

# **Bylaws of the Nanoose Bay Pentecostal Camp Society**

## **Bylaw 1 Definitions**

- 1.1 In these Bylaws the following definitions and provisions apply:
  - 1.1.1 “Society” is defined as the Nanoose Bay Pentecostal Camp Society.
  - 1.1.2 “Board” is defined as the board of directors of the Society.
  - 1.1.3 “Bylaws” is defined as the Bylaws of the Society as amended from time to time.
  - 1.1.4 “Credential Holder” is defined as a credential holder with the Pentecostal Assemblies of Canada British Columbia and Yukon District.
  - 1.1.5 “Lay Representative” is defined as a member in good standing at a Pentecostal Assemblies of Canada church on Vancouver Island or Powell River, who is appointed by the leadership of their local church to be a member of the Society.
- 1.2 The definitions in the Societies Act of British Columbia (hereafter referred to as the Societies Act) apply to the Bylaws of this Society.
- 1.3 If there is a discrepancy between the Bylaws and the Societies Act or any regulations under the Societies Act, the Societies Act or the regulation, as the case may be, will be followed and these Bylaws amended to align with the Societies Act or any regulation under the Societies Act.

## **Bylaw 2 Membership of the Society**

- 2.1 The membership of the Society shall consist of the following:
  - 2.1.1 All credential holders who hold membership with a Pentecostal Assemblies of Canada church on Vancouver Island or Powell River.
  - 2.1.2 Any credential holder who holds membership with a Pentecostal Assemblies of Canada church that is not located on Vancouver Island or Powell River who, upon written request, has been granted membership to the Society by Board approval.
  - 2.1.3 Up to four (4) lay representatives from the first one hundred (100) members, or portion thereof, and two (2) lay representatives for each additional one hundred (100) members or portion thereof, from each Pentecostal Assemblies of Canada church located on Vancouver Island or Powell River. Lay representatives are to be appointed annually by the leadership of their respective churches and are to be official voting members of that assembly. A letter of endorsement from the

Lead Pastor shall be submitted electronically, or via mail, to the Secretary of the Society.

- 2.2 A person ceases to be a member of the Society:
  - 2.2.1 Upon delivering their resignation in writing to the Secretary of the Society. This shall be submitted electronically, or via mail, to the Secretary of the Society.
  - 2.2.2 Upon moving away from Vancouver Island or Powell River or upon their death.
  - 2.2.3 Upon the loss, suspension, or restriction of their credentials by the British Columbia and Yukon District of the Pentecostal Assemblies of Canada or upon removal of membership by their local church.
  - 2.2.4 Upon removal from the Society by the Board.
  - 2.2.5 Any lay representative whose appointment has lapsed without reappointment by their respective local church.

### **Bylaw 3 Meetings of Members**

- 3.1 The annual general meetings of the Society must be held at the time, place (or digital platform) in accordance with the Societies Act, that the Board decides.
- 3.2 Special business meetings may be called by the Board in accordance with the Societies Act.
- 3.3 Two weeks (14 days) notice shall be given of the annual business meeting and special business meetings to the membership electronically, or by mail. The notice must specify the place (or digital platform), day and hour of the meeting, and the general nature of that business.
- 3.4 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by a member entitled to receive notice does not invalidate proceedings at the meeting.
- 3.5 Rules of order for all meetings of the members of the society shall be the common interpretation of Robert's Rules Of Order.
- 3.6 The quorum for all business meetings of the Society is twenty (20) members and shall have representation from a minimum of three (3) Pentecostal Assemblies of Canada churches.

### **Bylaw 4 Duties of Officers**

- 4.1 The Officers of the Society shall be the President, Vice-President, Secretary, and Treasurer in accordance with these by-laws.

- 4.2 **The President** shall be either a credential holder who has been on staff of a Pentecostal Assemblies of Canada church for a period of at least twelve (12) months and is a member of the Society, or they shall be a person who has held membership in a Pentecostal Assemblies of Canada church for a period of at least two (2) years and who has been a resident in the North or South Vancouver Island sections, as defined by the British Columbia and Yukon District of the Pentecostal Assemblies of Canada, for a period of at least twelve (12) months.
- 4.2.1 They shall be elected for a two (2) year term by a simple majority vote at the annual general meeting of the Society.
- 4.2.2 They shall be the Chair of the Society and the Board.
- 4.2.3 They shall be an ex officio member of all committees.
- 4.3 **The Vice-President** shall be required to meet the same qualifications for office as the President.
- 4.3.1 They shall be elected for a two (2) year term by a simple majority vote at the annual general meeting of the Society.
- 4.3.2 They shall act in the capacity of the President in their absence.
- 4.4 **The Treasurer** shall be appointed for a two (2) year term by the Board from among its members at the first meeting of the Board following the annual general meeting of the Society.
- 4.4.1 They shall be the custodian of the funds and securities of the Society and shall disburse such funds as approved and authorized by the Board.
- 4.4.2 They shall keep, or cause to be kept, accurate records of receipts and disbursements and prepare for the annual general meeting, a duly reviewed balance sheet, including a statement of source and application of funds, together with a summary of insurance coverage.
- 4.5 **The Secretary** shall be appointed for a two (2) year term by the Board from among its members at the first meeting of the Board following the annual general meeting of the Society.
- 4.5.1 They shall keep, or cause to be kept, a record of meetings of the members and Board, and shall be the custodian of the official papers and records of the Society.
- 4.6 **The Secretary-Treasurer:** In the event that two persons cannot (or will not) fill the positions of Secretary and Treasurer, one person may serve as the Secretary and the Treasurer (Secretary-Treasurer) while maintaining one (1) vote.
- 4.7 Other officers may be appointed by the Board from among its members.

