

Draft Constitution for 22 May 2019

Two Notices of Motion given at the April 30th meeting:

1. Vote to replace the 2013 constitution with the 2019 version
2. Vote to move designated parts to the Policy and Procedures Manual

Congregational Meeting, May22, 2018 – Sections to Review:

- 1:00 – regarding “staff” changes: Definitions (g) and end of 5.01(b)
- 4.02 – Should baptism be the default? - DONE
- 8.03 – New Name for Christian Education Committee? LATER
- 9.01 (a) – should vote of search committee be unanimous; work by consensus? - DONE
- 11.00 – is the Lord’s Supper a meeting...old language ..removed – DONE

Additional changes

- 6.03(c)(e) – duties explained more.
- 11.02 (a) (iii) – provision for consensus included,

Congregational Meeting, April 30, 2019 – suggested changes

- Membership of committees – number of members is inconsistent – Minimum vs. Maximum
- Inconsistency regarding “congregational meetings,” “church meetings” and “church member meetings.” All meetings are open and “congregational” but only members can vote. [1.00 \(h\)](#)
- [B & 2.01](#) – make less restrictive
- [3.00\(c\)](#) – rewording.
- [6.03\(d\)](#) - Assistant Treasurer – clarification that the person is a non-voting member of the Finance Committee.
- [6.03\(e\)](#) – broadening of Recording Treasurer’s duties with regard to contributions received directly by the church and not in weekly offerings.
- [16.00–Amendments](#) - first line – typo

Other:

- [8.08](#) – Child and Youth Safety Committee. Members added to meet practice.

Sections inside of box go to P&P Manual

MEMORANDUM OF ASSOCIATION PORT WILLIAMS UNITED BAPTIST CHURCH

The name of the Society is The Port Williams United Baptist Church, as founded in 1868

A. On a volunteer and non-profit basis, the purpose of the Port Williams United Baptist Church is to advance religion, and specifically Christianity by:

- (i) Holding worship services that honour God and call for commitment to the teachings of Jesus Christ;
- (ii) Educating others about the Christian way of belief and action through the conducting of classes, discussion groups and presentations; and
- (iii) Encouraging members, in the spirit of Christ, to reach out and support others in need of spiritual and emotional support, locally and internationally.

B. To affiliate, make gifts to, and cooperate with other Baptist and ecumenical organizations that are also *qualified donees* and share these beliefs, such as The Canadian Baptists of Atlantic Canada (CBAC), Eastern Valley Baptist Association (EVBA), Canadian Baptist Ministries (CBM), The Wolfville Area Inter-Church Council (WAICC), and the Canadian Association for Baptist Freedoms (CABF).

C. To acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property and to use and apply such property to the realization of the objectives of the Church

Provided that:

- (i) The Society shall not carry on any trade, industry, or business;
- (ii) All funds shall be used solely for the purposes of the Society and the promotion of its purposes;
- (iii) Upon dissolution of the society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to *qualified donees* described in subsection 149.1(1) of the Income Tax Act (“charitable purposes”).

The activities of the Society are to be carried on in Nova Scotia.

The registered office of the Society is located at:
 1031 Main Street,
 Port Williams, Nova Scotia
 B0P 1T0

We the 5 persons whose names, addresses and occupations are subscribed, desire to be formed into a society in pursuance of the Memorandum of Association.

1. Member: _____ (Name)
 _____ (Occupation) _____ (Signature)

Address: _____
 _____ (civic number and street)

 _____ (city or town) _____ (province) _____ (postal code)

2. Member: _____ (Name)
 _____ (Occupation) _____ (Signature)

Address: _____
 _____ (civic number and street)

 _____ (city or town) _____ (province) _____ (postal code)

3. Member: _____ (Name)
 _____ (Occupation) _____ (Signature)

Address: _____
 _____ (civic number and street)

 _____ (city or town) _____ (province) _____ (postal code)

4. Member: _____ (Name)
 _____ (Occupation) _____ (Signature)

Address: _____
 _____ (civic number and street)

 _____ (city or town) _____ (province) _____ (postal code)

5. Member: _____ (Name)
 _____ (Occupation) _____ (Signature)

Address: _____
(civic number and street)

(city or town) (province) (postal code)

Witness to the above signatures

Witness: _____
(name) (signature)
Address: _____
(civic number and street)

(city or town) (province) (postal code)



**BY-LAWS OF THE
PORT WILLIAMS UNITED BAPTIST CHURCH**

ARTICLE I – INTERPRETATION

1.00 Definitions. In these By-Laws:

- (a) “Church” or “Society” means PORT WILLIAMS UNITED BAPTIST CHURCH (PWUBC), as established in 1868.
- (b) “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia *Companies Act*.
- (c) “Special Resolution” means a resolution by not less than three-fourths of such members entitled to vote as are present in person, or by proxy where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- (d) “Members” or “Members of the Church” or “Church Members” means all those admitted to membership following the prescribed procedures.
- (e) “Associated Party” means the Board or Committee to whom a staff person is most closely related and to whom they are immediately responsible.
- (f) “Policy Manual” or “P&P Manual” means the Policies and Procedures Manual which contains operating policies and procedures as approved by the Church Members.
- (g) “Staff” are those people employed by the church who have signed an agreement in which their responsibilities are outlined, have been assigned an “Associated Party,” and undergo a yearly evaluation.
- (h) “Church meetings,” Church business meetings,” or “Congregational meetings” mean all meetings called to receive reports or transact business which are open but at which only church members can vote.

