

**GENERAL BY-LAW
OF CANADIAN BAPTISTS OF WESTERN CANADA (2015)**

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GENERAL OPERATING BY-LAW OF THE UNION OF CHURCHES KNOWN AS CANADIAN BAPTISTS OF WESTERN CANADA (CBWC)

PART I: ELECTIVE OFFICERS OF THE UNION*

A. Officers

1. The Members shall elect a President, a Vice-President of Planning, a Vice-President of Finance and a Vice-President of Personnel and Program, and other directors to fill vacancies, as determined by the members (the "Elected Officers"). These four individuals shall be recognized as directors and officers of the CBWC and assume office at the conclusion of the members' meeting at which they are elected. As much as possible, each Elected Officer shall represent a different Region* of the Union.
2. The members at the Assembly Business Meeting* shall decide upon the election of or appointment of such other officers and committees as may be deemed necessary from time to time.

B. Terms of Office

1. Unless otherwise determined by the members, the term of office shall be two years for the President, the Vice-President of Planning, the Vice-President of Personnel and Program; and the Vice-President for Finance. A Vice-President is eligible for election to one of the other offices or re-election to the same office. The maximum allowable time any person can serve as an officer is three (3) terms that is six (6) years.
2. Unless otherwise determined by the members, the retiring Vice-President of Planning shall be nominated by the Nominations Committee for the Presidency, but if that officer is unwilling or unable to stand, any other Vice-President may be nominated for the Presidency by the Nominations Committee.
3. The retiring President (Past-President) may be appointed in advisory roles and may be nominated to the Board of Canadian Baptist Ministries (CBM) as a Western Section representative.

C. Duties

1. The President shall preside at all meetings of the Board and of members. The President shall also be ex-officio* a member of all Committees of the CBWC. The President along with the Executive Minister is the Official Voice of CBWC between Assemblies.
2. The Vice-President of Planning shall perform the duties of the President in his/her absence, and shall normally preside at meetings for Long-range Planning and be Chair of the Budget Committee.

3. The Vice-President of Personnel and Program shall be Chair of the Assembly* Program Committee for the Assembly* and shall be Chair of the Personnel Committee.
4. The Vice-President of Finance shall be Chair of the Finance Committee.

PART II: ORGANIZATION OF THE MEMBERSHIP

A. Constituency

1. The Membership of the CBWC shall be one class:
 - a. All Churches* currently in fellowship with the CBWC at the time this By-Law becomes effective.
 - b. Any Church* subsequently received into the membership of the CBWC by action of the Board of Directors on recommendation of the task-force sent to evaluate the request. Regulations concerning requirements for Membership, procedures for admission to Membership and procedures for removal from Membership may be prepared by the Board of Directors and adopted at any meeting of the Members of the CBWC. The policy for membership is contained in the policy manual entitled: **Terms of Reference for Affiliation with the CBWC**. The Board of the CBWC shall prepare an Annual Directory of Member Churches* with a listing of their pastoral staff.

B. Meetings and Delegates

1. The members of the CBWC shall meet for a Business Meeting* at the time of the Assembly* which will occur in "odd numbered" calendar years, and meet at such other times and places as shall be determined by the Board. The directors may determine that a members' meeting, other than an Assembly Business Meeting, shall be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. For members meetings, agenda items and resolutions originated by members may be submitted through the Assembly* Program Committee. Elections of Directors and Elected Officers will normally occur in those Odd numbered calendar years at the Business Meeting*. At the Assembly Business Meetings* a private resolution to be proposed by a member (or its delegates) shall be submitted in writing as a notice of motion to the Executive Minister or Minute Secretary, not later than the first session of the Business Meeting to permit duplication and distribution to the delegates. At any meetings conducted entirely by means of a telephonic, an electronic or other communications facility any private resolutions shall be submitted as a notice of motion to the Executive Minister or Minute Secretary no later than seven days before the meeting.
2. **Notice of the time and place of a meeting** of members shall be given to each member by the following means:

- a. By mail, courier, or personal delivery to the Church Clerks of each member during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. By telephonic, electronic, or other communication facility to each member during a period of 21 to 35 days before the day on which the meeting is to be held.

Any notice required to be given by this General By-Law shall be deemed to be given if posted to the Clerk of each Member Church at least five weeks before the meeting to amend the By-Law.

