telephone Notice to each Council Member not less than forty-eight (48) hours before the Council meeting is to take place.

The Council may appoint a day or days in any month or months for regular meetings of the Council at an hour to be named, and with regard to such meeting, no Notice needs to be given. A Council Member meeting may be held without normal Notice immediately before or following the annual Meeting of Members.

(e) Waiver of Notice

Whenever any Notice of the meetings of the Council is required to be given under the provisions of the *Act* or by these Bylaws, a waiver thereof in writing signed by the Person or Persons entitled to said Notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a meeting by a Person entitled to Notice shall constitute a waiver of Notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

(f) Omission of Notice

The accidental omission to give Notice of any meeting of the Council or any irregularity in the Notice of any such meeting of the Council or the non-receipt of any Notice by any Council Member of the CBAC shall not invalidate any Resolution passed or any proceedings taken at any meeting of the Council, provided that no Council Member objects in writing to the President of such omission or irregularity within thirty (30) days of publication of the minutes of the relevant meeting.

(g) Quorum

A quorum for the transaction of business at any meeting of the Council shall be a majority of the Council Members then in office in accordance with Section 4.01(a), but not fewer than

seven (7) Council Members, provided that vacancies on the Council shall not be counted towards establishing quorum. Only those Council Members present in person, by telephone or electronically shall be counted in determining whether or not a quorum is present.

(h) Chair of the Council

The Chair of the Council shall be the President. In his/her absence or where he/she is unable to act, the Vice-President shall perform these duties. In the absence of both the President and the Vice-President, or in the event of their failure to act for any reason, then a Council Member appointed by the Council by Resolution shall act as the Chair of the Council.

(i) Voting Rights

All Council Members shall have one (1) vote on every question put to the meeting of the Council. All questions arising at any meeting of Council shall be decided by a Resolution of the Council Members present and voting, unless the *Act* or the Bylaws otherwise provide. A Council Member shall be considered to be present at a meeting of Council if such Council Member attends the meeting of the Council either in person, by telephone conference call or by electronic means. In the case of an equality of votes, the Chair of the Council shall have the second or casting vote. The Executive Minister shall have the right to attend, but not the right to vote, at any meeting of the Council.

(j) Voting Procedures

Unless otherwise required by the *Act* or the Bylaws otherwise provide, at all meetings of the Council, every question shall be decided by a show of hands unless a recorded vote or secret ballot on the question is required by the Chair of the Council or requested by any Council Member. When a recorded vote on the question is required by the Chair of the Council or requested by any Council Member, the recording secretary shall record the names of the Council Members and whether they voted in support or opposition. A declaration by the Chair of the Council that a Resolution has been carried and an entry to that effect in the minutes of the Council is conclusive evidence of the fact without proof of the number of proportionate votes recorded in favour or against the Resolution. In the case of an equality of votes, the Chair of the Council shall have the second or casting vote.

(k) Minutes

Minutes shall be kept at all meetings of the Council and signed by the Chair of the Council and the recording secretary. Minutes of each Council meeting shall be submitted to all Council Members prior to the next Council meeting. If amended at the next Council meeting, copies of the corrected minutes shall be made available to each Council Member.

(l) Meetings by Telephone or Electronic Means

If a majority of the Council Members consent, a meeting of the Council may be held by telephone conference call or by other electronic means that permits Council Members to communicate adequately with each other, provided that:

(i) The Council has passed a Resolution addressing the mechanics of holding such Council meeting and dealing specifically with how security issues should be handled, the procedure for establishing compliance with the quorum requirement and recording votes;

(ii) Each Council Member has equal access to the specific means of communication to be used; and

(iii) Each Council Member has consented in advance to meeting by telephone or electronic means using the specific means of communication proposed for the meeting of Council.

(m) Confidentiality

Every Council Member, as well as every Officer, Committee Member, Employee or Volunteer, shall respect the confidentiality of matters brought before the Council or before any Committee of the Council, or any matter dealt with in the course of employment or involvement of such Person in the activities of the CBAC.

(n) Attendance of Other Persons

Meetings of the Council shall be open to the Executive Minister and to such other Persons as the Council from time to time determines can be present by Resolution, with such other Persons to include Employees, representatives of the CBAC Committees and Boards and other outside consultants, provided that no one other than a Council Member and the Executive Minister shall have the right to participate in discussions at any Council meeting, save and except where approved by the Council.

(o) Meetings In Camera

Where matters confidential to the CBAC are to be considered at a meeting of the Council, the part of the meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a Person may be considered at a meeting of the Council, the part of the meeting concerning the Person shall be held in camera, unless there is mutual agreement to the contrary by the Council and such Person.

SECTION V OFFICERS AND EMPLOYEES OF THE CBAC

5.01 Officer Positions

(a) Mandatory Officers

The Officers of the CBAC shall include:

- (i) President;
- (ii) Vice-President;
- (iii) Past President; and
- (iv) Executive Minister.

5.02 Definitions of Officers

(a) President

The duties of the President shall be as follows:

- (i) To call meetings of the Council;
- (ii) To prepare the agenda for the Council meetings and the Meeting of Members in consultation with the Executive Minister;
- (iii) To preside at all meetings of the Council as Chair of the Council;
- (iv) To preside at all Meetings of Members as Chair;
- (v) To preside at all meetings of the Executive of the Council as Chair;
- (vi) To report at each annual Meeting of Members on the operations of the Council;
- (vii) To ensure the fairness, objectivity, and completeness of matters occurring at such meetings;
- (viii) To be an appointed voting member of the Council and the Executive of the Council and to attend, as a non-voting Ex officio member, all Boards and Committees of the CBAC as much as possible;
- (ix) To be an appointed member of the “Board of Directors of the Atlantic Baptist Foundation”;

- (x) To be a Delegate with a right to vote at all Meetings of Members;
- (xi) In conjunction with the Executive Minister, to oversee the operations and management of the CBAC;
- (xii) To sign all minutes of meetings with the Executive Minister or other Officers as designated by the Council;
- (xiii) To sign all Bylaws of the CBAC with the Executive Minister or other Officers as designated by the Council;
- (xiv) To represent the CBAC at public or official functions, as much as possible; and
- (xv) To perform such other duties as may from time to time be determined by the Council.

(b) Vice-President

The duties of the Vice-President shall be as follows:

- (i) In the event that the President is absent or otherwise not able to function in such position, then the President may be temporarily replaced by the Vice-President, who shall exercise all the authority and comply with all the obligations of the President;
- (ii) To be an appointed voting member of the Council and the Executive of the Council, who shall be included in the calculation of the authorized number of Council Members and members of the Executive of the Council;
- (iii) To be a Delegate with a right to vote at all Meetings of Members; and
- (iv) To perform such other duties as may from time to time be determined by the President or the Council.

(c) Past President

The duties of the Past President shall be as follows:

- (i) To be an appointed voting member of the Council, the Executive of the Council, and the Nominating Committee, who shall be included in the calculation of the authorized number of Council Members and members of the Executive of the Council;
- (ii) To serve as chair of the Nominating Committee;

- (iii) To serve as chair of the Examining Council for Ordination;
- (iv) To be a Delegate with a right to vote at all Meetings of Members; and
- (v) To perform such other duties as may from time to time be determined by the President or the Council.

(d) Executive Minister

The duties of the Executive Minister shall be as follows:

- (i) To provide a ministry of spiritual leadership and support to the CBAC;
- (ii) To oversee the development, communication, and implementation of the global vision, mission, and mandate of the CBAC;
- (iii) To serve as the chief executive officer of the CBAC;
- (iv) To act as a public spokesperson for the CBAC in expressing commonly held views and in dealing with matters relating to law and government;
- (v) To be responsible and accountable to the Council for the organization, management, and day-to-day activities of the CBAC in accordance with the Resolutions, Bylaws, Assembly Resolutions, Policy Statements, Rules, Regulations, Guidelines, and Standards adopted by the Meeting of Members from time to time;
- (vi) In consultation with the Council and other Officers, to ensure that appropriate systems and structures are in place for the effective management and control of the CBAC and its resources, including the employment, development, control, direction, and discharge of all Employees of the CBAC, if applicable;
- (vii) To ensure structures and systems are in place for the development, review, and recommendation of new programs and program expenses;
- (viii) To ensure effective human resources for the needs of the CBAC;
- (ix) To establish an organizational structure to ensure accountability of all departments and staff in fulfilling the General Operating Bylaw as well as Resolutions of the Council and the Meeting of Members;
- (x) To provide leadership and support of the Council's responsibility to develop and periodically review the Constitution;
- (xi) To develop and provide leadership as necessary for furthering the Objects of the CBAC;

- (xii) To be an Officer of the CBAC;
- (xiii) To receive notification of and to attend all meetings of the Council as a non-voting Appointed Council Member, and all Meetings of Members as a Delegate with right to vote, save and except when the Council and/or Meeting of Members are discussing the position, salary, or benefits of the Executive Minister;
- (xiv) To be a non-voting appointed member of the Executive of the Council and all other Boards and Committees of the CBAC;
- (xv) To be an Ex officio member of the following bodies:
 - (1) “Board of Trustees of Acadia Divinity College” with vote;
 - (2) “Board of Directors of the Atlantic Baptist Foundation” without vote; and
 - (3) “Canadian Baptist Ministries” without vote.
- (xvi) To publish the time and place for all Members’ Meetings with due Notice;
- (xvii) To report at each annual Meeting of Members concerning the operations of the CBAC;
- (xviii) To conduct all correspondence on behalf of the CBAC arising out of all Council, Executive of the Council, and Members’ Meetings, unless otherwise assigned by the Council or the Meeting of Members;
- (xix) To keep minutes of all Council, Executive of the Council, and Membership Meetings, and present the minutes of previous meetings when called upon to do so;
- (xx) To be the custodian of the seal of the CBAC, which the Executive Minister shall deliver only when authorized by Resolution of the Council to do so and to such Person or Persons as have been named in the said Resolution;
- (xxi) To be the custodian of all papers and Documents of the CBAC; and
- (xxii) To perform such other duties as may from time to time be determined by the Council.

