

March 28, 2016,

Revised May 9/16

Hello Whispering Pines Bible Camp Family!

As you may have heard the WPCB Board has instituted a review of the WPBC Bylaws, and I volunteered to help the committee with the review.

I have tried to keep the tone of this document somewhat light so please don't take offense, just trying to keep things real and understandable.

So let's start with who I am. Many of you know me, I am Shawn Vike, currently attending Crossfield Baptist. In the past my family has attended Eastside Baptist, Grace Baptist and my wife grew up in Fairview Baptist, so I kind of have a lot of exposure to the Fellowship. In the past I have served on a couple of Boards where I helped write bylaws and many, many policies. I am one of those strange people who like this kind of stuff, if that doesn't worry you, then keep on reading.

So I am sure there are many questions that arise when someone says "we are reviewing our bylaws" such as:

- 1) What are bylaws?
- 2) Why do we need them?
- 3) Do I need to care?
- 4) Are they going to ask me to help? (as you fervently start praying to not be called to this task)
- 5) Why do we need to review them?

Let me see if I can answer those questions for you and then we will walk through the Proposed Bylaws that have been drafted.

In this document you should find everything you need to help all this make some kind of sense, including, but not limited to:

- 1) This witting and helpful preamble.
- 2) The proposed New Bylaws.
- 3) The proposed Special Resolution for Society vote. . (separate document)
- 4) The Bylaw check list for Corporate Affairs. (separate document)
- 5) The current official Bylaws that you should be operating under. (separate document)
- 6) The last Bylaws that were passed by the Society in 2012 that were never filed with Alberta Corporate Affairs and therefore are not legal. (separate document)

So let's get this show on the road.

What are Bylaws?

Without going and looking up all the legal mumbo jumbo, let me try and answer this question as simply as I can.

In order to have a charitable Society in Alberta you must have current bylaws approved and registered with the province. Bylaws are the core policies, procedures and rules about how you will run your society. They tell the government how you plan on running your Society, who can be members, what your objectives are and all that kind of stuff. There is a whole checklist that shows the minimum requirements for how your bylaws are written. Unlike standard Board & Operation Policies and Procedures, bylaws are not easy to change and therefore must be simple, yet complex in order to set the framework for how the Society will function. When bylaws are changed the new bylaws cannot be acted upon until they are accepted by the government. Board and Operational policies and procedure can be changed as needed and as outlined in policies and procedures.

So, Bylaws set the framework for how the Society will operate.

Why do we need them?

Well I think I answered this above, but in case it isn't clear, without bylaws you cannot have a charitable society.

Do I need to care?

Well, are you a member of any of the supporting churches? Do you care about Whispering Pines Bible Camp?

If you answered yes to either of the above then YES you need to care. We must have bylaws that set the proper framework for this ministry.

Are they going to ask me to help?

Why yes we are! Now don't worry your prayer was answered, we are not asking for much.

Currently our supporting churches are (in no particular order):

Crossfield Baptist (Crossfield)
Grace Baptist (Airdrie)
Fairview Baptist (Calgary)
Westbourne Baptist (Calgary)

Here is what we need from you. We need you to send 3 members (they must be members of the church) of your church (not including current Camp reps/board members) to a Special Society meeting (Sunday Sept. 25th from 2:30 – 4:30pm at Grace Baptist in Airdrie.) to vote on these new bylaws. We encourage you to send a Pastor, a board member and/or people that are interested in this ministry.

That is really what we need in order to help us secure the future of Whispering Pines Bible Camp.

Why do we need to review them?

Well, I am glad you asked. This answer will be the longest and most interesting (remember, I said I enjoy this stuff....).

Where to start, where to start? OK, let's start here, with some history. Please forgive any minor factual discrepancies in the following, I am just working off information that I have gathered from many sources.