- 3. **Special meetings** of the members of the CBWC may be called by the Directors from time to time and shall be called by the Board of the CBWC by giving at least five weeks' notice; the business to be transacted shall be limited to the agenda duly mailed to the Church Clerks of each member. Notice shall be given stating the date and location within Canada of the meeting along with the agenda.
 - a. In the event that members who hold 5% of the votes request a special members' meeting through the means of a written petition to the President of the CBWC, then a special meeting of the members shall be called by the Directors. The business to be transacted shall be limited to the agenda duly mailed to the Church Clerks of each of the members and proposals from the floor of the meeting shall not be accepted.

4. **Persons Entitled to be Present at Members Meetings:**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the CBWC and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the CBCW to be present at the meeting, and shall include:

- a. Delegates of the Members: Each member shall send the following delegates to any meeting of the members:
 - i. two delegates from each such member,
 - ii. plus one delegate from each such member for each 50 individuals belonging to the congregation of each member, or major fraction thereof above the first 100 individuals belonging to the congregation of the members, such congregation numbers to be measured on the basis of resident membership in the congregation of the member, and
 - iii. plus one pastor from each member is designated automatically as a delegate of such Member (in addition to those appointed in sub-section a.)
- b. The elected officers* and members of the Board of Directors.
- c. Executive Staff* (present but non-voting)
- d. The public accountant/ auditor duly appointed by the CBWC is entitled to attend and be heard on matters related to his/her duties.

- e. Any other person admitted by resolution of the members.

C. Voting Members

1. Each member, at a meeting of members, is entitled to as many votes as there are Delegates of the Member, the number of delegates of the each member determined with reference to Part II.D.4.a above.
2. Each Director is also entitled to one vote at a meeting of the members. All other persons entitled to be present at a members' meeting shall not vote, but may participate in their advisory capacity.
3. No other person is entitled to vote at a meeting of the members.
4. Unless a ballot is requested by motion duly made and seconded and carried, voting shall be by show of hands.

D. Quorum

The quorum at all meetings of the members shall consist of 100 delegates, representing a minimum of 35 members

E. Delegate's Registration Fee

Each member shall pay a registration fee per delegate the amount of such fee to be determined by the Board of Directors from time to time.

F. Signing Officers and Corporate Seal

1. CBWC shall have a corporate seal of such design as is approved by the Board*. The corporate seal shall be kept in the charge of the Executive Minister or of such other person as the Board may designate.
2. The President or a Vice-President or any such other person as the Board may designate, and the Executive Minister or any such person as the Board may designate, shall have, and are hereby granted, authority under their hand and the corporate seal of CBWC, to make and execute, according to the rules and By-Law of the said corporation, all proper deeds, transfers, bonds, debentures, mortgages, and instruments.

G. Rules of Order

Subject to this By-Law, all meetings of the members,, the Board, the Executive, and the Committees of the Board shall be conducted in accordance with the rules of order prescribed by Bourinot's Rules of Order.

H. CBWC Inter-Relationships

1. CBWC shall relate to the Baptist World Alliance, in accordance with the founding constitution of this body. Changes in this constitution receiving agreement by the CBWC will not alter these relationships.
2. The CBWC shall co-operate with the Canadian Baptists of Ontario and Quebec (also known as Baptist Convention of Ontario and Quebec), the Canadian Baptists of the

Atlantic Provinces (known as Convention of Atlantic Baptist Churches) and the Union d'Églises Baptistes Françaises au Canada (also known as Canadian Baptists of Francophone Canada) in promoting, through the jointly established Canadian Baptist Ministries, the work of missions and ministries nationally and internationally.

3. The CBWC shall be free to co-operate with any one or all of the following: Canadian Baptists of Ontario and Quebec (also known as Baptist Convention of Ontario and Quebec), the Canadian Baptists of the Atlantic Provinces (known as Convention of Atlantic Baptist Churches) and the Union d'Églises Baptistes Françaises au Canada (also known as Canadian Baptists of Francophone Canada) on matters of common interest.
4. The CBWC may relate to, co-operate with, and elect delegates to such other bodies as the CBWC may determine at the Assembly Business Meeting*.