5.03 Qualifications for Officers

A Person may be considered for election as an Officer of the CBAC if such Person fulfills all of the following qualifications:

- (a) The Person shall at all times during his/her term be an Active Member in good standing

of a Local Church, and a believer baptized by immersion, except where precluded by medical condition;

- (b) The Person must be of the age of majority and have power under law to contract;
- (c) The Person must be in full agreement with the Constitution;
- (d) Save and except where permitted by law, and save and except for the Executive Minister, the Person and any of his/her Family Members must not be an Employee, Agent or contractor who is receiving remuneration, either directly or indirectly, from the CBAC or an Employee of a CBAC Board or Committee;
- (e) The Person must not be an undischarged bankrupt or become one at any time during his/her term as an Officer;
- (f) The Person must not be a mentally incompetent Person or become a mentally incompetent Person, as found by a qualified medical doctor or court, at any time during his/her term as Officer;
- (g) The Person must not be in contravention of the conflict of interest provisions set out in Section 4.12(a) of this Bylaw;
- (h) The Person must not be in contravention of the confidentiality provisions established by the Council, as amended from time to time; and
- (i) The Person must comply with the “Covenant of Christian Workers” of the CBAC (Appendix D), as amended from time to time, and demonstrates his/her intention to comply by signing the “Covenant of Christian Workers.

5.04 Election of Officers

(a) Election of Vice-President

The person serving as Vice-President of the unincorporated Convention of Atlantic Baptist Churches at the time of Convention’s incorporation shall become the Vice-President of the CBAC and shall hold office until the close of the first annual Meeting of Members. The Vice-President, who is elected by the Registered Delegates at the first annual Meeting of Members from the slate of nominations presented by the Nominating Committee, shall assume the office at the close of the first annual Meeting of Members and shall hold office until the close of the next annual Meeting of Members.

Thereafter the Vice-President shall be elected by the Registered Delegates at the annual Meeting of Members from the slate of nominations presented by the Nominating Committee, and shall take office at the close of the annual Meeting of Members at which he/she is elected.

(b) Appointment of President

The person serving as President of the unincorporated Convention of Atlantic Baptist Churches at the time of Convention's incorporation shall become the President of the CBAC and shall hold office until the close of the first annual Meeting of Members. The person serving as Vice-President of the unincorporated Canadian Baptists of Atlantic Canada immediately prior to the first Meeting of Members shall become the President of the CBAC at the close of the first annual Meeting of Members and shall hold office until the close of the next annual Meeting of Members.

Thereafter, the Vice-President shall, in the year subsequent to his/her election as Vice-President, automatically fill the office of President. Where there is no automatic successor to fill the office of President, then the President shall be elected by the Registered Delegates at the annual Meeting of Members from the slate of nominations presented by the Nominating Committee, and shall take office at the close of the annual Meeting of Members at which he/she is elected.

(c) Appointment of Past President

The person serving as Past President of the unincorporated Convention of Atlantic Baptist Churches at the time of Convention's incorporation shall become the Past President of the CBAC and shall hold office until the close of the first annual Meeting of Members. The person serving as President of the unincorporated Canadian Baptists of Atlantic Canada immediately prior to the first Meeting of Members shall become the Past President of the CBAC at the close of the first annual Meeting of Members and shall hold office until the close of the next annual Meeting of Members.

Thereafter, the President shall, in the year subsequent to his/her appointment as President, automatically fill the office of Past President after the newly appointed President assumes his/her office. Where there is no automatic successor to fill the office of Past President, then the Past President shall be appointed by the Council from amongst the previous Past Presidents of the CBAC.

(d) Appointment of Executive Minister

Upon recommendation of the Council in accordance with the process set forth in Section 6.03(a), (c), and (d), the Executive Minister shall be appointed at a Meeting of Members by no less than a seventy-five percent (75%) affirmative vote of the Registered Delegates by ballot. The Council may at any time revoke or suspend the appointment of the Executive Minister by a two-thirds (2/3) affirmative vote of all Council Members, provided that the exercise of such discretion does not derogate from the obligation imposed upon the CBAC at law to deal with the Executive Minister as an Employee, if applicable, in a fair and equitable manner.

(e) Multiple Offices

A Person shall not hold more than one (1) position as an Officer.

5.05 Term of Officers

With the exception of the Executive Minister the term of office of all Officers is one (1) year that expires at the conclusion of the annual Meeting of Members in the year immediately following the year in which such Officer was elected or appointed. The Executive Minister shall be appointed to a five (5) year renewable term of office. The Executive Minister shall hold office at the discretion of the Assembly.

5.06 No Remuneration of Officers

With the exception of the Executive Minister, the Officers shall serve as such without remuneration and no Officer shall directly or indirectly receive any profit from his/her position as such, nor shall any Officer receive any direct or indirect remuneration from CBAC, except where approved by a Resolution of the Council, provided that Officers may be reimbursed for Reasonable Expenses incurred by them in the performance of their duties.

5.07 Delegation of Duties of Officers

Unless otherwise provided for by the Council, the Officers of the CBAC shall be responsible for the duties set forth in this Bylaw but are not necessarily required to perform such duties personally, and as such may delegate to other Persons the performance of any or all such duties, provided that such Officer remains accountable to the Council in relation to the duties that have been so delegated.

5.08 Resignation and Removal of Officers**(a) Resignation of Officers**

If, for any reason, any Officer other than the President chooses to resign from his/her position, a letter of resignation shall be directed to the President, who in turn shall call it to the attention of the Council, which resignation shall be deemed to have been accepted as of the effective date stated in the resignation. Where the President chooses to resign, then his/her letter of resignation shall be directed to the Executive Minister, who shall call it to the attention of the Council.

(b) Removal of Officers

An Officer, other than the Executive Minister, shall be deemed to have been automatically removed from his/her position as an Officer if any of the following occur:

- (i) The Officer resigns or has been deemed to have resigned in accordance with Sections 4.04(c)(ii) and 4.12(d) provided the Officer is first given an opportunity to be heard;
- (ii) The Officer no longer fills all the qualification requirements to be an Officer in Section 5.03 as determined in the sole discretion of the Council by Resolution;
- (iii) With the exception of the Executive Minister at a Meeting of Members of the CBAC called for that purpose, the Registered Delegates determine by a two-thirds (2/3) affirmative vote that an Officer be removed from office;
- (iv) An Officer becomes prohibited from being an Officer by reason of any order made under the *Act*, provided that the Officer is first given an opportunity to be heard; or
- (v) Upon the death of an Officer.

(c) Notification of Removal

When an Officer is deemed to have been automatically removed in accordance with the preceding Section 5.08(b), the CBAC shall not be required to take any further action other than sending written notification to the Officer that he/she is no longer an Officer effective as of a certain date as determined by the Council.

(d) Filling Vacancy of Officers

If the office of any Officer of the CBAC shall be or become vacant by reason of death, resignation, removal, or otherwise, the Council by Resolution, after seeking nominations from the Nominating Committee, may appoint a Person to fill such vacancy for the unexpired term of such Officer position.

SECTION VI EMPLOYEES AND VOLUNTEERS

6.01 Terms of Engagement for Employees and Volunteers

All Employees of the CBAC, (which shall be deemed to include all full-time and part-time Employees, and all contracts for service providers who are deemed to be Employees for purposes of the *Income Tax Act* (Canada), where applicable, and all Volunteers who perform services on behalf of the CBAC, shall be required to be subject to the authority of the CBAC as expressed in its Constitution and to be committed to furthering the Objects and Core Values of the CBAC, with such requirements to be reflected in any engagement agreement that may be utilized from time to time with such Employees or Volunteers and any applicable Policy Statements of the CBAC.

6.02 Responsibilities of Senior Staff and Volunteers

The Council shall determine the duties and responsibilities of Senior Staff, who are to be accountable to the Executive Minister. The Executive Minister shall be responsible to the Council and the Members.

6.03 Appointment of Senior Staff

(a) Search Committee for Executive Minister

Upon the resignation or termination of the Executive Minister, the Council will appoint a Search Committee to recruit, screen, and make recommendation to the Council on an appropriate candidate to fill the position of Executive Minister. The Search Committee for Executive Minister shall be comprised of the following Persons:

- (i) Five (5) Council Members who are appointed by the Council by Resolution, one of whom will be appointed by the Council by Resolution to act as chair; and
- (ii) Two (2) Persons chosen to represent the Members who are appointed by the Council by Resolution.

