

# BYLAWS OF WHISPERING PINES BIBLE CAMP ASSOCIATION

Date: ~~May 9, 2016~~ ~~xxxx-xxxx-x-xxx~~

## ARTICLE 1 – NAME

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

## 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.

## 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.

## 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 of Directors (hereafter "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")~~.

## **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.

## **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.

## **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.

## **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 sustains or incurs 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 ~~Association 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.

## **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.

## **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 ~~of~~ 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.

## **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.

## **ARTICLE 12 – SEAL of the Association**

1. There shall be no Seal of the Association

## **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.

## **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.