I. Representatives of the CBWC

1. The CBWC in accordance with the By-Laws of Canadian Baptist Ministries, shall elect at each Business Meeting* where elections of officers is held, the appropriate number of voting members of Canadian Baptist Ministries who comprise the Western Section of CBM. In preparing the nominations, the Nominations Committee of the CBWC shall give consideration to representation from the general geographic regions of Western Canada.
2. The representatives of the CBWC, known as the Western Section of the Canadian Baptist Ministries shall report to the Board of Canadian Baptists of Western Canada and shall take advice on concerns of interest to the CBWC Board.

J. Church-Union Relationships

1. Each church shall have the privilege of determining its relationship to various aspects of the program* of CBWC.
2. A church should confer with the respective Regional Minister when matters of relationship to any particular aspect of the program of the CBWC are being questioned.

K. Educational Institutions

The Board of Administration of Carey Hall, and the board of any other CBWC Educational Institution that may be established, shall be nominated by the CBWC Nominations Committee in accordance with the relevant constitutions and shall be elected at the Assembly Business Meeting* of the CBWC with terms of office parallel to those of the CBWC Board.

L. Other Auxiliary Groups

Affiliated groups may develop and operate under their own Constitutions, providing such constitutions are approved by the CBWC Board of Directors and are not inconsistent with the Act of Incorporation and the General By-Law of the CBWC. With the approval of the Board of Directors and ratification by the Members, a representative of such affiliates may relate to the Board through a mechanism designated by the Board.

PART III: ORGANIZATION OF THE BOARD

A. The Board

1. Directors of the Board

- a. The elected Directors of the Board shall be thirteen in number and shall consist of the four Elected Officers * and nine Directors at Large. The Directors at Large shall consist of three representatives from each Region* one of each of these three Regional representatives should be the Regional Group Moderator. An individual elected as an Elected Officer cannot be elected concurrently as an Elected Officer.
- b. The Elected Officers and the Directors at Large shall be elected by the members at a meeting of the members. Members meetings* at which elections are held will normally be the Assembly Business Meeting.
- c. Each Regional Group shall nominate three Directors at Large from such Region and submit the three names to the CBWC Nominations Committee.
- d. Executive Staff shall be advisory members* of the Board.
- e. The directors of the CBWC and the ex-officio members* shall be members in good standing of a constituent member church of the CBWC, be a minimum of 18 years of age and may not be employees of the CBWC.

2. Election and Term of Office – Directors at Large

- a. The Directors at Large shall be elected to serve for a two year term. Each Director at Large shall be eligible to serve for two additional two year terms, and then shall not be eligible for re-election as a Director at Large without the lapse of two years time, but may be elected as an Elected Officer.
- b. In the event of a vacancy occurring on the Board of Directors, a successor may be appointed until the next Assembly Business Meeting* of the CBWC by the Board in consultation with the Regional Group involved.
- c. Board Officers and Directors may resign by letter of resignation directed to the President, which shall be effective upon receipt by the Board.
- d. The members of the CBWC may by ordinary resolution at a special meeting remove any officer or director from office. If a director or officer disputes such removal they are entitled to submit to the CBWC a written statement giving reasons for opposing removal if a meeting is called for such a purpose. Notice of said statement shall be sent to all members, with a copy sent to the Director of Corporations.

3. Duties of the board

The Board of Directors and its officers shall be a governance body which plans, proposes, promotes and supports the policy* and program* of the CBWC determined at

the Assembly Business Meeting* as these relate to all phases of denominational enterprise. It shall be the duty of the Board to govern the affairs of the CBWC, to determine (with appropriate legal advice) any life-style expectations for the Executive Staff*, the Administrative Staff*, the Office Staff*, and staff of other ministry agencies of the CBWC as determined by the Board; to set specific duties and terms of service and method of performance evaluation; to maintain and keep up to date a policy and procedure manual, and to carry out policies laid down by the CBWC. The Board shall generally, between Assembly Business Meetings* of the CBWC, exercise all powers and privileges of the CBWC; to exercise care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. To the greatest extent feasible, the business of the CBWC shall be considered and transacted by the CBWC at the Assembly Business Meeting*.

4. Executive Committee*

- a. The Executive Committee* of the Board shall be comprised of the four Elected Officers. The Executive Minister, as the chief executive officer of the CBWC shall be a non-voting member ex-officio of the Executive. The Executive shall carry out the administrative* functions of the Board in the intervals between Board meetings. The Executive Committee may act as a Long-range Planning Sub-Committee*.