(b) Search Committee for Senior Staff

Upon the resignation or termination of a member of the Senior Staff, or where the Council determines for any reason that a Senior Staff Person should be appointed, the Council will appoint a Search Committee to recruit, screen, and make recommendation to the Council on an appropriate candidate to fill the Senior Staff position. The Search Committee shall be comprised of the following Persons:

- (i) Three (3) Persons chosen to represent the Members who are appointed by the Council by Resolution; and
- (ii) Two (2) Council Members who are appointed by the Council by Resolution, one of whom will act as chair.

The Executive Minister shall be an Ex officio member of this Search Committee and shall have the right to attend and participate fully in all of its meetings, but without vote.

(c) Search Process

The Search Committee will advertise the Executive Minister or Senior Staff position to be filled broadly among the Local Churches and in other venues as feasible. They may actively seek out their own candidates to fill the said position. In addition, professional hiring consultation or advice may be sought by the Search Committee.

Candidates will be chosen based on competency, character, and compatibility with the CBAC. Candidates will hold or be willing to hold membership in a Local Church, sign the “Covenant of Christian Workers” (Appendix D), as amended from time to time, and be in substantive agreement with the Constitution and Baptist faith and polity.

(d) Appointment Process

(i) Appointment of the Executive Minister

The Council shall recommend by a seventy-five percent (75%) affirmative vote by ballot to a Meeting of Members a candidate for the position of Executive Minister.

The appointment of the Executive Minister shall be by no less than a seventy-five percent (75%) affirmative vote by ballot of a Meeting of Members.

(ii) Appointment of Senior Staff

The Council shall recommend by a seventy-five percent (75%) affirmative vote by ballot to a Meeting of Members or to the Members a candidate for a Senior Staff position.

The appointment of the Senior Staff position shall be by no less than a seventy-five percent (75%) affirmative vote by ballot by the Registered Delegates at a Meeting of Members or by receiving an affirmative vote of no less than seventy-five percent (75%) from reporting Members.

(e) Continuation of Senior Staff

The persons serving as the Executive Minister and the Senior Staff of the unincorporated Convention of Atlantic Baptist Churches at the time of Convention’s incorporation continued in those positions with the CBAC on the same terms and conditions as each of persons enjoyed with the unincorporated Convention of Atlantic Baptist Churches.

6.04 Remuneration of Executive Minister, Employees and Agents

The reasonable remuneration and/or allowances of the Executive Minister, Employees, or Agents of the CBAC shall be determined or fixed by the Council by Resolution, or by a Committee thereof with the approval of the Council by Resolution.

6.05 Employment Policies

The Council shall develop and maintain a set of human resource Policy Statements that provide for job descriptions, performance assessments, a salary scale, employment benefits,

staff development, and such other Policy Statements as the Council may, from time to time, deem appropriate.

SECTION VII MINISTRY PARTNERS

7.01 Definition of Ministry Partners

In order to further its Objects and Core Values, the CBAC may associate with organizations and associations which have similar or complementary objects to those of the CBAC, which organizations and associations shall be known as Ministry Partners. All Ministry Partners shall fulfill all of the qualification requirements set out in Section 7.02.

7.02 Qualifications of Ministry Partners

A Ministry Partner may be designated as such from time to time by the Members, through Delegates, at a Meeting of Members by a Resolution presented by the Council which has determined that the Ministry Partner:

- (a) Shares a common vision and core values with the CBAC in the areas of cooperative ministry;
- (b) Is willing to work with the CBAC to achieve common goals, through mutually agreed means; and
- (c) Upholds biblical principles including justice, equality, peace, and righteousness.

7.03 Confirmation of Existing Ministry Partners

Subject to the above, the CBAC shall have the following Ministry Partners:

- “Canadian Baptist Ministries”;
- “Atlantic Baptist Women/United Baptist Woman’s Missionary Union”;
- “Atlantic Baptist Youth”;
- “Canadian Baptists of Ontario and Quebec”;
- “Canadian Baptists of Western Canada”;
- “Union d’Églises Baptistes Francophones du Canada”
- “Evangelical Fellowship of Canada” and;

Such other organizations and associations as may be designated as Ministry Partners pursuant to Section VII.

7.04 Duties and Rights of Ministry Partners

All Ministry Partners shall have the following duties and rights:

- (a) As they have opportunity, the duty to further the Objects and Core Values of the CBAC;
- (b) The right to apply for and potentially receive financial or other support from the CBAC. If a Ministry Partner has received financial support from the CBAC in the preceding fiscal year, the said Ministry Partner shall be required to provide a report to the Members at the next annual Meeting of Members on its use of such;
- (c) The right to receive notice of and to attend all Meetings of Members through its authorized non-voting representatives. Each Ministry Partner will be able to appoint the number of non-voting representatives determined to be appropriate by the Council from time to time.

7.05 Removal of Ministry Partners

A Ministry Partner may be removed by a two-thirds (2/3) Resolution passed by Registered Delegates at a Meeting of Members duly called for that purpose, providing that the Ministry Partner is first given an opportunity to be heard.

7.06 Representation by CBAC

In accordance with the terms of the constituting documents of each Ministry Partner, the CBAC may be entitled to send representatives to such Ministry Partners.

SECTION VIII CBAC BOARDS AND COMMITTEES

8.01 Standard Terms of Reference

(a) Application

These standard terms of reference shall apply to all CBAC Boards and Committees unless specifically stated otherwise in the Sections of this General Operating Bylaw regarding each specific CBAC Board or Committee.

(b) Qualification for Membership on CBAC Boards and Committees

In accordance with the terms of this Bylaw, Persons who are Active Members in good standing of Local Churches of the CBAC, and believers baptized by immersion, except where precluded

by medical condition, may be considered for election to any CBAC Board or Committee. Council Members of the Convention of Atlantic Baptist Churches, Employees of the CBAC and Employees of any ministry Partner, will not be considered for election to any CBAC Board or Committee. A CBAC Board or Committee Member will be deemed to be a Volunteer of the CBAC and will be subject to the requirements outlined in Section 6.01. In order to be a CBAC Board or Committee Member, a Person must be eighteen (18) years of age or older and must not be an undischarged bankrupt or mentally incompetent or become bankrupt or mentally incompetent, as found by a qualified medical doctor or court, during his/her term as a CBAC Board or Committee Member.

(c) Removal from Geographic Area

Any member of a CBAC Board or Committee who removes from the geographical area served by the CBAC shall automatically cease to be a member of such CBAC Board or Committee, and a replacement shall be made by the Nominating Committee next in session, if not sooner replaced as hereinafter provided.

(d) Appointment to Serve an Unexpired Term

Any member appointed to serve the unexpired term of another shall be considered as having filled the appointment for the full term of three (3) years and shall, under the six (6) year rule, be eligible for only one (1) more three (3) year term before retiring for at least one (1) year.

(e) Loss of Good Standing

Any member of a CBAC Board or Committee who has lost “good standing” or membership with his/her Local Church shall automatically cease to be a member of such a CBAC Board or Committee, and a replacement shall be made by the Nominating Committee next in session, if not sooner replaced as hereinafter provided.

(f) Election of Members to CBAC Boards or Committees

All members, other than Ex officio members, of CBAC Boards and Committees will be elected at the annual Meeting of Members.

(g) President and Executive Minister as Ex Officio Members

The President and the Executive Minister shall be Ex officio members of all CBAC Boards and Committees, and shall not have vote on CBAC Boards and Committees except as prescribed in Sections 3.10(c)(x)(1) and 5.02(d)(xv)(1).

(h) Term of Office of CBAC Board or Committee Members

The term of office for any appointed member of CBAC Boards and Committees is three (3)

years to expire at the commencement of the first regular CBAC Board or Committee meeting after the annual Meeting of Members that takes place three (3) years following his/her appointment as a CBAC Board or Committee Member.

(i) Maximum Term of CBAC Board or Committee Members

The maximum number of terms for each CBAC Board or Committee Member is two (2) consecutive terms of three (3) years each, before retiring for at least one (1) year. A CBAC Board or Committee Member is eligible for re-appointment to the same CBAC Board or Committee at the end of his/her first term for one additional term, provided that such CBAC Board or Committee Member continues to meet the qualification requirements to be a CBAC Board or Committee Member in Section 8.01(b) and the CBAC Board or Committee requests his/her reappointment.

(j) Removal of CBAC Board or Committee Members

The Registered Delegates at a Meeting of Members, upon recommendation by Council, may remove any member of a CBAC Board or Committee by Resolution passed by a two-thirds (2/3) affirmative vote.

(k) Vacancies

If a CBAC Board or Committee Member, who was elected by the Registered Delegates at a Meeting of Members, resigns during his/her term of office, then the Council may by Resolution appoint a new CBAC Board or Committee Member on a temporary basis until the next Meeting of Members. The name of the Person appointed by Council shall be added to the report of the Nominating Committee to the next Meeting of Members, if he/she is willing to complete the unexpired term.

(l) Quorum

A majority of the members of the CBAC Board or Committee constitutes a quorum for the transaction of business at any meeting of such CBAC Board or Committee. Only those CBAC Board or Committee Members present in person (and where permitted by Section 8.01(r) by telephone or electronically) shall be counted in determining whether or not a quorum is present.