1.01 Interpretation. In these By-Laws, words importing the singular number only, include the plural number and *vice versa*, and words importing the masculine gender only, include the feminine or neuter gender and *vice versa*. The headings and other descriptions of all articles, sections, paragraphs and sub-paragraphs are inserted for convenience of reference only and shall not affect the construction or interpretation of these By-Laws.

ARTICLE II – CHURCH PRINCIPLES AND AFFILIATIONS

2.00 Principles. This Church is committed to religious liberty: the freedom of individuals, under the leading of the Holy Spirit and by the grace of Jesus Christ, to discern the nature of their personal relationship with God; likewise, as a congregation, to shape its own life and mission in the service of Jesus Christ, and to carry out the objectives set out in the Memorandum of Association.

2.01 Affiliation. It is the further purpose of this Church to affiliate with, make gifts to, and cooperate with other Baptist and ecumenical organizations that are also *qualified donees* and share these beliefs, such as The Canadian Baptists of Atlantic Canada (CBAC), The Eastern Valley Baptist Association (EVBA), Canadian Baptist Ministries (CBM), The Wolfville Area Inter-Church Council (WAICC), and the Canadian Association for Baptist Freedoms (CABF).

ARTICLE III – POLITY

3.00 Governance. The Members of this church shall constitute the final authority in all matters pertaining to the Church while seeking the guidance of the Holy Spirit and with allegiance to our Lord Jesus Christ and as expressed in these By-Laws and the additional documents as attached as appendices.

(a) **Church Covenant.** The Church Covenant as set out in Appendix A of these By-Laws, expresses the Members' agreed upon way to live and serve together as a congregation under the Lordship of Jesus Christ.

(b) **Statement of Inclusion.** The Statement of Inclusion as set out in Appendix B of these By-Laws further expresses the principles by which the Church functions.

(c) **Policies and Procedures.** Further operational details regarding specific on-going practices of Officers, Staff, Boards, Committees, Ministry Groups and positions are contained in the **Policies and Procedures Manual**. In the presence of any conflict between the two documents, these By-Laws shall take precedence. The clerk shall retain the Policies and Procedures Manual. Additions, deletions, and revisions of policies shall be brought **by the Moderator to Church Members for approval.**

ARTICLE IV – MEMBERSHIP

4.00 All membership issues shall be considered by the Board of Deacons whose recommendations may be brought before the Church.

4.01 Members Rights and Responsibilities. All Members shall have full voting rights at all Church business meetings and have the responsibility to support the Church spiritually, financially, and to be active in its life.

4.02 Admission of Members. Any person having made a public profession of faith in Jesus Christ as Saviour and Lord and having accepted the purposes of this Church as expressed in Article II may, by a 2/3 vote of the members present at a duly called meeting of the Church, become a member by one of the following means:

(a) After Believer's Baptism by immersion, or if for medical or other practical reasons, by an alternate means.

(b) On transfer of membership from another church.

(c) After a public profession of faith in Christ made in this Church when no membership record is available from a former church.

4.03 Transfer of Membership. Membership may be transferred to another church upon the Clerk receiving a request from a Member, or from the church which the Member wishes to join, in accordance with section 4.00 of these By-Laws.

4.04 Withdrawal. Withdrawal of membership from this Church shall occur upon request of a Member to the Clerk following section 4.00.

4.05 Suspension/Dismission. The Church reserves the right to suspend or dismiss a Member for “just cause” following Section 4.00 and a 2/3 vote of the members present at a duly called meeting of the Church.

ARTICLE V – ORGANIZATION

5.00 Organization. To carry out the objectives of the Church and these By-Laws, as established from time to time, Church Members shall elect or appoint Officers, Boards, Committees, Ministry Groups, Special Committees, Staff, and such others as may be deemed necessary. The interrelatedness of these entities is set out in Appendix C.

5.01 Organizational Structure.

(a) **Responsibility to Membership.** The Officers, Boards, Committees, Special Committees, Ministry Groups, and Staff, shall ultimately be responsible to the Church Members.

(b) **Staff.** The Staff positions of this Church shall be as determined necessary by the Church.

5.02 Board and Committee Guidelines.

(a) Boards and committees may appoint task groups to help carry out their objectives.

(b) Each board and committee shall elect a Chair and Secretary at the beginning of each year and inform the Church of their names.

(c) The minutes of all boards and committees shall be retained as part of the records of the Church.

(d) Each board and committee shall meet regularly – usually monthly.