5. Meetings

- a. The Board of Directors shall meet between Assembly Business Meetings* as often as is required for the effective conduct of the CBWC business, and at least three times annually.
- b. Meetings of the Board of Directors, Executive, and Standing Committees may be held in various centres of the CBWC and may be conducted by means of telephone, video conferencing or other communication facilities providing a quorum of the Board members are available to participate. In addition, and for dealing with appointments and resignations and ratification of decisions, mailed and electronic ballots may be used at the discretion of the Executive providing all members have the opportunity for clarification of issues within established time frames.
- c. The Board, in addition to the conduct of regular business, shall also be responsible for
 - (i) The preparation of a written annual report of the Board's activities to be sent to all constituent churches.
 - (ii) The review and approval of the annual financial report for presentation to appropriate official bodies, and preparation of the reports to the Annual Business Meeting*
 - (iii) The annual review and approval of the auditor's report, the report of the Audit Committee and the recommendation of the auditor to the Members at the Annual Business Meeting.

- (iv) The financial affairs of the CBWC.
 - (v) The receipt, review and approval of the reports of the Ministerial Credentials Committee, and authorization of its publication in an annual Yearbook incorporating a Directory of Member Churches.
 - (vi) The review of statistics and tables concerning the health of the denomination.
 - (vii) The receipt of the Nominations Committee's report for certain appointments for related organizations or affiliated organizations described in Part II.H.4 above, and the election of those individuals.
 - (viii) The review at least annually of the report of the Personnel Committee.
- d. The Board of Directors shall be accountable to the Members at the Assembly Business Meeting*, and any other members meetings, for all such activities undertaken.
 - e. The Board of Directors shall regularly provide opportunity at its meetings for prayer for the work of the denomination, the churches and the Executive Staff*.
 - f. A Director, Executive Staff* or administrative or office staff who is, directly or indirectly, interested in a proposed contract or transaction with the Board or the CBWC, shall disclose fully and promptly the nature and extent of that interest to the Board and shall absent themselves from the room during any discussion of the item and shall abstain from voting on the approval of the item.
 - g. Special meetings of the Board may be agreed upon by decision of the body concerned, or be called by the President on his/her own initiative, or upon the written request of at least four members of the Board. Such special meetings shall be held after at least three weeks' notice and the business to be transacted has been given by mail. Notice may be waived provided nine of the Board Members consent.
 - h. The Board may design policy and procedures for electronic voting between meetings.
 - i. Quorum: A quorum shall consist of nine Directors of the Board.

B. Board Structure

1. In order to carry out its work, the Board shall have the power to create or terminate committees, task forces, missional networks* and working groups, and to establish the terms of reference and the duties of these and determine their membership, chair, frequency of meetings, and involvement of co-opted members* and appointed consultants. These shall be placed in the policy and procedures manual, and shall be reported to the CBWC at the Assembly Business Meeting*.
2. Co-opted members* and those ex-officio members* representing the educational institutions*, and Canadian Baptist Ministries shall have the right to vote in all

committees and other structures except at meetings of the full Board where though they may have the right to speak, they do not have the right to move motions or vote. Costs of attendance of all co-opted and ex-officio members* shall be paid by the CBWC on the same basis as for Board Officers and Directors.

C. Standing Committees of the Board

The Board of the CBWC may establish Standing Committees on the approval of the CBWC Members at an Assembly Business Meeting*.

The following Standing Committees are specifically named and shall be created immediately following each Assembly Business Meeting*.

1. The Budget Committee

The Budget Committee shall be chaired by the Vice-President of Planning and consist of at least two additional Board members and the Executive Minister, with power to add as necessary. The function of this Committee shall be:

- a. To examine the budgets of estimated income and proposed expenditures submitted by the various participating units of the Union.
- b. To prepare and present to the CBWC at the Assembly Business Meeting* a revised Budget for the current year, and Budgets for the two subsequent calendar years, showing estimated receipts and disbursements.
- c. Unless otherwise instructed by the CBWC at the Assembly Business Meeting, to prepare and present to the CBWC Board at a meeting to be held as soon as possible in the new calendar year, a balanced budget for the current calendar year.
- d. To undertake other specific duties as assigned by the Board.