(m) Chair

The CBAC Board or Committee shall by Resolution appoint a chair from among the CBAC Board or Committee Members, other than Ex officio CBAC Board or Committee Members, if any.

(n) Notice of Meeting

Meetings of the CBAC Board or Committee shall be held at such times as determined by the Chair, but not less than once a year and provided that two (2) weeks' Notice of such meeting shall be given. While Assembly is in session, twenty-four (24) hours' Notice is sufficient.

(o) Waiver of Notice

Whenever any Notice of a CBAC Board or Committee meeting is required to be given under the provisions of the *Act*, or in accordance with this General Operating Bylaw, a waiver thereof in writing signed by the Person or Persons entitled to said Notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a CBAC Board or Committee meeting by a Person entitled to Notice shall constitute a waiver of Notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

(p) Omission of Notice

The accidental omission to give Notice of any CBAC Board or Committee meeting, or any irregularity in the Notice of any such meeting of the CBAC Board or Committee, or the non-receipt of any Notice by any CBAC Board or Committee Member, shall not invalidate any Resolution passed or any proceeding taken at any CBAC Board or Committee meeting, provided that no CBAC Board or Committee Member objects in writing to the CBAC Board or Committee chair of such omission or irregularity within thirty (30) days of the publication of the minutes of the relevant meeting.

(q) Place of Meetings

Meetings of the CBAC Board or Committee shall be held at any place as designated by the chair in the Notice calling the meeting.

(r) Meetings by Telephone or Electronic Means

If a majority of the members consent, either by Resolution at a CBAC Board or Committee meeting or by consents signed individually, a meeting of the CBAC Board or Committee may be held by telephone conference or by other electronic means that permits each CBAC Board or Committee Member to communicate adequately with each other, provided that:

(i) The members of the CBAC Board or Committee have passed a Resolution addressing the mechanics of holding such CBAC Board or Committee meeting, dealing specifically with how security issues should be handled and the procedure for establishing quorum and recording votes;

(ii) Each CBAC Board or Committee Member has equal access to the specific means

of communication to be used; and

(iii) Each CBAC Board or Committee Member has consented in advance to meeting by telephone or electronic means using the specific means of communication proposed for the CBAC Board or Committee meeting.

(s) Voting Rights and Procedures

All CBAC Board or Committee Members shall have one (1) vote on every question put to a CBAC Board or Committee meeting. Questions arising at any meeting of a CBAC Board or Committee shall be decided by a majority of the members of the CBAC Board or Committee present and voting. A CBAC Board or Committee Member shall be considered to be present at a meeting of a CBAC Board or Committee if such Person attends the meeting either in person, by telephone conference call, or by other electronic means. In the event of an equality of votes, the chair of the CBAC Board or Committee shall have the second or casting vote.

(t) Conflict of Interest

Every CBAC Board or Committee Member shall be subject to the same conflict of interest requirements that govern Council Members as set out in Section 4.12.

(u) Confidentiality

Every CBAC Board or Committee Member shall respect the confidentiality of matters brought before the CBAC Board or Committee.

(v) Accountability and Reporting

Each CBAC Board or Committee shall be accountable to the annual Meeting of Members through the Council and shall prepare an annual written report for the annual Meeting of Members which shall be submitted to the Executive Minister not less than ninety (90) days prior to the annual Meeting of Members.

(w) Co-opted Members

Any CBAC Board or Committee may, within the limits prescribed by the Council from time to time, co-opt Persons with expertise that may be required by the CBAC Board or Committee. The role of any co-opted CBAC Board or Committee Member is to be advisory in nature and to provide observations and recommendations concerning the mandate of the CBAC Board or Committee to which he/she has been co-opted. A Co-opted CBAC Board or Committee Member is not to be provided with the right to vote on a CBAC Board or Committee.

(x) Open CBAC Board and Committee Meetings

Meetings of any CBAC Board or Committee shall be open to such other Persons whom the CBAC Board or Committee from time to time determines can be present by Resolution, provided that no one other than a CBAC Board or Committee Member shall have the right to participate in discussions at any meeting of that CBAC Board or Committee, except when by Resolution of the CBAC Board or Committee, a Person is given the privilege to participate in the discussions.

(y) Meetings in Camera

Where matters confidential to the CBAC are to be considered at a CBAC Board or Committee meeting, the part of the meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a Person may be considered at a CBAC Board or Committee meeting, the part of the meeting concerning such Person shall be held in camera, unless there is mutual agreement to the contrary by the members of the CBAC Board or Committee and such Person.

(z) Secretary of the Committee

The recording secretary of each CBAC Board or Committee shall be determined by Resolution of the members of the CBAC Board or Committee.

(aa) Minutes of Meeting

Minutes shall be kept of all CBAC Board and Committee meetings and shall be forwarded to the President and the Executive Minister.

8.02 Board of Ministerial Standards and Education**(a) Establishment of the Board**

The “Board of Ministerial Standards and Education” shall consist of the following twenty (20) members:

- (i) Nine (9) Persons elected by the Registered Delegates at a Meeting of Members;
- (ii) The “President of Acadia Divinity College” or designate;
- (iii) The “President of Crandall University” or designate;
- (iv) The “Director of Atlantic Baptist Mission”;
- (v) The Executive Minister of the CBAC; and
- (vi) The Associate Executive Ministers who shall be members without vote.

(b) Duties of the Board

The “Board of Ministerial Standards and Education” shall:

- (i) Individually interview those Persons considering training for ordained Baptist ministry or lay pastoral ministry to determine their fitness for the pastoral office; to direct them in their course of study; to consider with them the financial obligations involved; and to assist in any way which lies within the jurisdiction of the board. Further, the “Board of Ministerial Standards and Education” shall review the progress of the preparation of candidates from time to time and report the same to the appropriate Association committees;
- (ii) Review the cases of Pastoral Leaders who leave the ministry to enter secular callings outside the denomination to determine whether their names shall or shall not remain on the list of “Accredited Ordained Ministers” or “Recognized CBAC Lay Pastors” within the CBAC. This will be done with Notice and right of appeal to the Executive of the Council;
- (iii) Meet with Pastoral Leaders who are ordained and recommended by a body in fellowship with the “Baptist World Alliance,” and recommend that their names be placed on the list of “Accredited Ordained Ministers,” after ensuring that they have met the conditions set forth in the “Recognition of Prior Ordination” document;
- (iv) Meet with ordained Pastoral Leaders coming from church bodies not affiliated with the “Baptist World Alliance,” and recommend that they be placed on the list of “Accredited Ordained Ministers,” after ensuring that they have met the conditions set forth in the “Recognition of Prior Ordination” document;
- (v) Be the keeper of the ministerial standards set forth in the Regulations Concerning the Ministry (as amended from time to time following the procedure set forth in Section 11.01) on behalf of the churches within the Canadian Baptists of Atlantic Canada. Any minister or pastor appointed, inducted, ordained, installed, recognized, or employed by a church or agency of the CBAC, and who is accredited by CBAC, and any candidate for ministry who has been accepted by the “Board of Ministerial Standards and Education” for the purpose of pursuing preparation for the ministry and is currently working toward that goal, is accountable to the CBAC through the “Board of Ministerial Standards and Education” for maintaining and upholding biblical and professional standards of Christian ministry. Any formal written allegation of professional misconduct shall be dealt with by this board according to the procedures set forth in the “Ministerial Standards Document, Section 5, Protocol for Cases of Alleged Professional Misconduct” approved by the Registered Delegates at a Members’ Meeting; and
- (vi) Enforce the Regulations Concerning the Ministry as being binding on all Pastoral Leaders accredited by the CBAC.

8.03 Baptist Historical Committee

(a) Establishment of the Committee

The “Baptist Historical Committee” shall be composed of twelve members:

- (i) Nine (9) Persons elected by the Registered Delegates at a Meeting of Members, including at least one from each of the Regions of CBAC if possible; and
- (ii) Four (4) Ex officio members with vote: a “History Professor” from “Crandall University”, a “Church History Professor” from “Acadia Divinity College”, an “Acadia University Archivist”, and the “Acadia University Librarian”.

(b) Duties of the Committee

The Committee shall:

- (i) Collect, preserve and as needed reproduce historical materials from the Canadian Baptists of Atlantic Canada (Local Churches, Associations, Assembly, Council, CBAC Boards and Committees), “Atlantic Baptist Women”, and “Atlantic Baptist Youth”; and
- (ii) Encourage the publication of related monographs.

8.04 Nominating Committee

(a) Establishment of the Committee

The Committee shall be composed of no more than eleven (11) members appointed as follows:

- (i) Nine (9) Persons, one from each Region, nominated according to the procedures set forth in Council’s “Nominating Committee Guidelines” and elected by the Registered Delegates at a Meeting of Members; and
- (ii) Two (2) Ex officio members without vote: the Executive Minister and the Past President, who will chair the Committee. In the absence of the Past President, the Vice President shall become an Ex officio member without vote and serve as chair.

(b) Duties of the Committee

The Committee shall:

- (i) Prepare and submit a slate of nominations of qualified Persons to be considered for positions within the CBAC in accordance with this General Operating Bylaw, including

Vice President, Council Members, members of all CBAC Boards and Committees, and the members of the boards of all CBAC Organizations, the Board of Directors of Canadian Baptist Ministries and the Board of Governors of Acadia University save and except where otherwise provided for in this General Operating Bylaw; and

(ii) Ensure that all Persons being nominated for a position in the CBAC are qualified and have given their consent to be nominated, before presenting their names for election by the Registered Delegates at the annual Meeting of Members.

