



# **BY-LAWS**

**1905 Springfield Road  
Kelowna, BC**

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# KELOWNA TRINITY BAPTIST CHURCH

## BY-LAWS

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# KELOWNA TRINITY BAPTIST CHURCH

# BY-LAWS

## ARTICLE I - ASSOCIATION

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Kelowna Trinity Baptist Church (hereinafter referred to as the "Church") is a member of the North American Baptist Conference.

## ARTICLE II - MEMBERSHIP

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### A. Qualifications of Members

Members of the Church are approved for membership by the Board of Elders (or its designate). Members give credible personal testimony of faith in Jesus Christ as Saviour and Lord, and demonstrate obedience to biblical teaching including public baptism by immersion as believers. They accept the responsibilities and expectations of membership as expressed in the Church Covenant, the Statement of Faith, the Membership Pledge, and the Statement of Commitment.

### B. Admission of Members

Candidates for Church membership receive membership instruction and are interviewed by the Board of Elders (or its designate) to determine readiness for membership. Membership candidates must give credible personal testimony of faith in Jesus Christ as Saviour and Lord, and demonstrate obedience to biblical teaching including public baptism by immersion as believers or give personal testimony of having been previously publicly baptized by immersion as believers. Candidates accept the responsibilities and expectations of membership as expressed in the Church Covenant, the Statement of Faith, and the Membership Pledge; signing the Statement of Commitment as an indication of their intent to adhere to these responsibilities and expectations. Candidates are approved and received into Church membership by the Board of Elders (or its designate).

### C. Rights and Obligations of Members

1. Under the lordship of Jesus Christ, the membership of the Church is the source of authority in the Church. The membership is ultimately responsible and accountable to Jesus Christ for the ministry of the Church including its obedience to biblical principles, its effectiveness in accomplishing its purposes, the method by which the Church is governed, and the adequacy of its resources to carry out ministry.
2. Individual members of the Church are responsible and accountable for striving to advance the Church in its pursuit of holiness, worship and knowledge of God and obedience to God's Word, for being active participants in the life of the Church through praying for its growth and sharing in its work, for discovering and exercising their spiritual gift(s) and contributing to its ministries with their resources and tithes, for protecting the unity of the Church and living together in authentic Christian Community, for leading genuine Christian lives and nurturing their personal spiritual development.

3. Members in Good Standing
  - a) Members in good standing are those members that participate in the life and work of the Church including public worship and Church activities and support the Church financially.
    - i) Members prevented by a legitimate reason from participating in the life and work of the Church including public worship and Church activities and supporting the Church financially may be maintained as members in good standing at the decision of the Board of Elders (or its designate).
  - b) Members in good standing have the right to participate in Membership meetings, to nominate candidates for elected positions, to be nominated as candidates for elected positions, and to serve in elected positions.

#### **D. Termination of Membership**

Membership may be terminated by any of the following methods:

1. Transfer. At the request of a member, the Board of Elders (or its designate) may write a letter of transfer to another church of similar faith.
2. Resignation. At the request of a member, membership may be withdrawn.
3. Removal. At the decision of the Board of Elders (or its designate), members in the following situations may have their names removed from the membership roll.
  - a) Members who have joined another church without requesting a letter of transfer.
  - b) Members who have not participated in the life and work of the Church including public worship and Church activities, nor supported the Church financially for a period of two (2) years, unless prevented from doing so by some legitimate reason, will be placed on an "Inactive Members List".
    - i) Members placed on the "Inactive Members List" that continue to be inactive in the life and work of the Church and unsupportive of the Church financially for one (1) additional year, unless prevented from doing so by some legitimate reason, will be removed from membership. The Board of Elders (or its designate) will attempt to contact inactive members prior to any action taking place.
    - ii) Inactive members as identified in Article II Section D 3b may be reinstated by the Board of Elders (or its designate) upon evidence of the inactive member's return to regular participation in the life and work of the Church and financial support of the Church.
    - iii) Inactive members prevented by a legitimate reason from participating in the life and work of the Church including public worship and Church activities and supporting the Church financially may be maintained on the "Inactive Members List" at the decision of the Board of Elders (or its designate).
4. Exclusion. Members may be excluded from Church membership by a vote of the Board of Elders (or its designate) in cases where members persistently disregard the Church Covenant, the Statement of Faith, the Membership Pledge, and/or Statement of Commitment or are involved in situations that negatively reflect on Christian character and where credible efforts at restoration have been made without success.
  - a) Excluded members as identified in Article II Section D 4 may be reinstated by the Board of Elders (or its designate) upon the member's confession of error, repentance, and demonstration of willingness to fulfill the Church Covenant, the Statement of Faith, the Membership Pledge and the Statement of Commitment, and any other conditions established by the Board of Elders (or its designate).
5. Death.