The Camp was originally started with five Fellowship Baptist Churches that got together and made WPBC out of the wilderness. Sometime later they were joined by up to 8 other Fellowship Baptist churches (yes the total was 13 supporting churches) and they all formed the (are you ready for it?): Society of The South Alberta Association of the Fellowship of Evangelical Baptist Churches of Alberta, Saskatchewan and the Territories (also known as The South Alberta Association of the Fellowship of Evangelical Baptist Churches of Alta., Sask., and N.W.T). I have the AKA as I am really unsure of which is the official, legal name of the society, one and that uncertainty added another reason to my list of why the bylaws need to change.

Fellowship of Evangelical Baptist Churches of Alberta, Saskatchewan and the Territories was known as FEBCAST.

So the SAA (please, please don't make me write the whole name out again) sort of formed an umbrella organization under which there was a Whispering Pines Bible Camp Committee. It appears that there was a vision for more ministries under this organization, but for all intents they never manifest.

Sometime in the last 10 years the SAA ceased to really exist, except.....

The camp's existing bylaws were registered Aug 5, 1998 and the camp is still a ministry of the SAA, which doesn't really exist. See the problem?

There were bylaws drafted and accepted in 2012, however, they were never filed with the Province and therefore they do not really exist either.

So do they really, really, need to be reviewed, or can we just use that energy for important things? Well, yes, they really, really, really, really need to be reviewed and updated. There is no choice. The current bylaws do not reflect anything even close to the current reality and, in fact,

reference an organization that doesn't exist. We spent over an hour just trying to determine who the current Board of Directors really is.

Now, let's be clear about something. There is no one to blame for where we are at today. There is no one pointing fingers and saying anything negative about the past members of the SAA or camp boards. Things have simply evolved (yes, this is a case where evolution exists) over time and things were not kept up to date. This can easily happen, everyone involved is a volunteer.

OK, let's get on with the next part (also known as "what have you changed and how dare you!?")

Who can change them?

Oooo, this is a question I almost forgot. This is the subject of much debate as the existing bylaws and policies of the SAA from 1998 are still in place and therefore they still need to be observed.

So the SAA executive committee needs to change them. But wait, the SAA executive committee no longer exists, or do they?

In the opinion of the Bylaw review committee the SAA Executive does not exist as envisioned in the bylaws, however, as far as the Alberta Government is concerned the current Camp Board Executive is the Executive committee of the SAA, so therefore the bylaw review committee has determined that the current Camp Board Executive can operate as the SAA Executive. Yes this is confusing.

So the Bylaw Review Committee is recommending that the Board follow the procedure set out in the SAA bylaws, Article 14 – Amendments, where the Board functions as the Executive Committee of the SAA and includes as signatories of the new Bylaws any members of the old SAA that can be located and are willing to attend the special meeting.

Propose Bylaw Changes

A Bylaw Review Committee was formed by the Camp Board. This committee was composed of Dick Derksen, Stewart Wenmen, Pastor Dave Kenney and, added later, Shawn Vike.

The purpose of the committee was to draft changes to the existing bylaws to reflect current operating principles, to reflect the end of the SAA, to see if there was a way to allow new members to join and to meet government regulations.

The committee has drafted a revised set of bylaws that it feels meets those requirements. These are not the “bare minimum bylaws” that some people talk about. These bylaws are drafted to reflect current needs and to, hopefully, allow for the growth of the Society. There is an important principle to recognize when considering these bylaws, that is, these bylaws were reached by consensus amongst the committee members. There may be areas where we had minor disagreements, but at the end we agreed that we would support what is written. There is no disagreement on the finished product.

Also, these bylaws were drafted by a committee, therefore there are probably things that are not perfect and may have been missed or may be more complex than needed, so when reviewing them please keep an open mind to the principles behind them, remember consensus, and can you stand behind them.

There are many things purposely left out of these bylaws, such as how elections are handled or what exact committees will be formed. These types of issues will be brought out in future policies of the Board. They do not need to be in bylaws. We feel there is enough of a framework in these bylaws to allow for growth and to provide the foundation for operating the Society.