(iii) Appoint the CBAC representative on the “Acadia University Senate Archives Committee.”

(c) Balanced Representation of Nominations

In carrying out its duties in preparing a slate of nominations, the Nominating Committee should be concerned to seek a balance of representation with respect to gender, age, geographical location, clergy, laity, cultural background, appropriate skills, and experience.

(d) Board Specific Direction

In identifying nominees, the Nominating Committee shall be aware of the relevant items within this General Operating Bylaw and shall consider the constating documents of the CBAC Organizations.

(e) Nominations by Delegates

Nominations, other than those submitted by the Nominating Committee, may be submitted by any Delegate at the annual Meeting of Members as follows:

(i) All such nominations shall be in writing;

(ii) All such nominations shall include the names of two (2) supporting Delegates and the consent of the nominee, and in the case of the Vice President, a brief résumé of the nominee’s background;

(iii) The nominee shall meet the eligibility requirements for the position to which the nominee is nominated, as determined in the sole discretion of the chair of the Nominating Committee;

(iv) All such nominations shall be in the hands of the chair of the Nominating Committee or the Executive Minister, no later than twelve (12) hours prior to the beginning of the annual Meeting of Members in which the report of the Nominating Committee is scheduled on the agenda.

SECTION IX CBAC ORGANIZATIONS

9.01 CBAC Organizations

The CBAC elects or ratifies all of the members of the “Boards of Directors”, “Governors”, or “Trustees”, as the case may be, of the CBAC Organizations except those who are appointed or Ex officio. Section 8.01 of this Bylaw shall apply *mutatis mutandis* to the appointment and tenure of members of the board of directors, governors or trustees, as the case may be of CBAC Organizations provided, however, that if any provision of Section 8.01 hereof conflicts with any provision of the constating documents of any CBAC Organization, the provisions of the constating document of the CBAC Organization shall govern with respect to that particular CBAC Organization. The list of current CBAC Organizations is in Section 2.01. The CBAC Council has two responsibilities relating to CBAC Organizations (c.f., Section 4.06(b)(v) and (xxvii)).

SECTION X PROTECTION AND INDEMNITY

10.01 Protection and Indemnity to Council Members, Officers, and Others

(a) Protection of Council Members, Officers, and Others

Except as otherwise provided in the *Act*, no Council Member, Officer, Member, CBAC Board or Committee Member, Employee, or Volunteer shall be liable for the acts, receipts, neglects, or defaults of any other Council Member, Officer, Member, CBAC Board or Committee Member, Employee, or Volunteer of the CBAC or for any loss, damage, or expense happening to the CBAC through the insufficiency or deficiency of title to any property acquired by the CBAC for or on behalf of the CBAC, or for the insufficiency or deficiency of any security in or upon which any of the moneys, securities, or effects of or belonging to the CBAC shall be placed or invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any Person or Member, including any Person or Member with whom or **in** which any moneys, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication, or misappropriation of or any damage resulting from any dealings with any moneys, securities, or other assets belonging to the CBAC, or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of that Council Member’s, Officer’s, Member’s, CBAC Board or Committee Member’s, Employee’s or Volunteer’s office or trust, or in relation thereto, unless the same shall happen by or through such Person’s or Member’s willful neglect or default.

(b) Indemnity to Directors, Officers, and Others

Every Council Member, Officer, Member, CBAC Board or Committee Member, Employee, or Volunteer of the CBAC, and his/her heirs, executors and administrators, and estate and

effects, respectively, which has undertaken or is about to undertake any liability on behalf of the CBAC, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the CBAC from and against the following:

(i) All costs, charges, and expenses whatsoever that such Council Member, Officer, Member, CBAC Board or Committee Member, Employee or Volunteer sustains or incurs in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against the Council Member, Officer, Member, CBAC Board or Committee Member, Employee or Volunteer for in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by them or it, in or about the execution of the duties of their or its office or in respect of any such liability; and

(ii) All other costs, charges, and expenses that the Council Member, Officer, Member, CBAC Board or Committee Member, Employee or Volunteer sustains or incurs in or about in relation to the affairs thereof, except such costs, charges, and expenses as are occasioned by their or its own willful neglect or default.

(c) Indemnity to Others

The CBAC may also indemnify such other Persons (with “Person” in Section X to include corporations, partnerships, joint ventures, sole proprietorships, unincorporated associations, and all other forms of business organizations) in such other circumstances as the *Act* or the law permits or requires. Nothing in this Bylaw shall limit the right of any Person entitled to indemnity to claim indemnity apart from the provision of this General Operating Bylaw to the extent permitted by the *Act* or the law.

(d) Insurance

The Council is authorized to acquire Council Members’ and Officers’ insurance in such amounts and on such terms and conditions as the Council may by Resolution consider appropriate in its sole discretion, provided that the purchase of such Council Members’ and Officers’ insurance shall not unduly impair the carrying out of the Objects or render the CBAC insolvent.

SECTION XI POLICY STATEMENTS AND ASSEMBLY RESOLUTIONS

11.01 Policy Statements

The Policy Statements are the Regulations Concerning the Ministry and any other Policy Statement passed by the Registered Delegates at a Meeting of Members following the procedure set forth in Section 11.03.

11.02 Assembly Resolutions

The Assembly Resolutions are those Resolutions listed in Appendix C and any additional Assembly Resolutions passed by the Registered Delegates at a Meeting of Members following the procedure set forth in Section 11.03.

11.03 Procedure for Adopting or Repealing Policy Statements and Assembly Resolutions

(a) In consideration of the ongoing need for the CBAC to provide guidance and direction to its Members, Council Members, Officers, CBAC Board or Committee Members, Employees and Volunteers in pursuing the Objects and Core Values of the CBAC, the Members through Registered Delegates at a Meeting of Members may adopt by Resolution Policy Statements and Assembly Resolutions on such matters as are deemed necessary from time to time by the Council. Such Policy Statements and Assembly Resolutions upon adoption by the Registered Delegates at a Meeting of Members as set out below shall be deemed to be part of this General Operating Bylaw.

(b) The Registered Delegates at a Meeting of Members may adopt or amend from time to time by a Resolution passed with a two-thirds (2/3) affirmative vote any present or additional Policy Statements and Assembly Resolutions that are not inconsistent with this General Operating Bylaw relating to the Expectations of the CBAC of its Members in Section 3.04(d) (iii) and (iv).

(c) Any Policy Statement or Assembly Resolution adopted by the Registered Delegates at a Meeting of Members shall continue to have force and effect until amended, repealed, or replaced by a subsequent Resolution by the Registered Delegates at a Meeting of Members passed with a two-thirds (2/3) affirmative vote.

(d) In both cases, notice of motion must be given in accordance with the procedure in Section 17.02.

11.04 Record of Policy Statements and Assembly Resolutions

The Council through the Executive Minister shall be responsible for maintaining an up-to-date file of all Policy Statements and Assembly Resolutions approved in accordance with this Section.

SECTION XII RULES, REGULATIONS, AND GUIDELINES

12.01 Rules, Regulations, and Guidelines

(a) The Registered Delegates at a Meeting of Members, may adopt, amend, or repeal by Resolution, any Rules, Regulations or Guidelines that are not inconsistent with this General Operating Bylaw or the Constitution relating to the management and operation of the CBAC as they may deem appropriate from time to time.

(b) All such adoptions, amendments, or repeals of Rules, Regulations, or Guidelines require:

(i) Notice of motion which must be given in accordance with the procedure in Section 17.02; and

(ii) A two-thirds (2/3) affirmative vote by Registered Delegates at a Meeting of Members.

(c) Any Rule, Regulation, or Guideline adopted by the Registered Delegates at a Meeting of Members, shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Registered Delegates at a Meeting of Members.

SECTION XIII STANDARDS

13.01 Standards

(a) The Scriptures of the Old and New Testaments are the divinely inspired Word of God and the final authority in matters of faith and practice;

(b) The core beliefs of the CBAC as expressed in the “1905/06 Basis of Union”; and

(c) Any additional Standards passed by the Registered Delegates at a Meeting of Members following the procedure set forth in Section 13.02.

13.02 Procedure for Adopting or Repealing Standards

(a) The Registered Delegates at a Meeting of Members may adopt or amend from time to time by a Resolution passed with a seventy-five percent (75%) affirmative vote any present or additional Standards that are not inconsistent with this General Operating Bylaw relating to the Responsibilities of Local Churches to the CBAC as set forth in Section 3.04(c).

(b) Any Standards adopted by the Registered Delegates at a Meeting of Members shall continue to have force and effect until amended, repealed, or replaced by a subsequent

Resolution by the Registered Delegates at a Meeting of Members passed with a seventy-five percent (75%) affirmative vote.

(c) In both cases, notice of motion must be given in accordance with the procedure in Section 17.02.