(e) Each board and committee shall submit a yearly report to the Annual Meeting indicating tasks undertaken during the past year and goals for the future.

(f) When conflicts of interest arise, members of a board or committee shall be asked to absent themselves, from the board’s or committee’s deliberations and decisions.

5.03 Additional Boards and Committees. Such other boards and committees may be struck as the Church determines necessary from time to time, subject to the following:

(a) any such board or committee recommended by a body within the Church shall be brought before the next Church meeting for authorization, and

(b) any such board or committee may be struck for any purpose so determined by the Church and shall continue for so long as that board or committee is required to carry out that purpose.

5.04 Nominations and Tenure of Office. Election to, and tenure on, a board or committee shall follow these guidelines:

(a) In addition to nominations made by the Nominating Committee to fill offices, further nominations may be made from the floor.

(b) Persons elected to complete the unexpired term of a board or committee member, or director shall fulfill the office holder’s remaining term and then be eligible for one more term. After a lapse of one year, the member is eligible for re-election to the same board or committee.

(c) Board and committee members and directors (with exceptions noted elsewhere) shall be elected to serve a three-year term. Each member shall be eligible to serve a consecutive second three-year term, and then after a lapse of one year shall be eligible for re-election to the same board or committee.

(d) In the event that more names are placed in nomination than there are vacancies, election shall take place by ballot.

ARTICLE VI – OFFICERS

6.00 The officers of the Church shall be the Minister, the Clerk, the Treasurer, and the Moderator.

- (a) There may also be one or more assistant, deputy, or vice officer, as the membership deems necessary from time to time.
- (b) Such assistant, deputy or vice officer shall assist the officer and carry out such duties of the office as delegated by the officer, and, in the absence of the officer, stand in the place of that officer. They shall be nominated by the Nominating Committee.
- (c) There may also be additional ministers appointed as and when deemed necessary by the Church.
- (d) All Church officers shall be Church Members.
- (e) All Church officers shall present a report to the Annual Meeting of the Church.
- (f) Any officer may be removed by Members of the Church by a Special Resolution.

6.01 The Minister.

- (a) The responsibilities of the Minister are to
 - (i) plan, prepare, and lead the public services of worship,
 - (ii) provide leadership to the overall program and ministry of the Church,
 - (iii) equip and build the Body of Christ for the work of ministry, and
 - (iv) be an *ex-officio* non-voting member of all boards and standing committees.
- (b) The Minister's "Position Description" as retained by the Personnel Committee contains specific responsibilities, terms of office, salary, and other benefits.

6.02 The Clerk.

- (a) The Clerk shall be elected yearly.
- (b) The responsibilities of the clerk are to
 - (i) act as secretary for all Church and Advisory Board meetings,
 - (ii) be responsible for the custody of all books and records of the Church,
 - (iii) keep a current and historical roll of the Members of the Church with their addresses, and where possible, dates of baptisms and reception into membership, and deletions of membership through withdrawals, transfers, death, and otherwise, and
 - (iv) perform other duties related to official business and membership of the Church, such as writing letters of transference, updating government agencies, reporting to CBAC, and fulfilling the requirements of section 12.04 and 13.04 in these By-Laws.
- (c) An **Assistant Clerk** may be elected yearly to assist the clerk.

6.03 The Treasurer.

- (a) The Treasurer shall be elected annually with a maximum term of six consecutive years and after a lapse of one year shall be eligible for another term for up to a maximum of six consecutive years.
- (b) The Treasurer shall be a member of the Finance and Stewardship Committee and the Advisory Board.
- (c) The responsibilities of the Treasurer are to
 - (i) keep an account of all receipts and expenditures,
 - (ii) make such expenditures as authorized by the Church in its annual budget,
 - (iii) make expenditures not provided for in the budget only after proper authorization by the Finance and Stewardship Committee,
 - (iv) issue payment for expenditures incurred by committees and boards following the guidelines outlined in the Policy and Procedures Manual, and
 - (v) provide a financial update at **Church business meetings** and to the Finance and Stewardship Committee, when requested.

To P&P

VI.3.C.iv

(iv) issue payment for expenditures incurred by committees and boards after receiving a proper requisition.

(d) An Assistant Treasurer, who is a non-voting member of the Committee, may be elected yearly to assist the Treasurer.

(e) A Recording Treasurer may be elected yearly to record the weekly offerings as counted by the tellers, to regularly issue a detailed report of deposits to the Treasurer, record donations made to the Church in ways other than in weekly offerings, and from the record of contributions issue tax receipts at the end of each year.

6.04 The Moderator.

(a) The responsibility of the Moderator is to assist in the effective and efficient governance of the Church and its boards and committees.

(b) Amongst other responsibilities as outlined in the Policies and Procedures Manual, the Moderator shall preside at each meeting of the Church Members and the Advisory Board meeting.

To P&P

ORIGINAL VI.4

D. The responsibilities of the moderator are to

(i) in consultation with the minister, the Board of Deacons, and the clerk, set the time and agenda for each congregational and advisory board meeting.