If you currently serve on the Board and don't see your exact role listed, have no fear, you have not been forgotten, nor is your roll any less valuable than any other, there is simply no need to put all the roles in the actual bylaws. For example you may be the Underwater Basket Weaver Coordinator and if that was in the Bylaws what do you do when it is determined that the water is not clear enough for Underwater Basket Weaving and the program is dissolved? With this new structure it will be much easier to make the changes needed to this vital program.

We will do an Article by Article dissection of the new bylaws. The actual wording of the bylaw Article will be **highlighted** and any explanation will be in regular text.

When the board reviews this document we will do it item by item. If you have an issue with Article 15 point 2 sub point a, please hold your comments on it until we get there.

If you have any questions please feel free to contact myself or the other committee members and we will try and answer them.

Thanks.

Shawn (shawn.vike@gmail.com)

Proposed Bylaws

ARTICLE 1 – NAME

The name of the association is "Whispering Pines Bible Camp Association," (hereafter "Association"), operating as "Whispering Pines Bible Camp."

So as discussed in too great of length already, the current name of the camp is the South Alberta, blah, blah, blah.

Too long of a name and that organization no longer exists. We would like to change the name to something much simpler that better reflects the camp.

Now there may be a problem with this name. Sigh, nothing is easy. There is another camp that operates in Cypress Hill called Whispering Pines Camp. Their society name is Whispering Pines Fellowship Center and Camp.

It is our hope and prayer that the Corporate Registrar will accept our name as presented. Otherwise there is a special resolution to allow the Board to change the name to something that will be acceptable. Also please pray that there will be no issues with the camp name which has been in use for many years.

ARTICLE 2 OBJECTIVES

1. To proclaim and advance the cause of our Lord Jesus Christ.
2. To operate and maintain Whispering Pines Bible Camp.
3. To carry out charitable projects related to camp ministry.

These are pretty much in keeping with the 1998 & 2012 Objectives. However we removed the reference to the Fellowship and added Objective #2, which is really the prime reason for this Association to exist. If there was not camp there would be no Association.

ARTICLE 3 – STATEMENT OF FAITH

The Statement of Faith of the Evangelical Fellowship of Canada (EFC) is the statement of faith of this Association, and reads:

1. The Holy Scriptures, as originally given by God, are divinely inspired, infallible, entirely trustworthy, and constitute the only supreme authority in all matters of faith and conduct.
2. There is one God, eternally existent in three persons: Father, Son and Holy Spirit.
3. Our Lord Jesus Christ is God manifest in the flesh; we affirm his virgin birth, sinless humanity, divine miracles, vicarious and atoning death, bodily resurrection, ascension, ongoing mediatorial work, and personal return in power and glory.

4. The salvation of lost and sinful humanity is possible only through the merits of the shed blood of the Lord Jesus Christ, received by faith apart from works, and is characterized by regeneration by the Holy Spirit.
5. The Holy Spirit enables believers to live a holy life, to witness and work for the Lord Jesus Christ.
6. The Church, the body of Christ, consists of all true believers.
7. Ultimately God will judge the living and the dead, those who are saved unto the resurrection of life, those who are lost unto the resurrection of damnation.

The reference to the Fellowship statement of faith has been removed. The committee chose the statement of faith for the Evangelical Fellowship of Canada as a very generic, basic, this is what we believe Statement of Faith. Many churches and organizations subscribe to the EFC and therefore subscribe to their Statement of Faith, so we feel that as we attempt to find other supporters that this Statement should garner a lot of acceptance and it in no way jeopardizes or undermines our core beliefs.