SECTION XIV WAIVER AND DISPUTE RESOLUTION

14.01 Waiver

Notwithstanding anything else contained herein, the status of being a Member, a Council Member, an Officer (except the Executive Minister), a CBAC Board or Committee Member, Employee or a Volunteer in the CBAC is given upon the strict understanding that removal of such Member or Person as Member, Council Member, Officer (except the Executive Minister), CBAC Board or Committee Member, Employee or Volunteer in accordance with the General Operating Bylaw or any other proceedings contained thereon, shall not give such Member or Person any cause for legal action against either the CBAC, the Council, any Officer, any Member, any CBAC Board or Committee Member, Employee or Volunteer. The acceptance of the status of being a Member, a Council Member, an Officer, a CBAC Board or Committee Member, Employee or a Volunteer shall constitute conclusive evidence of a waiver by the Member, Council Member, Officer, CBAC Board or Committee Member, Employee or Volunteer of all rights of action, causes of action, and all claims and demands against the CBAC, its Members, the Council, Officers, CBAC Board or Committee Members, Employees or Volunteers of the CBAC in relation to any actions, proceedings, or matters arising out of the General Operating Bylaw or involving the General Operating Bylaw in any manner whatsoever, and this provision may be pleaded as a complete estoppel in the event that such an action is commenced in violation thereof.

14.02 Mediation and Arbitration

Disputes or controversies amongst CBAC, its Members, Council Members, Officers, CBAC Board or Committee Members, Employees or Volunteers are as much as possible to be resolved in accordance with the biblical principles stated in Matthew 5:23-24, Matthew 18:15-20, Luke 17:3, Galatians 6:1, and 1 Corinthians 6:1-8.

14.03 Dispute Resolution Mechanism

In the event that a dispute or controversy amongst CBAC, its Members, Council Members, Officers, CBAC Board or Committee Members Employees or Volunteers arising out of or related to this General Operating Bylaw, the Articles or Policy Statements, or out of any aspect of the operations of the CBAC is not resolved in private meetings between the parties pursuant to Matthew 5:23-24 and Matthew 18:15, then without prejudice to or in any other way derogating from the rights of the Members, Council Members, Officers, CBAC Board or

Committee Members, Employees or Volunteers of the CBAC as set out in this General Operating Bylaw or the *Act*, and as an alternative to such Person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of Christian dispute resolution in accordance with Matthew 18:16 as follows:

(a) The dispute or controversy shall first be submitted to a team of three (3) Christian mediators whereby one (1) party to the dispute appoints one mediator, the other party (or if applicable the Council of the CBAC) appoints another mediator, and the two (2) mediators so appointed jointly appoint a third mediator. The three (3) mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties;

(b) If the matter is not resolved through mediation, then a team of three (3) arbitrators shall be appointed. One (1) party to the dispute appoints one arbitrator, the other party (or if applicable the Council) appoints another arbitrator, and the two (2) arbitrators so appointed jointly appoint a third arbitrator. The said arbitrators shall arbitrate and decide all issues in accordance with the provisions of the *Arbitration Act* of the Province in which the dispute arose provided however that if the dispute is alleged to have arisen in more than one (1) Province by any of the parties involved, the *Arbitration Act*, R.S.N.S.c. 19 shall apply to and govern the dispute and the award of the arbitrators shall be final and binding upon the parties and the judgment once given may be entered by any court having jurisdiction;

(c) The number of mediators or the number of arbitrators can be reduced from three (3) to one (1) upon the agreement of all parties.

SECTION XV FINANCIAL MATTERS

15.01 Financial Year End

Unless otherwise recommended by the Council, and approved by the Registered Delegates at a Meeting of Members, the fiscal year end of the CBAC shall be the 31st day of December in each year.

15.02 Financial Statements and Annual Budget

(a) The Executive Minister shall prepare prior to the annual Meeting of Members each year the financial statements for the preceding year prepared in accordance with the financial reporting standards of the “Canadian Institute of Chartered Accountants for Charitable and Non-Profit Organizations” as may be in place from time to time. The financial statements shall be forwarded to the Council for approval at least one (1) week prior to the April meeting of Council. After being approved by the Council, the financial statements shall be presented at the annual Meeting of Members for approval by the Registered Delegates by Resolution. From time to time, the CBAC may publish a notice that the financial statements are available

at the “CBAC Office” and can be requested to be sent by a Member or, alternatively, the CBAC may send a copy of financial statements to the Members prior to the annual Meeting of Members each year.

(b) The Council shall prepare prior to the annual Meeting of Members each year a balanced budget for the upcoming year prepared in consultation with the Executive Minister, with such budget presenting for comparative purposes the budget and expenditures of at least the previous year. After being approved by the Council, the budget shall be presented at the annual Meeting of Members for approval by the Registered Delegates by Resolution. After being approved by the Council, the budget for the next fiscal year shall be presented at the annual Meeting of Members for approval by the Registered Delegates by Resolution. As determined in the sole discretion of the Council by Resolution from time to time, the CBAC may publish a notice that budget is available at the “CBAC Office” and can be requested to be sent by a Member or, alternatively, the CBAC may send a copy of the budget to the Members prior to the annual Meeting of Members each year.

15.03 Auditor

(a) The Registered Delegates at the annual Meeting of Members shall appoint by Resolution an Auditor who shall not be a member of the Council, an Officer or Employee of the CBAC, or a partner or employee or Family Member of any such Person and is duly licensed under the provisions of the applicable provincial legislation, to hold office as an Auditor until the next annual Meeting of Members of the CBAC. In the event that an Auditor is not appointed at an annual Meeting of Members, the Auditor then in office shall continue in office until a successor Auditor is appointed by the Council (4.06(b) (xvii))

(b) The Auditor shall have all the rights and privileges and be subject to the provisions set out in the *Act* and shall perform the audit function as prescribed for therein.

(c) In addition to making a report at the annual Meeting of Members of the CBAC, the Auditor shall from time to time report, either verbally or in writing, to the Council on the audit work with any necessary recommendations.

15.04 Borrowing

(a) Borrowing Authority

Subject to the limitations set out in the *Act* and this Bylaw, the Council may:

- (i) Borrow money upon the credit of the CBAC;
- (ii) Limit or increase the amount to be borrowed;
- (iii) Issue debentures or other securities of the CBAC;

(iv) Pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and

(v) Secure any such debentures, or other securities, or any other present or future borrowing or liability of the CBAC, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the CBAC, and the undertaking and rights of the CBAC.

(b) Authorization

From time to time, the Council may authorize any Council Member or Officer or other Persons of the CBAC to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms, and conditions and to give such additional security as the Council may authorize and generally to manage, transact, and settle the borrowing of money by the CBAC.

15.05 Dealings in Real Property

Any decision of the CBAC affecting the acquisition, sale, lease, or mortgage of real property on which is situate the “CBAC Office”, shall require a two-thirds (2/3) affirmative vote of the Registered Delegates at a Meeting of Members, upon recommendation of the Council. Proper notice shall be given in accordance with this Bylaw, which Notice shall specifically advise that the acquisition, sale, lease, or mortgage of the said property is to be considered.

**SECTION XVI
GENERAL PROVISIONS**

16.01 Corporate Seal

The seal, an impression thereof stamped in the margin thereof or as changed by Resolution of the Council from time to time, shall be the seal of the CBAC.

16.02 Execution of Documents and Cheques

(a) Documents

Contracts, Documents, or any instruments in writing requiring the signature of the CBAC shall be signed by any two Officers, Council Members or other Persons designated by

Resolution of the Council, whether or not a Council Member or Officer of the CBAC, and all contracts, Documents, and instruments in writing so signed shall be binding upon the CBAC without further authorization or formality. The Council shall have the power from time to time by Resolution to appoint any two Council Members, Officers, or other Persons on behalf of the CBAC specifically to sign contracts, Documents, and instruments in writing. The Council may give the CBAC's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the CBAC. The seal of the CBAC when required may be affixed to contracts, Documents, and instruments in writing signed as aforesaid whereby any Officer or Officers appointed.

(b) Cheques

All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by two Officers or Council Members, or other designated Persons, whether or not an Officer or Council Member of the CBAC, and in such manner as the Council may from time to time determine by Resolution.

16.03 Securities for Safekeeping

The securities of the CBAC shall be deposited for safekeeping with one (1) or more bankers, trust companies, or other financial institutions to be selected by the Council. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the CBAC signed by such Officer or Officers, Agent or Agents of the CBAC, and in such manner, as shall from time to time be determined by Resolution of the Council and such authority may be general or confined to specific instances. The institutions, which may be so selected as custodians by the Council, shall be fully protected in acting in accordance with the directions of the Council and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

16.04 CBAC Office

The "CBAC Office" shall be in the "City of Moncton", in the "Province of New Brunswick", or in such other place as approved by a two-thirds (2/3) affirmative vote of the Registered Delegates at a Meeting of Members, upon recommendation of the Council, in accordance with Sections 4.06(b)(xix) and 15.05.

16.05 Books and Records

The Council shall see that all necessary books and records of the CBAC required by the Bylaw of the CBAC or by any applicable statute or law are regularly and properly kept.