2. Finance and Stewardship Committee

A Finance and Stewardship Committee appointed by the Board following the Assembly Business Meeting* and shall chaired by the Vice-President of Finance and consist of at least two individuals not serving on the CBWC Board but appointed by the Board who shall each serve two year terms and may be reappointed for two additional terms. The function of this Committee shall be:

- a. To oversee all financial matters of the CBWC, including stewardship matters and to report thereon to the Board through the Chair of Finance.
- b. To administer the investment of CBWC funds as provided for in the Act of Incorporation. The committee may retain a commercial investment firm or foundation for this purpose.
- c. To undertake other specific duties as assigned by the Board.

3. Audit Committee

An Audit Committee shall be appointed by the Board after each Assembly Business Meeting* to consist of not less than three Board representatives, who shall review

internal controls and the audit program of the auditor; and shall review the annual financial statements of the organization, discuss such statements with the auditor and make recommendations to the CBWC Board with respect to such statements and remuneration to be paid for audit services. The chair of the Audit Committee shall be elected from its members. The audit committee shall review the financial statements before they are approved. The notice of an Audit Committee meeting shall be sent to the CBWC public accountant. The Public accountant may call the Audit committee meeting.

4. Nominations Committee

The Nominations Committee shall be constituted after each Assembly Business Meeting* with the immediate retiring President as the Chair. In cases where this person is unable to serve, the Chair shall be appointed by the Board.

- a. The Nominations Committee shall nominate four persons, for election to the Nominations Committee at each Assembly Business Meeting* to serve for a two year term: two of these shall be non-Board members but members of a CBWC church, and two shall be Board representatives retiring at the end of the term in which they serve. None of these shall be eligible for re-election to the Nominations Committee at the next Assembly Business Meeting.
- b. The Nominations Report shall be tabled early at the Assembly Business Meeting* in which elections are held. Provision shall always be made for further nominations in writing up to 24 hours before the vote is taken.
- c. Voting shall take place at a subsequent session of that Business Meeting.

5. Assembly* Program Committee

The Assembly Program committee shall be appointed by the Board, after each Assembly Business Meeting. The Chair shall be the Vice-President of Personnel and Program and the membership shall be determined by the Board. The program for the Assembly* shall be their responsibility.

6. Ministerial Credentials Committee

The Ministerial Credentials Committee (MCC) shall consist of the Executive Minister as chair, the Board designated Executive staff members and the Principal/President of Carey Theological College shall be a member of the MCC.

This Committee shall keep an updated list of accredited ministers and shall annually submit to the Board, a revised list of accredited ministers. This Committee shall also appoint a standing Disciplinary Review Committee in accordance with the Professional Misconduct Protocol adopted at Banff in 2007 and as subsequently modified. This Committee may appoint sub-committees as required, to deal with all matters respecting ministerial standing that may arise between meetings of the Board of the CBWC .

The Executive Minister shall conduct such official correspondence with persons and churches as required under the Ministerial Ordination Standards and Procedures.

7. Personnel Committee

The Personnel Committee shall be the members of the Executive Committee and include the Executive Minister, but excluding other members of the Executive Staff*. The Chair shall be the Vice-President of Personnel and Program and all officers shall have a vote. In the absence or resignation of an Executive Minister, or when the matter of grievance or termination of Executive Staff* is under consideration, another member of Executive staff shall be requested by the Board to be present when the Committee meets.

- a. The Committee shall secure candidates for the office of the Executive Minister and may also secure candidates for positions on the Executive Staff* and present its recommendation to the CBWC Board; in the case of a Regional Minister this shall be done in close consultation with the Board directors at large from the Regional Group concerned.
- b. The Committee shall also deal with grievances and termination of Executive Staff,*and following the staff procedures manual those of the Administrative Staff* and Office Staff*and recommend to the Board on action to be taken.
- c. The Committee shall also undertake other specific duties as assigned by the Board.

8. The By-Laws Committee

The By-Laws Committee shall be appointed by the Board. This Committee shall be comprised of not less than three and not more than five individuals who may or may not be Board Members but one of whom shall be or have been an officer or director of the Board. The Committee shall elect its own chair. All shall be currently members in good standing of a CBWC church. The function of this Committee is to advise the Board regarding proposed or required By-Law changes and to prepare for presentation to the Assembly Business Meeting* such amendments as are to be considered, and further to advise the Board on constitutional matters.

9. Committee vacancies:

Committee Vacancies may be filled by the Board until the next Assembly Business Meeting* of the CBWC.