ARTICLE 4 – MEMBERSHIP

1. Membership in the Association shall be limited to any like-minded church, or like-minded organization (hereafter Members), that subscribes to the following membership requirements:
 - a. Be in agreement with the Bylaws of the Association.
 - b. Be in agreement with the Statement of Faith of the Association.
 - c. Be in agreement with the Objectives of the Association.
 - d. Agree to assign delegates to act on their behalf as voting members of the Association.
 - e. Agree to prayerfully support the ministry of the Association.
 - f. Agree to financially support the ministry of the Association.
 - g. Apply in writing for Association recognition.
2. Applications for recognition will be reviewed by the Board, and those meeting the requirements may be approved by Board vote.
3. Any Member may withdraw from the Association by delivering a written request to the Board.
4. The Board may recommend to an Annual or Special Meeting of the Association the removal of a member by majority vote when the Member fails to abide by the Bylaws or approved policies. Any Member that does not attend any two consecutive meetings of the Association will not be considered as a Member in good standing and shall have no voting privileges nor be counted in quorum until reinstated, or removed from membership.
5. Each Member agrees to appoint two voting delegates from its membership to attend annual or special meetings of the Association, to act on behalf of the Member.
6. Each Member shall have the right to nominate candidates for election to the Board of Directors (hereafter "Board").

This Article simply sets out the requirements for membership as well as the responsibilities and rights of members.

There is a big change here. One of my questions has been “who does the Camp report to?” With this Article that question is answered. Each member church/organization appoint delegates from their membership to act as voting members of the Association. Further and on top of these delegates the churches can nominate members of the church for Board positions.

The Board runs the Association (camp). The Board, at the AGM and Special Meetings get input from and report to the delegates from the churches. The delegates from the churches act on behalf of the churches in regards to Association matters and then report back to the church. The term camp rep no longer applies and is not used in order to avoid confusion.

It is assumed that current member churches are and will continue to be (at least until the bylaws are officially updated):

Crossfield Baptist (Crossfield)

Grace Baptist (Airdrie)

Fairview Baptist (Calgary)

Westbourne Baptist (Calgary)

It is further assumed, that upon acceptance of the new bylaws by Corporate Affairs, that all existing Board members will continue to serve on the Board until such times as their term ends or they step down or are removed as per the new bylaws.

ARTICLE 5 – ASSOCIATION MEETINGS

1. The Association shall hold an Annual General Meeting (hereafter “AGM”) for the purpose of reviewing the financial statements of the Association, electing members of the Board, transacting Association business and other matters as deemed necessary by the Board.
2. A notice with published meeting date must be circulated a minimum sixteen (16) weeks in advance of the AGM. The agenda will be posted a minimum four (4) weeks in advance of the meeting.
3. Special meetings of the Association may be called by the Board or at the written request of twenty-five (25%) of the Association members.
4. A notice with published agenda must be circulated by the Board to the Association not less than four (4) weeks in advance of all Special Meetings.
5. At all Association meetings a Quorum shall consist of 25% of eligible delegates.
6. At all Association meetings the Delegates shall not be current Board members.
7. All motions, except as otherwise stated in these Bylaws, may be passed by a simple majority vote of the Delegates present who are voting.
8. There shall be no proxy votes.
9. A secret ballot may be requested by any Delegate.

This simply sets out expectations for meeting of the Association. These are not expectations for BOARD meetings, only for meetings of the ASSOCIATION.

Point 1, electing members of the Board was explained as the delegates to the Annual General Meeting will come with Board nominations from their Church/organization.

ARTICLE 6 – THE BOARD OF DIRECTORS

1. Appointment of the Board

- a. The Board shall be elected at the AGM.
- b. The term of office for a Director shall be three (3) years. A Director may serve two consecutive terms after which they should have a minimum one (1) year hiatus from the Board.
- c. The term limit for a director may be extended under special circumstances, by a vote of the Association.
- d. The Office of Director shall be vacated:
 - i. if a Director resigns their office by delivering a written resignation to the Board;
 - ii. if the Director is found to be incapacitated so as to be unable to perform their duties;
 - iii. if the Director is absent from more than three (3) consecutive meetings without a valid reason or fails to attend at least two-thirds (2/3) of the meetings held in a one (1) year period;
 - iv. if at a Board meeting a resolution is passed unanimously by all other Directors that the Director be removed from office;
 - v. on death.
- e. Provided that if any vacancy shall occur, the Board by majority vote, may, by appointment, fill the vacancy with a person who meets the requirements set out above, who shall serve until the next AGM.