16.06 Notice

(a) For purposes of sending Notice to any Member, Council Member, Officer, CBAC Board

or Committee Member, the address of the Member, Council Member, Officer, CBAC Board, or Committee Member shall be his/her last address recorded in the directory of the CBAC, or if no address has been given therein, then to the last address of such Member, Council Member, Officer, CBAC Board, or Committee Member known to the Executive Minister;

(b) The signature of any Council Member or Officer of the CBAC to any Notice or Document to be given by the CBAC may be written, stamped, type-written or printed or partly written, stamped, type-written or printed;

(c) Where a given number of days' Notice is required to be given under the Bylaw and the *Act*, the day of service or posting of the Notice shall not, unless it is otherwise provided, be counted in such number of days;

(d) The declaration of the secretary or the President that Notice has been given pursuant to this General Operating Bylaw shall be sufficient and conclusive evidence of the giving of such Notice;

(e) Where this General Operating Bylaw requires written Notice, it shall be delivered in printed form by postal or courier service.

SECTION XVII AMENDMENT OF ARTICLES AND BYLAWS

17.01 Amendment of Articles

Notwithstanding the *Act*, upon a two-thirds (2/3) affirmative vote of the Council Members, the Articles of the CBAC may only be amended by a two-thirds (2/3) affirmative vote by Resolution of the Meeting of Members, through the Registered Delegates, at a Meeting duly called for the purpose of considering the said amendment, provided that Notice of such Members' Meeting shall be given at least one hundred eighty (180) days prior to such Membership Meeting and provided further that the Notice shall state the proposed amendment and the purpose thereof.

17.02 Amendment of Bylaws

The Bylaws of the CBAC, not embodied in the Articles, to be repealed or amended by Bylaw, and enacted require:

(a) For a proposal by a Member for an amendment(s) to the Bylaw, that written notice be given by the Member at the previous annual Meeting of Members, including the wording of the proposed amendment(s) to the Bylaw, and the purpose thereof; or

(b) For a proposal by the Council for an amendment(s) to the Bylaw, that the proposal be passed by a two-thirds (2/3) affirmative vote by the Council Members, that written notice of motion be circulated by e-mail or mail to the Members at least one hundred and eighty (180) days prior to the annual Meeting of Members, including the wording of the proposed amendment(s) and the purpose thereof; and

(c) A two-thirds (2/3) affirmative vote through Registered Delegates at a Meeting of Members.

(d) To transact such further and other business as may properly be brought before the meeting or any adjournment thereof.

**SECTION XVIII
IDENTIFICATION AND REPEAL OF FORMER BYLAWS**

18.01 Repeal of Former Bylaws

(a) All previous Bylaws are hereby repealed and replaced by this General Operating Bylaw herein effective immediately upon the enactment of this Bylaw at the time of confirmation by the Registered Delegates at a Meeting of Members.

(b) The said repeal of all previous Bylaws shall not affect the previous operations of such Bylaws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such Bylaws prior to its repeal. All Council Members, Officers, and Persons acting under such Bylaws so repealed shall continue to act as if appointed under the provisions of this Bylaw. All Resolutions of the Council or the Meeting of Members, with continuing effect, passed under such repealed Bylaws, shall continue to be valid, except to the extent that they are inconsistent with this Bylaw, and until amended or repealed.

ENACTED this _____ day of _____, _____ under the seal of the
CBAC

Per: _____
President

Per: _____
Executive Minister

CONFIRMED by a two-thirds (2/3) vote of Registered Delegates at a Meeting of Members,

of the CBAC this _____ day of August 2010.

Per: _____
President

Per: _____
Executive Minister

APPENDIX A

DOCTRINAL STATEMENT OF THE 1905-06 BASIS OF UNION

The Scriptures - The Holy Scriptures of the Old and New Testaments have their authority from God alone, and are given to us by divine inspiration. They are the only perfect, supreme, infallible and sufficient standard of faith and practice.

God - There is one true and living God; He is an infinite Spirit; self-existent, omnipresent, omniscient, omnipotent, good, wise, just and merciful. He is the creator, preserver, and sovereign of the universe; He is inexpressively glorious in holiness, and worthy of all honour, confidence and love. In the Godhead there are three persons in one: the Father, the Son and the Holy Spirit, who are equal in every divine perfection, and who execute distinct but harmonious offices in the great work of redemption.

Jesus Christ - Jesus Christ, the Son of God, is the person of the trinity who, by virtue of His sacrificial work, is the world's redeemer and the saviour of all who believe. He is at present the intercessor of all His people at the right hand of the Father, and is to be the judge of all men.

The Holy Spirit - The Holy Spirit is the third person of the trinity, by whom all saving, comforting and sanctifying power is exerted upon human hearts.

State and Fall of Man - Man was created sinless. By his own disobedience he fell into sin. Through his fall into sin, an evil nature was transmitted to the whole race, revealing itself in actual transgression, and bringing all under the reign of condemnation and death.

Atonement - The perfect life, vicarious death and resurrection of Jesus Christ, have removed the obstacles in the way of the Holy Spirit's regenerating power and of the Father's forgiving grace being extended to the sinner, and constitute for every believing soul an all prevailing plea and sufficient ground for righteousness before God.

Regeneration - In regeneration a new life principle is begotten in the soul of man by the Holy Spirit through the word of truth, producing a disposition to joyful obedience to Christ and to holy conduct in life.

Repentance - In repentance the sinner, having seen his sin, being moved by the energy of the Holy Spirit, is led to grieve for and hate it as an offence against God, and apprehending the grace of our Lord Jesus Christ, he lovingly returns to God to walk in the way of His commandments.

Faith - Faith is a conviction of the intellect that God will perform all that He has promised and an implicit trust of the heart in Christ as a personal saviour. It includes a hearty concurrence of the will and affections with the whole plan of salvation as revealed in the gospel, and is a condition of justification and of cleansing from the pollution of sin and of all subsequent gospel blessings.

Justification - Justification is an act of God wherein He accepts as righteous the sinner, to whom is imputed the perfect righteousness of Christ, on the condition of faith alone.

Sanctification - The Scriptures teach that sanctification is the process by which, according to the will of God, Christians are made partakers of His holiness; that it has its beginning in regeneration, and that it is carried on in the hearts of believers by the presence and power of

the Holy Spirit, in the continual use of the appointed means: the Word of God, self-examination, self-denial, watchfulness and prayer.

The Christian Sabbath - We believe that the first day of the week is the Lord's day or Christian Sabbath and is to be kept sacred to religious purposes by abstaining from all secular labour and sinful recreations, by the devout observance of all means of grace, both private and public, and by preparation of that rest that remaineth for the people of God.

A Gospel Church - We believe that a church of Christ is a congregation of baptized believers, associated by covenant in the faith and fellowship of the gospel; observing the ordinances of Christ, governed by His laws; and exercising the gifts, rights and privileges invested in them by His Word. In the more general sense, the word church is used to designate all whose names are written in the Lamb's Book of Life. The only scriptural officers are bishops (pastors), and deacons, whose qualifications, claims and duties are defined in the epistles of Timothy and Titus.

Baptism - This is the immersion of believers in water into the name of the Father, Son and Holy Spirit, in which are represented their death to the world, the washing of their souls from the pollution of sin, their resurrection to newness of life, the burial and resurrection of Christ, their resurrection at the last day, and their engagement to serve God.

The Lord's Supper - The Lord's Supper is an ordinance of Christ, to be observed by the churches in the manner indicated by Him in Matt. 26:26-30.

Death - At death our bodies return to dust, our souls to God who gave them. The righteous being then perfected in happiness are received to dwell with God, awaiting the full redemption of their bodies. The wicked are cast into Hades reserved unto the judgment of the great day.

Resurrection - There will be a general resurrection of the bodies of the just and of the unjust; the righteous in the likeness of Christ, but the wicked to shame and everlasting contempt.

General Judgment - There will be a judgment of quick and dead, of the just and unjust, on the principles of righteousness, by the Lord Jesus Christ, at His second coming. The wicked will be condemned to eternal punishment, and the righteous received into fullness of eternal life and joy.

APPENDIX B

RULES OF ORDER

The following Rules of Order shall apply to a Meeting of Members of the CBAC:

Every sitting shall be opened and closed with prayer.

Persons invited to a seat may speak on all subjects under debate, but vote on none.

No Person shall speak more often than twice on any motion, unless by permission of the body.

Motions properly put to a Meeting of Members and defeated by Registered Delegates will be recorded in the minutes.

That the question be now put is not debatable and if resolved by a two-thirds (2/3) affirmative vote by Registered Delegates, the pending question shall be put forthwith without debate, and if the first mentioned motion is defeated, the debate on the pending questions shall continue until otherwise ended.

There shall be a three (3) minute time limit for each speaker.

There shall be forty-two (42) minutes for each issue under debate unless permission for extension is granted by the body on motion approved by a two-thirds (2/3) affirmative vote by Registered Delegates. The motion to extend is not debatable.

Items of business to be added to the agenda shall be given in writing to the Executive Minister at least twenty-four (24) hours before presentation for debate.

Immediately after the opening of the Meeting of Members, these rules shall be read audibly and distinctly by the Chair.

In matters not addressed by these Rules of Order, *Robert's Rules of Order* (current edition) will prevail.

