
DEFINITIONS

1. "Church" means the Pleasantville Baptist Church.
2. "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
3. "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at a general or special meeting of which notice specifying the intention to propose the resolution has been duly given.
4. "Ordinary Resolution" means a resolution passed by more than one-half of such members entitled to vote as are present in person at a general or special meeting of which notice specifying the intention to propose the resolution has been duly given.
5. "Regulation" is a document enacted by special resolution, providing policies, rules and regulations for the conduct of some aspect of the Church's operations.
6. "Resolution" and "Proposal" are equivalent terms in this document referring to an item put forward for discussion and resolution by a vote of the membership. The terms are essentially equivalent to the term "motion," as commonly used by other societies.

MEMBERSHIP RIGHTS AND RESPONSIBILITIES

7. The Church is ultimately accountable to the members of the Church.
8. Every member is entitled to attend any members' meeting of the Church.
9. Every member may vote at any members' meeting of the Church.
10. Any member is entitled to hold any office, as long as he or she meets the eligibility conditions set out by the Church in its regulations.
11. Any person, twelve (12) years of age or older, who confesses faith in the Lord Jesus Christ and bears witness to a changed life, and who is in agreement with and committed to upholding the doctrines and practices of this church, may be received into membership.
12. Baptism by immersion is the basis for membership in this church. Immersion may be waived by the Senior Pastor due to sufficient health reasons of the applicant.
13. Relationships in the church will be guided and governed by the biblical principles as set forth in other Regulations Concerning Membership. This document will outline the procedure for admission to membership and establish our commitments related to peacemaking, reconciliation, accountability, and church discipline.
14. Membership in the Church is not transferable.

15. Membership in the Church shall cease:
 - (a) upon death, or
 - (b) if the members resigns by written notice to the Church, or
 - (c) if, by a vote of the majority of the members of the Church at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the Church is terminated.

16. The Church may exercise the following powers by special resolution:
 - (a) repeal, amend, or add to these by-laws;
 - (b) borrow money, pledge assets as security or guarantee the debts of another organization;
 - (c) mortgage its real property to secure the payment of money borrowed by it;
 - (d) change the legal name of the church;
 - (e) alter the objects of the Church or the locality in which they are carried out;
 - (f) join another society or association;
 - (g) remove a director and appoint another member to complete the term of office of the director so removed;
 - (h) dissolve the church and determine the "qualified donee(s)" (as defined in the Income Tax Act) who will receive the net assets of the Church;
 - (i) overturn a decision of the governance board or senior pastor in areas not reserved for congregational decision in by by-laws 14-15;
 - (j) approve a revision to an existing senior pastor job description, whether during the term of a senior pastor or at the beginning of a new search;
 - (k) call or dismiss a senior pastor;
 - (l) call other pastoral staff;
 - (m) terminate membership in another society or association;
 - (n) sell or purchase real property;
 - (o) create, amend, or revoke a Regulation of the Church.

17. The Church may exercise the following powers by an ordinary resolution:
 - (a) Establish or amend a financial budget for a calendar year.
 - (b) Incur non-budgeted expenses in excess of \$3,000.
 - (c) Remove individuals from membership in accordance with the regulations established by the Church.
 - (d) Restore the membership of an individual whose membership was revoked under by-law 13(c).
 - (e) Elect individuals to serve on the Governance Board and the nominating ministry.
 - (f) Elect individuals to serve on any pastoral search committee.

18. No by-law or amendment to the by-laws shall take effect until the Registrar approves it.

19. No funds of the Church shall be paid to or be available for the personal benefit of any member.

20. The Church may develop and adopt such regulations as are necessary to the sound conduct of its affairs. Such regulations shall be binding on all members of the Church.