## **ARTICLE III - GOVERNANCE**

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### **A. Membership of the Church**

Under the lordship of Jesus Christ, the membership of the Church (hereinafter referred to as the "Membership") is the source of authority in the Church. The Membership is ultimately responsible for the affairs of the Church and is accountable to Jesus Christ. The Membership discharges its authority to govern by voting at legally constituted Membership meetings. The Membership has sole governing authority for the items described in Article III, Section A, 1 to 9 inclusive:

1. Approval of all proposed Constitution and By-law amendments.
2. Election of the Board of Elders and authority to hold the Board of Elders wholly accountable.
3. Approval of the annual budget of the Church.
4. Approval of acquisition and disposal of Church related real property.
5. Approval of debenture issuing and contracting of long-term indebtedness.
6. Election of the Auditors Committee.
7. Approval of the audited annual financial statements of the Church.
8. Approval of the call or dismissal of the Senior Pastor.
9. Approval of changes in the denominational affiliation of the Church.

### **B. Board of Elders**

The Membership elects and empowers the Board of Elders (hereinafter referred to as the "Board") to govern the Church in a manner consistent with the biblical mandate for the Church, biblical principles, and the direction of the Holy Spirit. Other than the Membership's sole governing authorities as described in Article III, Section A, 1 to 9 inclusive, the Membership delegates all other authorities and responsibilities for Church governance to the Board.

1. Authorities and Responsibilities:
  - a) Govern the Church on behalf of the Membership, as servant-leaders.
  - b) Take all measures necessary to guard the Church against all threats including spiritual, legal and financial.
  - c) Elect the Officers of the Church.
  - d) Consult with the Membership on an ongoing basis, taking into account the views of the Membership when establishing the purpose, vision, values, goals and policies of the Church.
  - e) Establish the vision, values, goals and policies that direct the Senior Pastor, staff and laity (hereinafter referred to as the "Organization").
  - f) Employ and manage the Senior Pastor.
  - g) Create sub-committees of the Board, delegate certain responsibilities to them and hold the sub-committees wholly accountable.
2. Composition:
  - a) The Board shall consist of not less than eight (8) members and not more than ten (10) members.
  - b) The number of members on the Board may be increased or reduced with the approval of the Membership provided the minimum of eight (8) members is maintained.
  - c) The Senior Pastor is a non-voting, ex officio member of the Board.
3. Qualifications:
  - a) Elders exhibit the biblical qualifications for Church leaders described in I Timothy 3:1-7 and Titus 1: 6-9. These qualifications include reverence for spiritual matters,

spiritual integrity, proven spiritual maturity, good Christian family life, honesty, self-control, and good stewardship of possessions.