(ii) coordinate the interaction of all committees and boards and meet regularly with the minister and Board of Deacons to keep them informed of board and committee activity.

(iii) call the first meeting of all boards and committees at the beginning of each year when necessary, to ensure the election of a chair and secretary, to review their responsibilities, and to assist the effective functioning of boards and committees, when needed.

(iv) call a meeting of the congregation after receiving the minister's resignation.

(v) convene the first meeting of the Pastoral Search committee.

(vii) be a resource to any committee or board that requests the Moderator's help.

(viii) encourage the implementation of all decisions passed at any congregational meeting by referring the matter to the appropriate board, committee, or ministry group.

(ix) maintain and update the Procedures and Policies Manual.

(c) The Moderator shall be directly responsible to the Church, as in 6.00 (e)

(d) The Moderator shall be an *ex-officio* non-voting member of all boards and committees.

(e) The Moderator shall be elected annually with a maximum term of six consecutive years and after a lapse of one year shall be eligible for another term.

(f) If the Moderator is unable to fulfill the duties of the office, a past Moderator shall be selected by the chair of the Board of Deacons.

ARTICLE VII – BOARDS

7.00 Boards. The current Boards of this church are the Board of Deacons and the Advisory Board.

(a) All Board members shall be Church Members.

(b) Boards shall operate according to guidelines set out in By-Laws 5.02 and 5.03

7.01 Board of Deacons.

(a) The Board of Deacons shall consist of a minimum of seven members.

(b) The Board of Deacons shall be the Directors of the Church.

(c) The responsibility of the Board of Deacons is to work with the Minister to provide leadership in the promotion of the welfare of the church and advancement of its ministry and mission, especially in the areas of Pastoral Care, Worship, Congregational Life, and Leadership. In carrying out its responsibilities, the Board of Deacons shall

- (i) assist the Minister in the pastoral care of members of the congregation through prayerful consideration of their spiritual and temporal needs,
- (ii) oversee the worship activities of the church, assist at baptisms and the Lord's Supper, plan for special services and events, provide for pulpit supply in the absence of the minister,
- (iii) consider membership issues,
- (iv) facilitate partnerships with outside organizations,
- (v) provide for events that enhance the fellowship and outreach of the congregation, and
- (vi) take leadership in responding to emerging situations important to the welfare of the church by initiating action or making referrals to other boards or committees.

To P&P

VII.1. B-D,G.

- The Board shall appoint a Coordinator of Ushers.
- The Board shall appoint a representative to the Child and Youth Safety Committee.
- The Board shall appoint a representative to the Music Committee.
- Each year, the Board shall provide the Nominating Committee with a list of possible new members of the Nominating Committee, from which the Nominating Committee shall nominate the required number.
- The Board shall engage in a yearly goal setting and evaluation of the Minister, as outlined in the Personnel Committee Procedures.
- The Board and minister shall engage in yearly goal setting and evaluation of the Church Administrator.

7.02 Advisory Board

- (a) The Advisory Board shall consist of the Minister, the Treasurer, the Clerk, who shall act as secretary, the Moderator, who shall act as chair, and the chairs of the Board of Deacons, the Property Committee, the Personnel Committee, the Christian Education Committee, the Finance and Stewardship Committee, the Music Committee, and the Mission and Outreach Committee,
- (b) In the absence of board or committee chairs, a representative may be appointed.
- (c) The responsibility of the Advisory Board is to coordinate the plans of the boards and committees of the Church and to discuss issues that have implications for the wider congregation. In carrying out its responsibilities, the Advisory Board shall
 - (i) meet each year by the end of June to review the past-year activity of the church and to share their board or committee's goals, and
 - (ii) meet with the Finance and Stewardship Committee to help produce a budget for the coming year that balances finances with the visions of the various boards and committees.
- (d) The chair of any Board or Committee may request the Moderator to call, or the Moderator may call, a meeting of the Advisory Board to discuss important matters of concern to the Church.

ARTICLE VIII – STANDING COMMITTEES

8.00 Standing Committees. The Standing Committees of the Church shall be as deemed necessary by the Church from time to time. Recommended Committees include Property, Finance and Stewardship, Christian Education, Music, Mission and Outreach, Nominating, Personnel, and Child and Youth Safety, and shall operate according to guidelines set out in By-Laws 5.02 and 5.03, and in the Policies and Procedure Manual.

8.01

Property Committee. The responsibility of this Committee is to oversee church property and its maintenance, development, and fitness to meet the needs of the Church's ministries.

- (a) The Committee shall consist of a **minimum of seven members.**
- (b) The Committee shall have the authority to contract work and authorize expenditures related to church property as approved in the budget. Any major expenditure not previously authorized in the Church's budget must have the approval of the Finance and Stewardship Committee and the Church.