MEMBERS' MEETINGS

21. Every member shall have one vote and there shall not be proxy voting.
22. A general or special meeting of the members may be held at any time and shall be called if:
- (a) requested by the Moderator or,
 - (b) if requested by the senior pastor, or
 - (c) if requested by the majority of the directors, or
 - (d) if requested in writing by at least twenty percent (20%) of the members and submitted to the Moderator.
23. If a special meeting of the members is requested under 19(d), the meeting shall be held no later than one month after the day on which the request is submitted to the Moderator.
24. An annual general meeting shall be held within three months after every fiscal year end and the following items of business shall be dealt with and shall be deemed to be ordinary business and all other business transacted shall be deemed to be special business:
- (a) minutes of the previous general or special meeting;
 - (b) consideration of the annual report of the directors,
 - (c) consideration of the annual financial statements of the Church,
 - (d) appointment of financial examiners for the ensuing year, and
 - (e) election of directors.
25. A special meeting shall be held within the last three months of the year at which time the Nominating Committee Report and the Budget are presented in order to make it possible for the Church to begin operating practically on January first (1) of each year.
26. Notice to members is required for general or special meetings. The notice must:
- (a) specify the purpose, date, place and time of the meeting;
 - (b) be given to the members on or before the Sunday which is one week before the Sunday immediately preceding the meeting;
 - (c) be given to the members by announcement from the pulpit during a Sunday service, and in writing by announcement in the Church bulletin and/or other electronic means of communication
 - (d) specify the special or ordinary resolutions to be proposed at the meeting;
 - (e) the non-receipt of notice by any member shall not invalidate the proceedings at any business meeting.
27. A proposal to pass a special resolution may be added to the agenda of a general or special meeting if requested in a written document signed by the senior pastor, a majority of the directors, or twenty percent (20%) or more of the members and submitted to the Moderator:

- (a) In the case of a special meeting requested as per by-law 20(d), by the day on which the request for the special meeting is submitted to the Moderator.
 - (b) In any other case, at least three weeks before the date of the proposed meeting.
28. No business shall be transacted at any meeting of the Church unless a quorum of members is present at the commencement of such business and such quorum shall consist of twenty percent (20%) of the members.
29. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting shall be adjourned to such time and place as a majority of the members shall decide. Notice of the new meeting shall be given in accordance with by-law 24 and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Church. If a meeting is convened at the request of the members as per by-law 20(d) and a quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.
30. The Moderator of the Church shall call the business meeting to order, or, in the absence of the Moderator, the Vice-Moderator. If both are absent then the Secretary, a deacon, or director may call the meeting to order and elect a temporary Moderator.
31. The Moderator shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the proposal or resolution is lost.
32. The Moderator may, with the consent of the members, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.
33. At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by a show of hands or by secret ballot as the Chair may decide.

DIRECTORS

34. Any member of the Church shall be eligible to be elected a director of the Church, as long as he or she meets the eligibility criteria established by the Church. Every director shall be a member of the Church.
35. The number of Directors shall not be less than five or more than nine. The senior pastor is not a director of the Church or a member of the Board.
36. Directors shall be elected by the members at the annual meeting. The Directors shall be the Deacons or Trustees of the Church. Directors shall serve terms of three years and such term may be renewed for one consecutive three-year term. Upon having acted as a director for six (6) consecutive years an individual is not eligible to act as director for one year.

37. At the annual business meeting and, subject to the previous paragraph, all the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.
38. In the event that a director resigns his/her office or ceases to be a member of the Church, his/her office as director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the directors from among the members of the Church.
39. The Church may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his/her stead. The person so appointed shall hold office during such time only as the director in whose place he/she is appointed would have held the office if he/she had not been removed.
40. Any director removed as per by-law 36 or 37 who is also an officer of the Church will cease to be an officer upon removal as a director.
41. The directors shall be responsible for the overall administrative and temporal affairs of the church and, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise any powers of the society not required by the Nova Scotia Societies Act or the by-laws to be exercised by the members of the society at a general meeting.
42. The directors, at the recommendation of a duly constituted search committee and following a vote of the membership approving the candidate, may engage a senior pastor and determine his duties, responsibilities and remuneration. The process to be followed may be further defined in regulations passed by the membership.
43. The directors may appoint an executive committee and other such committees of the board as they see fit.
44. Directors who have, or could reasonably be seen to have a conflict of interest have a duty to declare this interest. The declaration should be made to the members
 - (a) upon nomination, and
 - (b) if serving as director, when the possibility of a conflict is realized.
45. A conflict of interest does not prevent a member from serving as director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