PART IV: REGIONS AND ASSOCIATIONS

A. Regions of the CBWC

1. Constituency

The churches with the CBWC may be grouped into administrative Regions*, generally corresponding to the geographical area served. Churches in the Yukon, North West Territories, and in remote locations, may affiliate by agreement with the Region concerned. The Region, through its Regional Group* may have administrative responsibility granted by the Board and be empowered to set up Associations or clusters of churches within its Region.

2. Organization of Regional Groups

- a. Each Region may design and determine the structure it uses to work as a Regional Group in its diverse geographical location. All who participate in leadership shall be members in good standing of a CBWC Church in that Region.
- b. The task of the Regional Group is to assist the Executive staff in assessing and facilitating effective ministry in their region.
- c. Each Region shall have a designated Regional Group Moderator, who should represent the Region at the Board meetings of Canadian Baptists of Western Canada and coordinate the gathering of the Regional Group.
- d. The Regional Group may also be given authority by the CBWC Board to assume shared responsibility for the conduct of CBWC Programs and therefore may study and propose policies and programs for consideration by the Regional Group and through the representatives on the CBWC Board, and by the CBWC Board itself.
- e. The Regional Group shall be responsible for prayer for the work of the denomination, the area churches and the staff at all its meetings.

3. Regional Representatives to the Board

The nomination of Regional Directors at large to the Board of the CBWC (Representatives to serve on the Regional Group *) shall be suggested by the Regional Group and forwarded to the Nominations Committee of the CBWC for inclusion in its report to the CBWC in Assembly *. Should there be other nominations received in writing for these particular offices at the Assembly Business Meeting* at which elections are held, the ones whose names are so placed in nomination shall be qualified residents and church members of the respective Region and the ensuing ballot shall involve only the slate nominated for that Region.

4. Functional Relationships between the Region and the CBWC

Under the principle of ministry focused responsibilities, the Regional Group * and the CBWC Board shall work closely together through the actions of the representatives to the CBWC Board, the Regional Minister and the Missional Networks*. Though the

CBWC alone establishes policy and responsibilities, policy formulation involves excellent working relationships between Regions and the CBWC.

5. Role of the Regional Group

The Regional Groups are to facilitate/ support the work of ministry in their region, remaining aware of the needs of the areas. The Regional Group is to assist the CBWC in assessing and facilitating effective ministry in their Region. They will ensure that the Core Values of the CBWC are being expressed in their Region.

6. Meetings

The Regional Group may meet in a Business Meeting of churches for the election of advisory group members and for the conduct of such other business as is necessary, and to provide opportunity to promote CBWC and Regional concerns and to provide an opportunity for churches to share their ministry activities. The meeting dates of all business meetings of the Regions and the CBWC shall be coordinated by the CBWC Executive.

B. Associations

The Regional Group in consultation with the Board of the CBWC, may create or dissolve Associations of churches, determine their frequency of meetings and membership. These are to be created in order to promote fellowship and inspiration, disseminate information and allow inter-church consultation on matters of local concern. The organization (structure/systems) of any such association shall be approved by the Regional Group.

C. Missional Networks

The CBWC, in consultation with the Regional Group, and the Executive Minister may designate priority ministries as Missional Networks.* Missional Networks will generally be shaped around the significant ministries and mission directions of the churches.

1. The Missional Networks* are to be ministry/ mission implementation/working groups.
2. The Executive Minister shall be responsible for any staff member employed to lead or consult with missional networks.
3. The Regional Groups are to monitor the missional network application in their Regions and report to the Union on the results.
4. The Board may invite Missional Network representatives to attend part of a Board meeting in order to monitor ministry/mission results. Persons from Missional Networks who are attending the Board at the Board's invitation are present without vote at the Board or its committees.

PART V: SUPPORT STAFF

A. Appointment

The Board, through its Personnel Committee, shall be responsible for the selection and appointment of the Executive Minister* as deemed necessary by the CBWC. Executive Staff* shall be responsible to the CBWC and its Board through the Executive Minister, and shall be removable for cause* by a resolution of the Personnel Committee if submitted to the Board by the Executive Minister, for action.

B. Duties

The responsibilities and duties of the Executive Staff* shall be at the direction of the Executive Minister and under the coordinative oversight of the Executive Minister. Executive shall also work closely with the Regional Groups and shall utilize their advisory capacity.