## **Bylaw 5            Board of Directors**

- 5.1 The qualifications for service on the Board shall be guided by such scriptural provisions as are cited in Acts 6:3, I Timothy 3:8-13, and Titus 1:5-9. The Board shall be comprised of members who are of good report and sound judgement, examples in matters of stewardship, local church attendance, and spiritual maturity, and seeking constantly, as sanctified vessels, to be filled with the Holy Spirit (Acts 2:4; Ephesians 5:18).
- 5.2 The board of directors of the Society shall be comprised of the President, Vice-President, Secretary, Treasurer, and a maximum of seven (7) additional members of the Society.
- 5.3 The term of office for all elected members of the Board shall be for two (2) years commencing at the conclusion of the elections at which they were elected and concludes following the conclusion of the elections at the next annual general meeting according to their term.
- 5.4 The Board shall meet regularly for the transaction of routine business for the Society, the time and place to be announced by the President.
  - 5.4.1 A simple majority of the members of the Board shall constitute a quorum for the conduct of business, provided that all members of the Board have been duly notified of the meeting.
- 5.5 The Board is chosen from among the members of the Society to serve the Society in matters pertaining to the operation of the Society. They shall ensure an integrated and coordinated camp operation all in accordance with its Constitution and not contrary to the constituted affiliation of the Pentecostal Assemblies of Canada.
- 5.6 The Board may appoint any other committees as may be deemed necessary from time to time, defining its duties and responsibilities by policy resolution.
- 5.7 The Board may employ/contract qualified persons to carry out the day-to-day operations of the Society.
- 5.8 In the event of any vacancy on the Board, the Board may fill that vacancy by appointment until the next annual general meeting.
  - 5.8.1 The members may, by special resolution, remove a director before the expiration of their term of office, and may elect a successor to complete the term of office.
- 5.9 A director must not be remunerated for being, or acting, as a director, but a director must be reimbursed for all expenses necessary and reasonably incurred by the director while engaged in the affairs of the Society.

- 5.10 Board members shall not place themselves in a position where there is a conflict of interest between their duties as directors of the Society and personal interests. Every director who is in any way directly or indirectly interested in, or may become interested in, an existing or proposed contract, transaction, or arrangement with the Society or who otherwise has a conflict of interest by virtue of involvement of a family member or the involvement of an employer, partner, business associate, or a corporation that the member is involved with as either a director, shareholder, officer, employee, or agent, then such director shall declare a conflict of interest fully at a meeting of the board and withdraw from any discussion or vote.

## **Bylaw 6            Nominations**

- 6.1 The Board shall serve as the nominating committee.
- 6.2 The nominating committee shall endeavour to ensure that a full slate of nominees for President and Vice-President, as needed, as well as any other Board members, as needed, is available for presentation to the annual general meeting.
- 6.3 Submissions for Board positions will be accepted from the membership up to ten (10) days prior to the annual general meeting.
- 6.4 All nominees must be members of the society and provide a current, completed and approved criminal record check and vulnerable sector check upon being elected to the Board.

## **Bylaw 7            Voting**

- 7.1 All the elected directors of this Society shall be declared elected upon receiving more than fifty percent (50%) of all votes cast for the office at the annual general meeting. If the candidate is not elected on the first ballot, voting shall continue until an election is declared. If no election is declared as a result of the second election ballot, the name receiving the lowest number of votes shall be eliminated on each succeeding ballot.
- 7.2 All members of the Society are voting members. Proxy voting is not permitted.

## **Bylaw 8            Finances**

- 8.1 An annual budget reflecting anticipated revenues and expenses shall be prepared by a finance committee and/or the Treasurer, subject to the approval of the Board.
- 8.2 The financial year of the Society shall correspond with the calendar year.

- 8.3 The borrowing of funds that will not be re-paid to the lender within twelve (12) months, or any amount exceeding twenty-five percent (25%) of the Society's annual revenue requires approval of the membership at a duly called meeting. A majority vote of the members present and voting shall constitute approval.
- 8.4 The Board may appoint an auditor.

## **Bylaw 9 Amendments**

- 9.1 Amendment to these Bylaws and Constitution may be made by special resolution at any annual general meeting or special business meeting of the Society which has been duly called, provided that a copy of the proposed amendment has been mailed or sent electronically to each member not less than fourteen (14) days prior to the date of said meeting. A seventy-five percent (75%) majority vote of the members present and voting shall be required to approve any proposed amendment.

## **Bylaw 10 Area of Operation**

- 10.1 The operations of the Society are to be chiefly at the Campgrounds located on Vancouver Island, at Nanoose Bay, British Columbia.

## **Bylaw 11 Affiliation**

- 11.1 Nanoose Bay Pentecostal Camp is affiliated with the British Columbia and Yukon District of the Pentecostal Assemblies of Canada.
- 11.2. Where there may be just cause, the Board may appeal to the leadership of the British Columbia and Yukon District of the Pentecostal Assemblies of Canada to assist in resolving conflicts that cannot be resolved by the Society.

## **Bylaw 12 Dissolution**

- 12.1 Upon dissolution of the Nanoose Bay Pentecostal Camp, the assets, after payment of all accounts, shall be held in trust by the Society. The money shall be invested, and any interest incurred, shall be distributed to the churches of Vancouver Island and Powell River upon approval for a ministry grant.
- 12.2 Upon termination of the Society, the assets, after payment of all accounts, shall be transferred to Pentecostal Assemblies of Canada churches on Vancouver Island and Powell River.