DIRECTORS' MEETINGS

46. Meetings of the board shall be held as often as the business of the Church may require and may be called by any officer or any two directors. A meeting of directors may be held at the close of the annual business meeting without notice. Notice of all other meetings, specifying time, place, and purpose thereof, shall be given either orally, in writing, or by email. The non-receipt of such notice by any director shall not invalidate the proceedings.

47. A quorum shall consist of greater than 50 percent of the directors. No business shall be transacted at any meeting of the board of directors unless a quorum is present to open the meeting.
48. The Moderator, or in his/her absence any director appointed from among the directors, shall preside as Chair of the Board.
49. At a directors' meeting, where there is an equality of votes, the proposal shall be lost.

OFFICERS

50. The officers shall be elected by members of the Church and shall be a Moderator, a Vice-Moderator, a Secretary and a Treasurer. The offices of Secretary and Treasurer may be combined.
51. One of the officers shall be the Moderator. The Moderator shall preside as chair at all members' meetings and shall be the chair of the board of directors. The Moderator shall be responsible for the effectiveness of the Board and all perform other duties as are assigned by the members or the directors.
52. One of the officers shall be the Vice-Moderator. The Vice-Moderator shall preside as chair in the Moderator's absence at meetings of the members and of the board. The Vice-Moderator shall assist the Moderator in the performance of his/her duties and shall perform other duties as assigned by the members or directors.
53. One of the officers shall be the Secretary. The Secretary shall:
 - (a) have responsibility for the preparation and custody of all books and records including:
 - (1) the minutes of the members' meetings,
 - (2) the minutes of the directors meetings,
 - (3) the register of members,
 - (4) filing the annual requirements with the office of the Registrar, and
 - (b) have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and
 - (c) file with the registrar:
 - (1) within fourteen (14) days of their election or appointment, a list of directors with the addresses, occupations, and dates of appointment or election, and
 - (2) A copy of every special resolution within fourteen (14) days after the resolution is passed.
 - (d) have any other duties as assigned by the board.
54. The church may also appoint an assistant Secretary, who shall serve in the absence, illness, or incapacity of the Secretary, or during such period as the Secretary or Church may request him/her to do so.
55. One of the officers shall be the Treasurer. The Treasurer shall:

- (a) have responsibility for the custody of all financial books and records of the Church, and
- (b) have any other duties assigned by the Board.

56. The Church may also appoint an assistant Treasurer, who shall serve in the absence, illness, or incapacity of the Treasurer, or during such period as the Treasurer or Church may request him/her to do so.
57. Contracts, deeds, bills of exchange and other instruments and documents may be executed by any two of the officers of the Church, or otherwise prescribed by the regulations of the Church.

FINANCE

58. The fiscal year end of the Church shall be the last day of December.
59. The directors shall present to the members a written report on the financial position of the Church at each ordinary member's meeting. The report shall be in the form of:
- (a) a balance sheet showing its assets, liabilities and equity, and
 - (b) a statement of its income and expenditure for
 - (1) in the case of the annual meeting, the preceding fiscal year;
 - (2) in all cases, that portion of the current fiscal year for which the information is available.
60. A copy of the financial report shall be signed by the auditor or two directors.
61. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.
62. The members may appoint an independent auditor at the annual general meeting. The directors may also request, at any time, that an independent audit be done on the church financial records.
63. The Church may only borrow money as approved by a special resolution of the members.
64. The members may inspect the annual financial statements and minutes of the membership and directors' meetings at the registered office of the Church 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 general meeting at the registered office of the Church.
65. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.
66. The Church shall not make loans, guarantee loans, or advance funds to any director.