2. Composition of the Board

- a. The property and business of the Association shall be managed by the Board.
- b. The Board shall consist of not less than five (5) voting Members.
- c. Officers of the Board shall be Chair, Vice-Chair, Secretary, and Treasurer, and any such officers as the Board may appoint.
- d. Officers of the Board shall be selected from its members by the Board at the first Board meeting following the AGM
- e. The Board may also include up to three (3) ex-officio non-voting members, one of which shall be the Camp Director.

This article broadly outlines how Board members are selected (details to be in Policy), how long they will serve and how they can be removed. It also outlines how the Board will be composed. Fairly generic.

ARTICLE 7 – JOB DESCRIPTIONS

1. The Chair shall be responsible for:
 - a. The chairing of all Board and Association meetings.

- b. The setting the Agenda for all meetings in consultation with other Board members.
 - c. Being an ex-officio member of all sub-committees of the Board.
2. The Vice-Chair shall be responsible for:
 - a. Performing the duties and exercising the powers of the Chair in the absence or disability of the Chair.
 - b. Performing such other duties as shall from time to time be directed by the Board.
3. The Secretary shall be responsible for:
 - a. Ensuring minutes are taken of Board and Association meetings.
 - b. Ensuring the records of the Association are maintained.
 - c. Performing such duties as shall from time to time be directed by the Board.
4. The Treasurer shall be responsible for:
 - a. Ensuring accurate records are kept of all funds entrusted to the Association.
 - b. Ensuring proper issuing of receipts.
 - c. Ensuring all monies are deposited in a financial institution selected by the Board.
 - d. Ensuring the payment of all duly approved bills, invoices, etc., as directed by the Board.
 - e. Providing financial statements to the Board as directed by the Board.
 - f. Ensuring the presentation of a full financial report at the end of each financial year to the AGM.
 - g. Ensuring an annual budget is prepared for Board approval.
 - h. Performing such other duties as shall from time to time be directed by the Board.
5. Members at Large shall be responsible for:
 - a. Chairing committees as required by the Board.
 - b. Performing such other duties as shall from time to time be directed by the Board.
6. Camp Director shall be responsible for:
 - a. Performing such duties as shall be directed by the Board.

This article simply shows the framework for the job descriptions of the Board and Board Executive. The Board executive is a required part of a board.

ARTICLE 8 – POWER OF DIRECTORS AND OFFICERS

1. The Board shall be accountable to the Association.
2. The function of the Board shall be to ensure that the Objectives of the Association are met.
3. The Board may appoint such agents and engage such employees and/or contractors as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
4. The Board shall have the right to establish and dissolve Working

Committees:

- a. Each Working Committee shall be chaired by one member of the Board.
- b. Committee members may be appointed from outside of the Board.
5. The operation of the camp may be delegated by the Board to a Camp Director.
6. The remuneration of all agents, employees, contractors and committee members shall be as directed by the Board.
7. The Board shall meet at a minimum of three (3) times per year.
8. A Board meeting quorum shall consist of two-thirds (2/3) of the voting Board members.
9. Resolutions of the Board require a simple majority of voting members present in order to be passed, rescinded, or amended, unless otherwise stated in these Bylaws.
10. Every Director or Officer of the Association or other person who has undertaken or is about to undertake any duly authorized activity and/or liability on behalf of the Association, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the resources of the Association, from and against:
 - a. All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding, which is brought, connected or prosecuted against them or in respect of any act, deed, matter, or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability.
 - b. All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or gross negligence.
11. Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two of the following:
 - a. Chair
 - b. Treasurer
 - c. Any Other Board Member.
12. For operational contracts, documents or any instruments in writing that do not require the signature of the Association, the Board shall have power to appoint an Officer or Officers to act on behalf of the Association to sign specific contracts, documents and instruments in writing, within limits set by the Board.
13. All contracts, documents and instruments, properly executed, shall be binding upon the Association without any further authorization or formality.
14. Two (2) Directors authorized by the Board each year shall sign cheques for amounts over \$500.00. Cheques for amounts under \$500.00 may be signed by one (1) Director. Up to four (4) Directors may be assigned by the Board to act as signing authorities.