C. Administrative Staff

1. Administrative Staff* shall be the responsibility of the Executive Minister
2. The Executive Minister shall have oversight over all Administrative Staff.
3. Appeals and/or grievances may be brought to the Personnel committee following the due process of the staff procedure manual.

D. Location

The location of staff and consultants shall take into consideration the geographical diversity of the Western constituency with the need to efficiently serve the pastors and churches within the Region they serve.

E. Meetings

Meetings of the Executive Staff* members should be held not less than four times a year. As possible, they may be held in various centres throughout the territory of the CBWC and may also be conducted by video or tele-conferencing.

PART VI: FINANCES

A. Budget

There shall be adopted at each Assembly Business Meeting* of the CBWC a revised Budget for the current year and proposed Budgets for two subsequent calendar years showing estimates of receipts and disbursements. These Budgets shall apportion the sums of money for expenditure, the items to be paid under the authority of the CBWC Treasurer.

B. Budget Adjustment

The Board of the CBWC will review the current budgets as soon as final calendar year figures are available, and will adjust the budget to reflect the vision and goals for the CBWC.

The CBWC Board shall establish when and how appeals shall be made to local churches by its Educational Institutions* and Canadian Baptist Ministries.

C. Central Office of the Treasurer

All monies for CBWC purposes shall be remitted to the CBWC Office.

D. Requisitions and Payments

Payments to those entitled to receive them shall be made by cheque from the CBWC Office on receipt of a properly completed requisition. No payments shall be made for a purpose not provided for in the CBWC Budgets and Trusts without a recommendation for approval by the Finance Committee.

E. Auditors and Audit

1. The Board of the CBWC shall receive the annual reports of the auditor and the Audit Committee.
2. The Members shall appoint the auditor of the CBWC each year in accordance with Part 12 of the Canada Not for Profit Corporations Act, SC 2009, c.23 who shall be a firm of chartered accountants.
3. The Board of the Baptist Union shall provide to anyone, upon written request, a copy of its most recent financial statements, together with the report thereon of the auditor. The Audited statements shall be distributed to the member churches of the CBWC prior to the Assembly Business meeting, along with the report of the public accountant for the CBWC.

F. New Business

Any proposal for the expenditure of unbudgeted items of more than \$5000 which is presented to the Assembly Business Meeting* of the CBWC, shall be presented first to the Finance Committee of the Board for comment before it may be voted upon by delegates. Such new business introduced at Assembly shall require sixty percent of delegates voting in favour before action shall be taken.

PART VII: MINISTERIAL ORDINATION STANDARDS AND PROCEDURES

The Ministerial Ordination Standards and Procedures, as well as regulations for licensing and recognizing pastors and students and the ethical and moral policies and protocols, as approved first by the Baptist Union at its Assembly Meeting in Edmonton, Alberta, April 1994, and as subsequently amended from time to time by the Assembly or the Board between Assemblies shall be an integral part of this General By-Law, and shall be promulgated in the CBWC publication *CBWC Ministerial Protocol Manual*.

PART VIII: MISCELLANEOUS, AMENDMENTS AND HEADINGS

- A. This General By-Law and headings may only be amended by a resolution passed by a majority of not less than two thirds of the votes cast on that resolution at a members meeting.
- B. Information or regulations from the CBWC, including notices or other documents may be created or provided as an electronic document.
- C. Under this Bylaw no part of the CBWC profits or property or other assets may be distributed to a member, a director or officer except in furtherance of its activities.

PART IX: DEFINITIONS

Administration: The orderly implementation and promotion of policy and program as formulated by the bodies authorized to do so, the continual review and evaluation of policy and program, and the proposal of constructive suggestions regarding change of policy and program to the policy-making bodies.

Administrative Staff: Those individuals who are engaged by the Board on recommendation of the Executive Minister to serve at the CBWC Office or at Regional offices on specific administrative tasks and/ or missional network tasks and are responsible to the Executive Minister.

Advisory Members: Advisory members of Boards or Committees have all rights save that of voting.

Assembly: A gathering of delegates from the Member Churches of the CBWC at a specified place in odd numbered years for worship, celebration and conduct of business at a Business Meeting.

Business Meeting: A meeting of the Members of the CBWC held on odd numbered years during the time of an Assembly to receive reports, review activities, establish budgets and to elect officers and members of the Board.