- b) Elders tithe generously, proportionately, and regularly to the Church.
  - c) Elders are Church members in good standing for a minimum of the previous three (3) years, actively involved in the life and work of the Church, faithfully supporting its ministries with their resources and tithes.
4. Nomination:
- a) The Nominating Committee will nominate Board candidates.
  - b) Members in good standing are eligible to nominate candidates for the Board provided the candidate agrees to the nomination, the candidate meets the established criterion for Elders, and the nominee's name is submitted to the Nominating Committee prior to the stated deadline.
  - c) The Nominating Committee reviews all nominations for the Board.
  - d) The Board approves all nominations of Elders.
5. Election:
- a) Election of Elders shall be carried out by a vote of the Membership.
  - b) Election shall take place in a manner consistent with the provisions set out in Article VII.
6. Term of Office:
- a) Term of office shall be three (3) years.
  - b) Consecutive terms are permissible.
7. Meetings:
- a) Board meetings shall be held at the call of the Chair of the Board provided the Board meets not less than ten (10) times during any one (1) fiscal year.
  - b) The quorum shall be not less than sixty-six percent (66%) of the members of the Board.
8. Discipline:
- All disciplinary actions brought against Elders shall occur in accordance with the biblical process described in Matthew 18 and 1 Timothy 5.
9. Termination:
- An Elder's membership on the Board will be terminated as a result of one or more of the following:
- a) Transfer to another church.
  - b) Resignation.
  - c) Termination of membership in the Church.
  - d) Disqualification as a result of:
    - i) Failure to uphold with the Obligations of Members as outlined in Article II, Section C, 2 inclusive.
    - ii) Failure to live in accordance with the Church Covenant, the Statement of Faith, the Membership Pledge, and/or the Statement of Commitment.
    - iii) Failure to live in accordance with the Qualifications for Elders as outlined in Article III, Section B, 3, a to c inclusive.
    - iv) Neglect of duties and responsibilities.
  - e) Death.
10. Removal from Office:
- The following process will be used to remove Elders from office:
- a) The Board recommends removal of the Elder in question by a not less than sixty-six percent (66%) majority of the votes of the Board.

- b) The Board calls a Membership meeting at which the Membership is asked to vote on the removal of the Elder in question.
- c) The Elder in question is removed from office by a not less than sixty-six percent (66%) majority of the votes at a legally constituted Membership meeting.

### **C. Senior Pastor**

The Board employs and manages the Senior Pastor, delegating certain authorities and responsibilities to the Senior Pastor.

#### **1. Authorities and Responsibilities:**

- a) Lead the Organization in a manner that is consistent with the Board's vision, goals, values and policies.
- b) Be wholly accountable to the Board for the Organization's achievement of the Board's vision and goals.
- c) Be wholly accountable to the Board for the Organization's compliance with the Board's values and policies.
- d) Submit regular reports to the Board detailing the Organization's progress in achieving the Board's vision and goals and the Organization's compliance with the Board's values and policies.

#### **2. Discipline:**

All disciplinary actions brought against the Senior Pastor shall occur in accordance with biblical process described in Matthew 18 and 1 Timothy 5, and in compliance with provincial employment standards.

#### **3. Termination:**

- a) The Senior Pastor's employment with the Church will be terminated as a result of one or more of the following:
  - i) Resignation.
  - ii) Termination of membership in the Church.
  - iii) Disqualification as a result of:
    - Failure to uphold with the Obligations of Members as outlined in Article II, Section C, 2.
    - Failure to live in accordance with the Church Covenant, the Statement of Faith, the Membership Pledge, and/or the Statement of Commitment.
    - Neglect of duties and responsibilities.
- b) The Senior Pastor's employment with the Church may be terminated as a result of one or more of the following:
  - i) Failure by the Organization to achieve the Board's vision and goals.
  - ii) Failure by the Organization to comply with the Board's values and policies.
- c) The following process will be used to terminate the employment of the Senior Pastor with the Church:
  - i) The Board recommends termination of employment of the Senior Pastor by a not less than sixty-six percent (66%) majority of the votes of the Board.
  - ii) The Board calls a Membership meeting at which the Membership is asked to vote on the termination of the Senior Pastor.
  - iii) The Senior Pastor is terminated by a not less than sixty-six percent (66%) majority of the votes at a legally constituted Membership meeting.

## **ARTICLE IV – OFFICERS OF THE CHURCH**

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The Officers of the Church include the Chair of the Board of Elders, the Vice-Chair of the Board of Elders, and the Secretary of the Board of Elders.

### **A. Election**

The Board of Elders shall elect a Chair, a Vice-Chair, and a Secretary from within the Board's membership.