TO P&P:

VIII.1.D.i-ix

- (i) **Keep the Church and property in good repair.**
- (ii) **Follow regulations as laid down by the appropriate regulatory authorities, such as the Fire Marshall and Food Safety Inspectors.**
- (iii) **Inspect, at least twice a year, all church property to determine needed repairs and renovations.**
- (iv) **Maintain an updated written and photographic inventory of all church assets.**
- (v) **Purchase and maintain adequate insurance coverage.**
- (vi) **Establish the Custodian's responsibilities, hire the Custodian, conduct an annual review of the Custodian's performance, and recommend compensation, all in cooperation with the Personnel Committee.**
- (vii) **Supervise the Custodian's daily work.**
- (viii) **Keep a record of all proceedings, and at the Annual Meeting submit a written report of work undertaken and recommend future projects.**
- (ix) **Assure there is a Child and Youth Safety Committee in place and its policies and procedures established.**
- (x) **Consider requests for the use of church facilities and equipment.**

8.02 Finance and Stewardship Committee The responsibility of this Committee is to have general care of the Church's finances and plan for its short and long-term financial needs.

- (a) All proposals for major financial expenditures not provided for in the budget must receive the approval of the Committee and the Church.
- (b) The Committee shall consist of the Church Treasurer, the Assistant Treasurer, and a minimum of six additional members.
- (c) In carrying out its purposes, the Committee shall
 - (i) meet regularly to review the church's financial position,
 - (ii) report regularly to the congregation on the Church's financial position,
 - (iii) take the initiative for the raising of Church funds and recommend special efforts when necessary.

To P&P:

VIII.2.D.iv-v

- (iv) **Prepare an annual budget in consultation with the Advisory Board prior to submission of the budget to the church that clearly indicates the church's anticipated revenues and expenses for the coming year and present that budget to the Church for its approval at its year-end meeting.**
- (v) **Present at the annual meeting an audited statement of the previous year's receipts and expenditures.**
- (v) **Propose staff compensation, in consultation with the Personnel Committee.**
- (vi) **appoint a Head Teller whose task it is to organize tellers for the year.**

8.03 Christian Education Committee. The responsibility of this Committee is to provide opportunities that encourage growth in relationships with God, others and self, and the development of Christian discipleship.

- (a) The Committee shall consist of the Sunday School Superintendent, the Director of Children’s Worship, the Youth Leader(s), and a minimum of five additional members.
- (b) The **Sunday School Superintendent** shall be a Church member whose term begins July 1 of each year and whose term is set by Section 5.04.
 - (i) The responsibilities of the Sunday School Superintendent is to work in co-operation with the Minister and the Christian Education Committee to develop and coordinate a Sunday School program which includes securing teachers, curriculum, and provision of materials and general resources.

To P&P:
VIII.3.C-E

- In carrying out its responsibilities, the Committee shall
 - (i) Support the Sunday School, children’s worship program, and youth programs by ensuring that teachers and leaders are available, trained and provided with resources.
 - (ii) Create, plan, and implement learning opportunities for all age groups.
 - (iii) Appoint a representative to the Child/Youth Safety Committee.
 - (iv) Appoint a librarian.
- The responsibilities of the Sunday School Superintendent are to
 - (i) Preside at teachers’ meetings.
 - (ii) Represent the Sunday School at Christian Education and meeting of Church Members.

8.04 Music Committee The responsibility of this Committee is to provide for and administer the music program of the Church.

- (a) The committee shall consist of the Music Director and three additional members, who represent the Choir, the Board of Deacons, and the congregation at-large. The Choir and Board of Deacons shall appoint their representative and the Nominating Committee shall nominate the congregational representative.
- (b) In carrying out its responsibilities, the Committee shall advise and support the Church Music Director’s leadership of the program.

To P&P
VIII.4.C.

The responsibilities of the Committee are to

- (i) Obtain a Music Director in cooperation with the Personnel Committee.
- (ii) Ensure that all Church music is handled in a legal and responsible manner.
- (iii) Maintain all musical instruments in cooperation with the Property Committee.
- (iv) Engage in a yearly goal setting and evaluation exercise with the Music Director, as outlined in the Personnel Committee Procedures.

8.05 Mission and Outreach Committee. The responsibility of this Committee is to encourage members of the Church to be aware of social, spiritual, and physical needs, locally and in the wider world, and to minister to those needs in the name of Christ.

- (a) This Committee shall consist of a minimum of five members.

To P&P:
VIII.5.C

The responsibilities of the Committee are to:

- (i) Educate the congregation about current issues and opportunities for ministry.
- (ii) Encourage the congregation to become personally involved in reaching out to others.
- (iii) Encourage financial support of local and world-wide ministries.
- (iv) Assist the minister in providing social assistance to those in need in the Church and community, and

8.06 Nominating Committee. The responsibility of this Committee is to nominate persons to fill church-nominated vacancies (other than staff) that occur during the Church year.