Baptist Union: Baptist Union or Union shall mean the churches under the title Canadian Baptists of Western Canada.

Board: Wherever used without other qualification shall be taken to mean the Board of Directors of the Canadian Baptists of Western Canada..

Cause: Sufficient cause for recommendation for the removal of Executive Staff* or Administrative Staff shall be conduct deemed unbecoming or likely to endanger the interests or reputation of the Union or wilful conduct that is a breach of the By-Law of the Society, the policy and procedures manual or regulations established by the Board.

Church: Means a congregation or organisation that meets the requirements of a church as set out in the policy manual entitled "Terms of Reference for Affiliation with the CBWC"

Co-opted Members: Co-opted members of Boards or Committees, including those serving ex-officio (i.e., the chairs of the boards of the Educational Institutions*, the chair of the Western Section of Canadian Baptist Ministries, chair of Women in Focus), shall have full rights, including that of voting, except at meetings of the full board where they shall not make motions or vote.

Directors at Large: The Directors at Large are the elected representatives to the CBWC Board of Directors who are elected at the Assembly Business meeting to represent their respective Regions.

Educational Institutions: The official Educational Institution of the CBWC shall be Carey Hall or its successors and other institutions where these have been recognized as official Educational Institutions by the CBWC. Educational Institutions shall carry out their mission in conformity with the education policy established from time to time by the CBWC.

Elected Officers: Elected Officers shall mean the President, Vice-President of Planning, Vice-President of Finance, and Vice-President of Personnel and Program.

Executive Committee: The Executive and the Executive Committee shall mean the Elected Officers and the Executive Minister as an ex-officio non-voting member.

Executive Minister: The Executive Minister shall be the individual employed by the Board as the Chief Executive Officer. He/she will be responsible for Executive Staff, Administrative staff, Office Staff and the implementation of programs, ministries and mission that move the CBWC towards our vision/goals, for implementing Board directives within the directives and policies of the CBWC. The Executive Minister will have the oversight and coordination responsibilities for the Executive staff.

Executive Staff: Executive Staff Members shall mean those individuals who are members of churches within the Canadian Baptists of Western Canada and who are engaged on recommendation of the Personnel Committee of the Board and employed in various ministries for the CBWC including that of Executive Minister, Regional Ministers the Principal /President of the Educational Institution, the Director of Administration and Finance, Director of Ministries and other positions identified as such by the Board. The Executive staff functions are coordinated by the Executive Minister and report to the Board through the Executive Minister.

Ex-Officio Members: Ex-Officio Members of Committees who serve on the Committee by virtue of their office; they have full rights including that of voting unless otherwise limited by this by-law.

Long Range Planning Sub-committee: A sub-committee of the Board* which has as its primary function the regular review and preparation of long range plans for the CBWC. It is chaired by the Vice-President of Planning.

Members of the CBWC: Members of Canadian Baptists of Western Canada shall be the organized churches, church plants and mission points that are in association with the CBWC and in good standing.

Missional Network: Ministries of the CBWC may be designated as Missional Networks, in accordance with the ministry priorities of the Union, and may have a staff person assigned to the ministry. Missional networks are to implement ministry in the churches, not to help govern the CBWC. They fall under the Executive Minister / staff mandate to implement program/ministries.

Office Staff, (Senior Staff): Those individuals who are designated by the Personnel Committee to serve and support the Administrative and Executive Staff at the CBWC Office or in the Area Offices.

Policy: A plan of action; a way of management; a system of regulated measures.

Policy Making: The establishment of a plan of action, of management procedures and regulative measures.

Program: A course of action prepared and projected over an ensuing period of time.

Region: A geographic area of the CBWC determined by the Board of Directors of the CBWC and which is largely based upon general physical proximity of Members, who may be supported by a Regional Group.

Regional Group: CBWC has the authority to cluster groups of Members together into a recognized administrative area with an advisory group of persons to support the ministries of that region. The Directors at Large, who are part of the congregation of Members in a particular Region, are core to the communication between the Board and the Regions. The task of the Regional Group is to assist the Executive staff in assessing and facilitating effective ministry in their region.

Union: Union or Baptist Union shall mean the churches who are members of the CBWC

Year: Year, unless modified by "calendar," refers to the annual (12 month) period which commences immediately following the Assembly Business Meeting of the CBWC.