### **B. Term of Office**

1. Term of office for Officers of the Church shall be one (1) year.
2. Consecutive terms are permissible.

### **C. Responsibilities**

1. Chair:
  - a) Ensure the Board operates within its own expectations and policies.
  - b) Call, schedule, establish agendas, and chair Board meetings.
  - c) Call, schedule, establish agendas, and chair Membership meetings.
2. Vice-Chair:
  - a) Assume the duties of the Chair of the Board in the Chair's absence.
3. Secretary:
  - a) Assure the integrity and proper filing of all Board documents.
  - b) Take, keep, and distribute minutes of all Board meetings.
  - c) Take, keep, and distribute minutes of all Membership meetings.
  - d) Keep and update all approved amendments to the Church Constitution, the By-laws, the Membership Pledge, and the Statement of Commitment.
  - e) Conduct all official Board correspondence.
  - f) Receive all written resignations from members of the Board of Elders, Board sub-committees, Auditors Committee, and the Senior Pastor.
  - g) Oversee the keeping of a complete roll of the Church's membership.
  - h) Oversee the filing of all necessary legal documents and reports to the Provincial and Federal Governments to maintain the standing of the Church as a charitable non-profit society.
  - i) Assume the duties of the Chair of the Board in the absence of the Chair and the Vice-Chair.

### **D. Termination of Officers**

1. Termination of any Officer of the Church shall be consistent with the provisions set out in Article III, Section B, 8 to 10 inclusive.
2. Officers of the Church must surrender all books and records to their successors upon termination of office.

## **ARTICLE V - AUDITORS COMMITTEE**

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The Membership elects the Auditors Committee and delegates certain authorities and responsibilities to the Auditors Committee.

### **A. Authorities and Responsibilities**

1. Audit all books and accounts of the Church annually.
2. Report the Auditors Committee's findings to the Membership at the annual general meeting.

**B. Composition**

1. The Auditors Committee shall consist of not less than two (2) members.
2. The number of Auditors may be increased or decreased with the approval of the Membership provided the minimum of two (2) members is maintained.

**C. Qualifications**

1. Auditors are members in good standing.
2. Auditors have knowledge of financial controls, procedures, and reporting.
3. Elders and Church staff are not eligible to be members of the Auditors Committee.

**D. Nomination**

1. Auditors Committee candidates will be nominated by the Nominating Committee.
2. Members in good standing are eligible to nominate candidates for the Auditors Committee provided the candidate agrees to the nomination, the candidate meets the established criterion for Auditors, and the nominee's name is submitted to the Nominating Committee prior to the stated deadline.
3. The Nominating Committee reviews all nominations for the Auditors Committee.
4. The Board approves all nominations for the Auditors Committee.

**E. Election**

1. Election of Auditors shall be carried out by a vote of the Membership.
2. Election shall take place in a manner consistent with the provisions set out in Article VII.

**F. Term of Office**

1. Term of office shall be one (1) year.
2. Consecutive terms are permissible.

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**ARTICLE VI - NOMINATING COMMITTEE**


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A Nominating Committee shall be formed by the Board to oversee the nomination process.

**A. Authorities and Responsibilities**

1. Identify and nominate candidates for vacancies on the Board and the Auditors Committee.
2. Review all candidates nominated by Church members in good standing, making recommendations to the Board.
3. Post the names of Board approved candidates a minimum of two (2) weeks prior to the Membership meeting at which the election is to take place.

**B. Appointment**

1. The Board appoints the members of the Nominating Committee.

**C. Composition**

1. The Nominating Committee shall consist of a minimum of five (5) voting members.
2. The number of members on the Nominating Committee may be increased or decreased with the approval of the Membership provided the minimum of five (5) voting members is maintained.

3. The Nominating Committee shall be composed of Board members and members-at-large-from the Membership.
4. The Senior Pastor is a non-voting, ex officio member of the Nominating Committee.

#### **D. Member Challenge**

In order to provide clarity around the process by which a member may 'challenge' an Elder Candidate it is recommended that the following comments and steps be added to the Nominating Committee's Authorities and Responsibilities in section A of Article VI:

"If any member in good standing is aware of a Biblical reason why a nominee should be disqualified from nomination they must forward their concern to the chair of the Nominating Committee in writing no later than 10 days before the Members Meeting.

The concern will be reviewed by the chair of the Nominating Committee who will determine appropriate action and implement. Options may include a full review by the Nominating Committee and/or the Elders Board.

The candidate will either be endorsed or asked to withdraw from nomination.

The chair of the Nominating Committee will respond to the member who raised the concern and communicate the decision in writing.

If the Elder Board affirms the nomination, the only further recourse for a member who disapproves is to vote against the candidate."

## **ARTICLE VII – GENERAL MEETINGS**

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### **A. Notice of Meetings**

All Membership meetings shall be advertised a minimum of fourteen (14) days in advance through the Church bulletin, bulletin board and Internet website. The Board will convene a minimum of two (2) Membership meetings in a fiscal year, one (1) of which shall be the annual general meeting.