APPENDIX D

COVENANT OF CHRISTIAN WORKERS

1. OUR MUTUAL COVENANT

Called as servants of God (Matthew 4:19) and Christian Workers within the Canadian Baptists of Atlantic Canada (Ephesians 4:11), we commit ourselves to the spiritual disciplines of the Christian faith (Act 6:4, Matthew 9: 15),

As well as physical health (1 Corinthians 6:19),

Mental fitness (Romans 12: 2),

Emotional well-being (Galatians 5: 22, 23),

Sexual Purity (Ephesians 5: 3),

Sound financial management (1 Timothy 6: 5-10, 2 Corinthians 9: 6, 7),

Truthfulness (Ephesians 4: 15),

and Integrity (Ephesians 5: 8-10).

2. DEFINITIONS

The Canadian Baptists of Atlantic Canada is those believers, who through their churches and Associations in Atlantic Canada, have joined together for fellowship, cooperative ministry, and mission. They express themselves in Assembly by electing/appointing a Council, Officers, an Executive Minister, CBAC Boards and Committees, and the boards of CBAC Organizations to carry out various ministries and to operate the institutions they own.

A Christian Worker is any person employed by or working as a volunteer on behalf of the Canadian Baptists of Atlantic Canada (CBAC), its Council, CBAC Boards and Committees, and CBAC Organizations.

3. THE NATURE OF OUR COVENANT

Our covenant is based upon mutual trust and recognizes the maturing process of each individual under the lordship of Christ. Our style of work is based on the development of a Christian world-view through an on-going reflection on the interrelationship between biblical studies, theology, sociology, psychology, and other areas of study.

We undertake to promote the highest Christian values within Atlantic Canadian culture in both urban and rural settings, individually and collectively, cross-culturally, interracially, and between men and women. Our core values are based on God's love for us, our love for God, a hunger and thirst for his truth and righteousness, our love for one another, and our unity in Christ. We seek to be disciples of Christ by following his example and obeying his commands. We seek to live sacrificial, righteous, and holy lives, and to promote justice,

service, reconciliation, a sense of community, and personal and collective repentance. We understand that the nature of this covenant begins with God's self-revelation to us and that our chief purpose in life is to glorify God. We celebrate the uniqueness of each Christian worker, and we encourage one another's personal growth and fulfillment in life. We acknowledge that much of life happens within the process of many small decisions. We seek to integrate all of these into the larger vision of the Canadian Baptists of Atlantic Canada, its Council, CBAC Boards and Committees, and CBAC Organizations. Our work is mainly in the Atlantic Provinces, but extends to the rest of Canada and overseas through Canadian Baptist Ministries and other organizations.

4. OUR COMMITMENT TO ONE ANOTHER

As CBAC Christian Workers, we will:

- 1) Prayerfully support our fellow CBAC Christian workers in carrying out their responsibilities and in their endeavors to enlarge the Kingdom of God through service in their churches, communities, and denominational involvement;
- 2) Work diligently, seeing our work as a service unto the Lord and striving to bring glory to Him in all that we do;
- 3) Work with others in ensuring that CBAC Christian workers have adequate time for personal spiritual growth and for continuing educational experiences;
- 4) Work with others in ensuring that the need of CBAC Christian workers for physical, emotional, and spiritual renewal is met by providing opportunities for weekly rest and an annual vacation;
- 5) Encourage CBAC Christian workers to maintain wholesome marital and family relationships. We will respect the families of our fellow CBAC Christian workers and place no expectations upon them that we would not place upon ourselves;
- 6) Work together with our fellow CBAC Christian workers in a relationship of mutual accountability; and
- 7) Respect and honor the freedom of our fellow CBAC Christian workers to have access to the Staff, the Council, CBAC Boards and Committees, or the CBAC Organizations in cases where concerns need to be expressed or where conflict situations need to be resolved, while respecting the Policies, Constitution, and Bylaws of the CBAC.

5. OUR MORAL COMMITMENT

As CBAC Christian Workers, we will:

- 1) Be truthful and honest in all our dealings and communications (Exodus 20:16; Ephesians 4:25),
- 2) Respect and protect the intellectual and real property rights of others, individually and corporately, and particularly those of the Canadian Baptists of Atlantic Canada, its Council, CBAC Boards and Committees, and CBAC Organizations (Romans 13:8-10; Exodus 20:15),
- 3) Be respectful of one another in action and conversation (Romans 12:10; Exodus 20:17),
- 4) Be sexually pure, refraining from such activities as adultery, fornication, homosexual practices, and the use of pornographic materials (Exodus 20:14; 1 Corinthians 6:18-20; Ephesians 5:3),
- 5) Be upright in speech, refraining from blasphemous and vulgar language (Exodus 20:7; Ephesians 5:4),
- 6) Affirm Christ's pre-eminence in our lives and refrain from all involvement in the occult (Lev. 19:31; 20:6, Deut. 18:9-13; Matthew 6:33; Acts 16:16-18),
- 7) Be exemplary in personal habits, refraining from activities that could result in personal offence or repercussions for the Canadian Baptists of Atlantic Canada, its Council, CBAC Boards and Committees, and CBAC Organizations (Romans 14:13-22; Proverbs 23:20-21; Proverbs 20:1; Ephesians 5:18), and
- 8) Be committed to Christian standards in all aspects of life (1 Corinthians 10:31-33; 1 Timothy 6:11).

6. OUR COMMITMENT TO TEAM RELATIONSHIPS

We will celebrate the common values that are expressed in this covenant. We will act and speak with confidence in one another, and we will communicate openly and respectfully with one another. We will respect the corporate wisdom of the overall CBAC family. We will receive constructive criticism graciously and remain open to suggestions from one another. In our work, we will each carry our share of team responsibilities. We will also not allow special, unauthorized projects to get us sidetracked from our main responsibilities. We commit ourselves to viewing occasional conflicts as normal and expected, and, therefore, we will engage in due process with one another to resolve such conflicts.

We will encourage others and allow them to excel in their work. We will assist others to grow in their Christian life and ministry, and we will allow them to encourage our growth. We will seek to respect the leadership function of those appointed to leadership positions in the Canadian Baptists of Atlantic Canada, its Council, CBAC Boards and Committees, and

CBAC Organizations. We will seek to develop a loving, honest, daily relationship with the Lord, and accept the discipline of regular intercession for our colleagues in the ministry of the Canadian Baptists of Atlantic Canada, its Council, CBAC Boards and Committees, and CBAC Organizations.

7. OUR COMMITMENT TO THE CBAC

We will uphold the reputation and integrity of the gospel of Christ and the CBAC in the world. We will responsibly exercise the freedom of our position and respect the freedom of others. We will endeavor to bring glory to God by being and making disciples of Jesus Christ (Matthew 22:37-40) in the power of the Holy Spirit (Acts 1:8). To accomplish this, we will evangelize, teach, and serve in the name of Christ. We will encourage CBAC to continue to set new directions under the guidance of the Holy Spirit. We will exercise confidence in those elected to share leadership responsibility, trusting their corporate wisdom, and we will take steps to enable their development in ministry. When we become aware of problems within the leadership or in the lives of our colleague(s), we will follow biblical patterns for confronting difficulties. We will openly receive constructive criticism and suggestions intended to strengthen the common ministry of the Canadian Baptists of Atlantic Canada, its Council, CBAC Boards and Committees, and CBAC Organizations.

We will not knowingly misrepresent our educational training, our past experience, or our titles and privileges. If we decide to resign our position, we will give adequate notice and ensure that we deal fairly with the Canadian Baptists of Atlantic Canada, its Council, CBAC Boards and Committees, and CBAC Organizations throughout our departure.

8. OUR COMMITMENT TO FAMILY RELATIONSHIPS

We will celebrate the Christian institution of marriage as a life-long covenant relationship between one man and one woman before God as a witness to the loyalty and exclusiveness of God's love. We will encourage nurturing relationships within our homes in which parents and children grow in love and trust, in responsible independence and interdependence, and in discipleship to Jesus Christ. We believe that the family is a microcosm of the body of the Church, the Body of Christ, and that the biblical instructions for life in the Body apply to the family.

We also celebrate the vocation of singleness as a witness to the breadth and inclusiveness of God's love. The Christian teaching of celibacy plays out the mystery of the bride of Christ.

9. OUR COMMITMENT TO THE LOCAL CHURCH

We commit ourselves to membership in a Local Church and strive to make our membership meaningful through worship, participation, and service. We will respect both the autonomy and the interdependence of local churches. We will encourage cooperation between churches

and between associations. We will foster the development of a strong sense of a CBAC family.

10. OUR COMMITMENT TO DISCIPLINE AND RESTORATION

Accepting or continuing in a volunteer or paid position with the CBAC, its Council, CBAC Boards and Committees, and CBAC Organizations, implies a willingness to live within the confines of this covenant. Failure to fulfill one's covenant obligations could result in discipline ranging from a gentle rebuke to dismissal. The ultimate goal of discipline is restoration to acceptable ministry within the body of Christ. Where this is not possible or feasible, the goal is to reclaim the offender to a wholesome life within the Christian community.

In the event of significant breaches of the Christian Worker's Covenant, the following avenues of redress are available:

- 1) In lodging a complaint, the complainant should follow the protocol in place for that part of the CBAC in which he or she is working as an employee or a volunteer.
- 2) In the case of complaints of sexual or professional misconduct by a Pastoral Leader, the "Protocol for Situations of Professional or Sexual Misconduct in CBAC" will come into effect.
- 3) In the case of criminal offences, complaints will normally be referred to the appropriate authorities.