- (a) The Committee shall consist of a minimum of five members.
- (b) The Committee shall consult all nominees before it brings their names before the congregation.
- (c) A list of all nominations shall be posted in a conspicuous place within the church building, in the Sunday Bulletin, and electronically distributed not less than two Sundays prior to the meeting of Church Members.
- (d) Suggestions for new Nominating Committee members shall be made by the Board of Deacons to the Nominating Committee, who shall nominate the required number from the suggested names.
- (e) The Committee shall make nominations to organizations in which the church has membership or is requested to provide a representative or delegate.

To P&P Manual: The Nominating Committee shall nominate representatives to organizations, such as these: the Wolfville and Area Inter-Church Council, the Village Recreation Committee, Community Hall Trustees and delegates to the Canadian Association for Baptist Freedoms, the Eastern Valley Baptist Association and The Canadian Baptist of Atlantic Canada. In the case of delegates, two weeks' prior notice is waived.

8.07 Personnel Committee. The responsibility of this Committee is to foster the development of an effective Staff who understand the requirements of their positions and who are encouraged to fulfil them in light of the Church's overall ministry and mission.

- (a) The Committee shall consist of three members.
- (b) The Committee assists the Church in matters related to the support and administration of all paid Church employees and includes matters of job responsibility, personal development, compensation, benefits, and personal concerns.

To P&P

7. D.

- (i) Compile and maintain a confidential personnel file for each employee member of staff.
- (ii) Lead, in consultation with the employee's "Associated Party," an annual performance review of each staff person.
- (iii) Recommend compensation for each staff person to the Finance and Stewardship Committee, in consultation with the employee's "Associated Party."
- (iv) Lead a hiring process with staff, except for the Minister, and in consultation with the "Associated Party" prepare a job description, advertise for vacant positions, interview candidates, and make a selection.

8.08 Child and Youth Safety Committee. The responsibility of this Committee is to provide children and youth with a safe environment for participating in church-related activities and ministries, and to provide for the support and protection of Staff and volunteers.

- (a) The Committee shall consist of the youth leader(s), and a minimum of three other members, one appointed by each of the Board of Deacons, the Christian Education Committee, and the Nominating Committee.
- (b) The Property Committee shall ensure that this Committee is in place for liability and insurance purposes.
- (c) The Property Committee shall review the Committee's policies and procedures in consultation with the Christian Education Committee, Board of Deacons, and Minister.
- (d) The Committee shall report annually to the Church Members, giving a summary of its activities while respecting the need for confidentiality.

To P&P:

8.E.

- (i) Ensure that a policy is in place for approving all Staff and volunteers who interact with children and youth.
- (ii) Examine the appropriate credentials of those in direct contact with children and youth and create a list of Approved Child/Youth Workers.
- (iii) Communicate policies and procedures relating to child/youth safety to all staff and volunteers prior to their engaging in activities with children and youth

ARTICLE IX – SPECIAL COMMITTEES

9.00 Special Committees. Committees, such as the Pastoral Search Committee, may be appointed from time-to-time to perform specific duties as the Church deems necessary.

9.01 The Pastoral Search Committee. The responsibility of the committee is to undertake a search leading to the calling of a Minister by the Church.

- (a) The Committee shall operate by the following guidelines:
 - (i) the Moderator shall call a special meeting of the Church immediately after the office of Minister becomes vacant for the purpose of organizing a Pastoral Search Committee;
 - (ii) the Moderator shall call the first meeting of the Committee, at which the Committee shall elect a chair;
 - (iii) the Committee shall consist of the Chair of the Board of Deacons and two additional deacons, the Chair of the Finance and Stewardship Committee, the Moderator and two additional members nominated by the Nominating Committee and elected by the Church Members, with the power of the Committee to add up to two additional members;
 - (iv) the Committee shall keep the Church informed of its progress, at least monthly;
 - (v) the Committee shall unanimously recommend a candidate to the Church at a duly-called meeting; and
 - (vi) the calling of a Minister shall require at least a three-quarters majority of votes cast at a duly called meeting of Church Members.

ARTICLE X – MINISTRY GROUPS

10.00 To carry out specific tasks within the life of the church and without the need to meet regularly, Ministry Groups may be formed and may include, but are not limited to, Ushers, Tellers, Hospitality, Decoration, Visitation, and Nursery and shall operate according to the following guidelines:

- (a) chairs of Ministry Groups will either be elected yearly by the Church, or as in the case of Ushers and Tellers, appointed by overseeing Boards or Committees; and
- (b) teams will be formed by the Chair of each Ministry Group.

To P&P:

A.1-6

- (i) Ushers – The Board of Deacons shall appoint a Chairperson to act as Coordinator of the Ushers and arrange a schedule of ushers to assist at each service.
- (ii) Tellers – The Finance and Stewardship Committee shall appoint a Head Teller who will arrange for a complement and schedule of tellers to conduct an accounting of offerings received at each service. The Tellers shall be responsible for counting and recording the weekly offering and making the bank deposit before turning the records over to the Recording Treasurer. The tellers shall work in groups of at least two unrelated persons.