### **B. Fiscal Year End Meeting**

A Membership meeting shall be held before the end of the fiscal year and shall address the following:

1. Election of Board members when vacancies occur.
2. Election of Auditors Committee members.

### **C. Annual General Meeting**

The annual general meeting shall be held not more than six (6) months following the end of the fiscal year and shall address the following:

1. Financial statements for the end of the last completed financial year.
2. Auditors Committee's report to the Membership.
3. Board's report to the Membership.

**D. Voting at Meetings**

All members in good standing who are of legal voting age as prescribed by the Province of British Columbia in attendance at legally constituted Membership meetings shall be eligible to vote.

1. Resolutions require a simple majority vote.
2. Voting by proxy is prohibited.
3. Resolutions concerning the acquisition and disposal of Church related real property, removal of an Elder from office, approval of the call or dismissal of the Senior Pastor, and changes in denominational affiliation of the Church require a not less than sixty-six percent (66%) majority of the votes.
4. Special resolutions concerning the amendment of the Constitution and By-laws, debenture issuing, and contracting of long-term indebtedness require a not less than seventy-five percent (75%) majority of the votes.

**E. Legally Constituted Meetings**

A legally constituted meeting of the Membership is required for the transaction of business.

1. A legally constituted meeting consists of a quorum of the Membership.
  - a) A quorum shall be the lesser of one hundred and fifty (150) members in good standing in attendance or ten percent (10%) of the total Church Membership in good standing in attendance.
2. No business other than the election of a Chair for that meeting (in the absence of the duly elected Chair of the Board of Elders and the Vice-Chair of the Board of Elders and the Secretary of the Board of Elders), and the adjournment or termination of that meeting, shall be conducted at a Membership meeting at a time when a quorum is not present.
3. If at any time during a Membership meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
4. In the event a quorum is not present or a quorum ceases to be present during a legally constituted Membership meeting, the meeting shall be adjourned and rescheduled to a date not less than fourteen (14 days) following. The rescheduled Membership meeting shall be announced for a minimum of two (2) Sundays prior to the meeting. In the event that fifteen (15) minutes after the announced commencement time of the rescheduled Membership meeting a quorum is not present, all members in good standing in attendance shall constitute a quorum. A legally constituted meeting shall be declared and the members present can proceed with the transaction of business.

**F. Order at Meetings**

1. A spirit of Christian love will be observed in all discussions and meetings of the Church.
2. Roberts' Rules of Order will govern procedures for Membership meetings not covered in these By-laws.

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**ARTICLE VIII – AMENDMENTS OF THE CONSTITUION AND BY-LAWS**

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**A. Proposed Amendments**

Proposed amendments of the Constitution and By-Laws must be submitted in writing to the Board.

**B. Public Posting of Proposed Amendments**

The proposed amendments must be publicly posted on the Church bulletin board.

**C. Consideration of Proposed Amendments**

The time for consideration of any proposed amendment must be announced for not less than fourteen (14) days prior to the Membership meeting at which time the proposed amendments will be acted upon. Notwithstanding the said announcements, written notice must be given not less than fourteen (14) days prior to the proposed meeting.

**D. Proposed Amendment Voting**

Special resolutions concerning the amendment of the Constitution and By-laws requires a majority of not less than seventy-five percent (75%) of the votes at a legally constituted Membership meeting.

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**ARTICLE IX – BORROWING AUTHORITY**

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**A. Operating Line of Credit**

The Board shall have the authority to arrange for an operating line of credit up to a maximum amount of ten percent (10%) of the annual budget of the Church.

**B. Reporting to Membership**

The Board shall report at each Membership meeting the extent and purpose for any borrowing that has occurred.

**C. Debentures and Long-term Indebtedness**

Debentures shall not be issued nor shall long-term indebtedness be contracted without the passing of a Membership resolution as outlined in Article VII, Section D, 4.

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**ARTICLE X - USE OF SEAL**

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The Church shall have a seal with the following inscription:

“KELOWNA TRINITY BAPTIST CHURCH”

This seal shall be kept in the custody of the Church Office and shall be used for official documents of the Church only.