This Article describes the power of the Board and who can sign contracts and cheques and functions and

accountability and stuff. All very important stuff.

ARTICLE 9 – PAYMENT TO DIRECTORS AND OFFICERS

1. No Director shall receive remuneration in respect of their service on the Board.
2. Directors may receive re-reimbursement for authorized expenses incurred on behalf of the Board.

Pretty self-explanatory article.

ARTICLE 10 – AUDITING THE BOOKS

1. The 30th of September of each year shall be the end of the fiscal year of the Association.
2. The year-end financial records of the Association shall be audited at the minimum level of "review engagement" once each year, within ninety (90) days following the fiscal year-end.
 - a. The audit can be performed by an independent accountant or by a minimum of two (2) reviewers appointed by the Board.
 - b. Board Members shall not perform the audit.
3. The books and records of the Association may be inspected by any Member upon giving reasonable notice and arranging a time satisfactory to the Board.

Once again, pretty simple Article. Required by law and well just prudent to have.

ARTICLE 11 – BORROWING MONEY

1. If necessary, money may be borrowed for operational costs. No more than 20% of budgeted income may be borrowed.
2. Borrowing for fixed capital projects (buildings, land, equipment, etc.) may proceed only after approval vote of the Association Membership at a duly called meeting of the Association.

OK, some things here to consider. The Board will set an annual budget for income and expenses. The Board can borrow money for operational expenses as outlined.

If the Board wants to borrow money for a Capital project it must seek approval from the Association. Now to be clear this is only if they are going to BORROW money. If they have budgeted \$100,000 for a new kitchen (there I go dreaming again) and they have the actual funds they can go ahead and build it. Or to be more realistic, they budget \$5000 for a trash compactor and they have the funds they can go ahead with the purchase. To risk repeating myself, it is only if they are going to borrow money that they HAVE to seek Association approval.

ARTICLE 12 – SEAL of the Association

1. There shall be no Seal of the Association

Many Societies have a special seal and you have to have all sorts of rules about how it is used and who has position of it and blah, blah, blah. We don't have one, so we simply state that!

ARTICLE 13 – AMENDMENTS TO THE BYLAWS

1. These bylaws may be amended by a resolution passed by a seventy-five (75%) majority vote of the Delegates present and voting at any duly called Meeting of the Association.
2. Proposed changes must be circulated in writing to and be ratified by the Board before they are presented to the Association for their adoption. Notice of the proposed changes must be circulated to Members, at least four (4) weeks prior to the date of the meeting.
3. By-Law amendments shall not be enforced or acted upon until the approval of Alberta Corporate Registry.

Very generic, required Article.

ARTICLE 14 – DISSOLUTION

1. The affairs of the Association may be dissolved after a resolution has been passed by a (75%) majority vote of the Delegates present and voting at any Meeting of the Association called for that purpose. Notice of the proposed resolution must be circulated to the Members at least four (4) weeks prior to the date of the meeting.
2. In accordance with the laws and regulations governing charitable organizations, in winding up the affairs of the Association, the net assets of the Association shall be disposed of by resolution to other charitable organizations of like faith and purpose.

Required, fairly Generic Article, pretty much in keeping with previous bylaws. Some changes to item 2. The intent is to say that the camp could be sold and that money could be disbursed to other charities.

FINAL NOTES:

When all of the above is reviewed you should find that it meets the requirements set out by the Province in a checklist which will be attached in a separate document.

If there are any discrepancies between the bylaws presented above and the bylaws presented at the Special Society meeting, the bylaws presented at the meeting shall be considered as accurate and final.