(iii) **Hospitality** – A Chairperson shall be elected who shall arrange for a complement of people to assist at church social functions.

(iv) **Decoration** – A Chairperson shall be elected who shall arrange for a complement of people to assist in the decoration of the church in accordance with the season or occasion.

(v) **Visitation**– A Chairperson shall be elected who shall arrange for a complement of visitors, and in cooperation with the Minister and Board of Deacons shall visit those in need of Christian fellowship and encouragement.

(vi) **Nursery**. A Chairperson shall be elected who shall arrange for a complement of people to staff the nursery as required.

ARTICLE XI – MEETINGS

11.00 The meetings of the Church shall be:

(a) **Annual Meeting.** In the first quarter of the year, the Annual Meeting shall be held to receive reports and to transact business.

(b) **Year-End Meeting.** In the last quarter of the year, there shall be a meeting to elect officers, members of boards and committees and other positions, and to adopt a budget for the coming year.

(c) **Other Meetings.** At least two additional **Church meetings** shall be held each year to receive reports and to transact business.

(d) **Special Meetings.** In extenuating circumstances, the Clerk may call a meeting upon the written request of not fewer than fifteen members of the Church.

11.01 Calling of Meetings. Meetings shall be called by the Moderator in consultation with the Board of Deacons, the Minister, and the Clerk.

(a) Notice of each meeting of Church Members shall be given on two Sundays immediately preceding each meeting and the time and items of business to be discussed in the meeting shall be announced.

11.02 Meeting Procedures.

(a) Each Church meeting shall

(i) be chaired by the Moderator, or in the absence of the Moderator, a previous Moderator chosen by the Chair of the Board of Deacons (see Section 6.04 (f)), or in the absence of either, by any Member chosen by Church Members at the meeting,

(ii) be opened and closed with prayer, and

(iii) be conducted according to consensus principles, except when a vote is required by these By-Laws or when the Members decide by a motion and a simple majority vote that the matter under consideration must be decided by generally accepted meeting rules and a recorded vote.

(b) Any dispute arising as to procedure shall be determined by the Chair of the meeting.

(c) The person chairing the meeting shall be entitled to vote as a Member, however, in the event of a tie shall not have a second or casting (tie-breaking) vote, with the understanding that a tie vote defeats the motion.

11.03 Quorum. Fifteen Church Members shall constitute a quorum for the transaction of business at any meeting of Church Members. In the absence of a quorum, the meeting may continue for information and discussion, but no vote shall be taken.

11.04 Voting. Each Church Member is entitled to vote.

11.05 Special Resolutions.

(a) Matters considered a “Special Resolution” and requiring a three-quarters majority vote include, but are not restricted to

- (i) surrender of the Certificate of Incorporation,
- (ii) removal of a Director,
- (iii) amendment to or repeal of Memorandum of Association or these By-Laws,
- (iv) borrowing of money,
- (v) the purchase and sale of real church property, and
- (vi) any matter that may substantially change the nature and operation of the church as determined by the Board of Directors.

ARTICLE XII - FINANCIAL MATTERS AND BORROWING

12.00 The church shall manage its finances in keeping with the guidelines prescribed by the Nova Scotia Societies Act.

12.01 Fiscal Year. The fiscal year-end of the Society shall be the last day of December.

12.02 Auditors.

- (a) The responsibility of the auditors is to annually examine and verify the accounts of the Church and perform such other duties as properly belong to this office.
- (b) Two auditors shall be elected annually.

12.03 Signing of the Financial Report. A copy of the financial report shall be signed by the auditors.

12.04 Filing of Financial Report with Registrar. If required pursuant to By-Law 12.00 herein, a signed copy of the financial report shall be filed by the Clerk with the Registrar of Joint Stocks within 14 days after each Annual Meeting.

12.05 Borrowing. The Society may only borrow money as approved by a Special Resolution of the Members.

12.06 Members Inspection of Books and Records.

The Members may inspect minutes of proceedings of Church meetings and of the Directors and other books and records of the Church at the registered office of the Society with one week's notice. All other books and records of the Church may be inspected by any Member at any reasonable time within two days prior to the Annual Meeting at the registered office of the Society.

12.07 No Loans or Advance of Funds. The Society shall not make loans, grants, guarantee loans or advance funds to any Director or Officer.

ARTICLE XIII – STATUTORY COMPLIANCE

13.00 Compliance with Societies Act of Nova Scotia. For so long as the Church is incorporated under the Societies Act of Nova Scotia, the Church shall do all things necessary to comply with that Act. If for reasons of polity, or otherwise, the Church cannot comply with that Act, the Church may by Special Resolution and satisfying any other requirements of the Act or by law, surrender its Certificate of Incorporation.

13.01 Directors. For purposes of the Societies Act of Nova Scotia, the Board of Deacons, shall be the Directors of the Society, and shall be subject to the following guidelines.

- (a) Any voting Member of the Society shall be eligible to be elected a Director of the Society and a Director of the Society shall be a voting Member.

- (b) The number of Directors shall not be more than ten and not less than three, and the subscribers to the Memorandum of Association of the Society shall be the first Directors of the Society.
- (c) Directors shall be elected to and retire from office and shall be eligible for re-election as set out in By-Law 5.04 herein.
- (d) If a Director resigns from office, is removed, or ceases to be a voting Member in the Society, that position shall be vacated, and the vacancy may be filled for the unexpired portion of the term as set out in By-Law 5.04 herein.
- (e) Any Director may be removed by the Members of the Society by Special Resolution.
- (f) A quorum shall consist of 50% of the Directors. No business shall be conducted at any meeting of the Board of Directors unless a quorum is present to open the meeting and, upon request, before any vote.
- (g) The person chairing the meeting shall be entitled to vote as a Director, but in the event of a tie shall not have a second or casting vote.
- (h) In addition to any other duties prescribed to the Directors or any of them in these By-Laws, the Directors shall be generally responsible for the management of the Society.
- (i) The Directors may delegate any power and authority to any board or committee duly constituted under these By-Laws.

13.02 Execution of Documents. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by any two of the following: the Moderator, the Minister, the Clerk, or the Treasurer or as prescribed by resolution of the Directors.

13.03 Remuneration of Directors and Officers. The Minister (and any other Director or Officer) shall receive such remuneration as approved by the Members upon that person's employment or hiring and as amended as part of a review process from time to time. All other Directors and Officers shall serve without remuneration and shall not receive any profit from their positions. However, a Director or Officer may be reimbursed for reasonable expenses incurred in the performance of that person's duties upon approval by the Finance and Stewardship Committee, or if there is not a functioning Finance and Stewardship Committee, upon approval of the Church.

13.04 Additional Duties of Clerk. The Clerk, in addition to the duties set out in By-Law 6.02, shall

- (a) have custody of the Seal, if any, which may be affixed to any document upon resolution of the Directors, and
- (b) file with the Registrar, as required under the *Societies Act* of Nova Scotia:
 - (i) within 14 days of the Annual Meeting:
 1. a statement in the form of a balance sheet showing general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year audited and signed by its auditor or, if there is no auditor, signed by two directors; and
 2. a list of Directors with their civic addresses, occupations, and dates of appointment or election;
 - (ii) within 14 days of any change of Directors a notice of such change in a form the same as or similar to the annual list of Directors;
 - (iii) a copy of every Special Resolution within 14 days after the resolution is passed; and
 - (iv) such other notices, forms or reports as may be required from time to time under the *Societies Act* of Nova Scotia.

ARTICLE XIV LICENSES TO MINISTER

14.00 The Board of Deacons shall receive all applications for licenses to minister, and after careful examination shall bring their recommendations before a meeting of Church Members.

ARTICLE XV- BOOKS AND RECORDS

15.00 All books, papers and records relating to the Church and its transactions, and all minutes of Boards and Committees shall be retained as property of the Church whether held in the Church or in an external archives, such as the Acadia University Archives.

ARTICLE -XVI AMENDMENTS

16.00 Amendment, Repeal, of Memorandum, By-Law or Covenant. The Members may repeal, amend or add to the Memorandum of Association of the Church, or these By-Laws [or the Covenant of the Church and any special statements, such as the Inclusion Statement] by a special resolution at a meeting of Church Members duly called, and by a three-quarters vote of the Members present, providing notice of the proposed amendment has been given in writing at a previous meeting of Church Members.

No By-Law or amendment to these By-Laws or amendment to the Memorandum of Association of the Church shall take effect until the Registrar approves of it.

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### **APPENDIX A - Church Covenant**

We, the members of this Port Williams United Baptist Church family,  
by the grace of God, in the manner of Jesus Christ, and through the power of the Spirit,  
will strive always:

- to be inclusive and welcoming of all persons,  
while appreciating and respecting our differences;
- to demonstrate loving concern for each other;
- to learn and grow through faithful study of the Scriptures  
and the world in which we live;
- to share our time, talents, and treasures joyfully in service to Christ,  
within our church, our community, and around our world.

Adopted November, 2009

### **APPENDIX B – Statement of Inclusion**

Port Williams United Baptist Church, in the name of Jesus Christ,  
welcomes all who seek to know God.

We affirm that all people are created in the image of God  
and as beloved children of God, all are worthy of God's love and grace.

We welcome all people  
into the full life and ministries of this church,  
regardless of race, ethnicity, creed, class, age, gender, marital status,  
physical or mental ability, sexual orientation,  
gender identity or gender expression  
as we journey in faith toward reconciliation through Christ.

We recognize that there are differences among us,  
but believe that we can live together and love alike  
even though we may not think alike.

We proclaim this statement of welcome to all,  
especially to those who have known the pain of exclusion or discrimination in the church and  
society.

And we invite all people to join us in our faith journey  
toward greater love, understanding and mutual respect.

Adopted March 9, 2015



**Appendix C**  
**Organizational Structure**

