

Council Bylaw Changes

January 2025



Amendments Proposed

1. Page 1

Addition of:

AND WHEREAS Canadian Baptists of Atlantic Canada has continued under the Canada Not-for-profit Corporations Act (which superseded the Canadian Corporations Act on October 17, 2011);

RATIONALE: This paragraph was omitted from the previous version of the document and so has been added for accuracy.

2. Page 3 – Section 1: Preamble, Objects, and Core Values

2nd paragraph

Original:

At present there are 20 Associations in the Convention of Atlantic Baptist Churches. The African United Baptist Association is the only Association that is not based on geography, but on the unique culture of the African Baptists of Nova Scotia.

Change:

The Canadian Baptist of Atlantic Canada Churches is sectioned into Associations. Associations are generally based on geography; however, the African United Baptist Association is based on the unique culture of the African Baptists of Nova Scotia.

RATIONALE: The number of Associations is ever-changing, and it is thought best to remove the number “20” from the By-Laws. The actual number of Associations is not as relevant as the fact that there are Associations and that they are based on geography, with the exception of the African United Baptist Association, which is based on shared culture.

3. Page 5 – Section 1: Preamble, Objects, and Core Values

1.02 Objects (t)

Original:

To support and maintain missions and to train and send forth missionaries to preach and teach the Gospel of Jesus Christ for both national and international missions;

Change:

To support and maintain missions and to train and send forth missionaries to preach and teach the Gospel of Jesus Christ for local, national, and international missions.

RATIONALE: The sentence has been amended to include local missions, which are essential to the kingdom's work.

4. Page 8 – Section II: Definitions, Fundamental Terms, and Interpretation

Original:

“Associate Executive Minister” means a Senior Staff Person of the CBAC who is an Employee appointed by the Assembly to oversee particular ministry activities of the CBAC, as may be defined and assigned by the Executive Minister in accordance with this General Operating Bylaw, and has all of the rights and duties associated therewith.

Change:

This provision for Associate Executive Minister is to be removed. References to Associate Executive Minister have been removed from all sections of the by-laws.

RATIONALE: The definition of “Associate Executive Minister” is to be removed, as this position no longer exists within CBAC.

5. Page 11 – Section II: Definitions, Fundamental Terms, and Interpretation

“Membership Date”

Original:

means, in relation to an annual Meeting of Members, May 31st immediately prior to the start of the annual Meeting of Members, and in relation to a special Meeting of Members, the month-end date that is more than thirty-five (35) days prior to the start of a special Meeting of Members.

Change:

means, in relation to an annual Meeting of Members, and in relation to a Special Meeting of Members, the month-end date that is more than thirty-five (35) days prior to the start of the Meeting of Members.

RATIONALE: The rewording makes the definition less cumbersome and less complicated. It now applies to any Meeting of Members at any time of the year.

6. Page 15 – 3.02 Membership Process for Local Churches

(a) Qualification Requirements for Becoming a Local Church

Original:

A church may qualify as a Local Church and as a result thereby as a Member of the CBAC if the said church has already been granted membership in an Association that is also a Member of the CBAC and the church provides the CBAC with the following documentation:

- (i) A letter from the Association in which the church is situated, unless the church is a member of an Association which is not defined geographically, indicating that the church has been granted membership in that Association;*
- (ii) A copy, certified by the clerk of the church, of an official motion passed at a duly called congregational meeting directing the church leadership to apply for Membership in the CBAC;*
- (iii) A copy of a letter from “Canada Revenue Agency” approving charitable status;*
- (iv) A copy of a bylaw or constitution duly approved by the congregation; and*
- (v) A list of the current officers of the church.*

By making application for Membership in the CBAC, the church must indicate in writing that:

- (i) It is in substantive agreement with the General Operating Bylaw of the CBAC; and*
- (ii) The constating documents of the church are not contradictory to the General Operating Bylaw of the CBAC*

Change:

A church may qualify as a Local Church and as a result thereby as a Member of the CBAC if the said church has already been granted provisional membership (non-voting) in an Association that is also a Member of the CBAC. Such provisional membership will remain in effect until the church has been approved as a member church of the CBAC, which shall automatically make the church a full member of the Association that has granted provisional membership, and if not approved by the CBAC the provisional membership shall be revoked by the Association. The church will provide the CBAC with the following documentation:

- (i) A letter from the closest Association in which the church is situated, unless the church is a member of an Association which is not defined geographically, indicating that the church has been granted provisional (non-voting) membership in that Association.*
- (ii) A letter of approval would be presented by the Association*

- (iii) A copy, certified by the clerk of the church, of an official motion passed at a duly called congregational meeting directing the church leadership to apply for Membership in the CBAC;
- (iv) A copy of a letter from “Canada Revenue Agency” approving charitable status;
- (v) A copy of a bylaw or constitution duly approved by the congregation; and
- (vi) A list of the current officers of the church.

By making application for Membership in the CBAC, the church must indicate in writing that:

- (i) It is in substantive agreement with the General Operating Bylaw of the CBAC; and
- (ii) The constating documents of the church are not contradictory to the General Operating Bylaw of the CBAC.
- (iii) If documentation is not received within the two (2) year limitation, the process for becoming a Local Church to become a member of CBAC must be re-started.

RATIONALE: The process needs to be clear and concise, and a plan must be laid out if it is not completed or if an Association does not support the new church.

7. Page 19 – 3.05 Delegates

(e) Ex Officio Delegates

Original:

Each Ex officio Delegate shall be a member of a local church and a believer who has been baptized by immersion, except where precluded by medical condition.

Change:

Each Ex Officio delegate shall be a member of a CBAC local church and a believer that has been baptized by immersion, except where prohibited by a medical condition.

RATIONALE: It is felt that the Assembly delegates should all be members of one of our churches rather than any local church including churches of other denominations.

8. Page 20 – 3.09 Resignation and Termination of Membership

(b) Resignation of Membership

Change:

Once a withdrawal of membership has been accepted by Council, the Member will automatically have its relationship with its Association dissolved and the Association shall be notified by the Executive Minister of the Member’s resignation.

RATIONALE: Added provision to protect the CBAC from a church continuing to be part of an Association when they are no longer part of the CBAC.

9. Page 22 – 3.10 Membership Meetings

(c) (x) 3 Business of Annual Meeting

Original:

Members of the “Pension and Benefits Board” of the Canadian Baptists of Atlantic Canada which board shall be composed of five (5) members elected by the CBAC, plus the “Finance”, and the secretary to the board;

Change:

Members of the ‘Pension and Benefits Board’ of the Canadian Baptists of Atlantic Canada whose board shall be composed of five (5) members elected by the CBAC plus appointed CBAC staff.

RATIONALE: Simplifying to remove titles. The appointed staff will be at the discretion of the Executive Minister/Council.

10. Page 23 – 3.10 Membership Meetings

(c) (xi) Business of Annual Meeting

Original:

Three (3) members to the “Canadian Baptist Ministries Board of Directors.

Change:

Two (2) members to the “Canadian Baptist Ministries Board of Directors.”

RATIONALE: The change is to align CBAC By-Laws with CBM reduction in numbers.

11. Page 24 – 3.10 Membership Meetings

(c) (xiii) Business of Annual Meeting

Original:

To appoint, reappoint, or rescind the appointment of the Executive Minister or any Senior Staff person, as necessary from time to time; and

Change:

To appoint, reappoint, or rescind the appointment of the Executive Minister as necessary from time to time, and to appoint for an initial term any Senior Staff person as necessary from time to time.

RATIONALE: Reappointment of Senior Staff belongs in the office of the Executive Minister, not on the floor of the Assembly, to spare Senior Staff from undue anxiety and to have the person or persons most knowledgeable about performance details making the most appropriate decisions.

12. Page 26 – 3.10 Membership Meetings

(m) Voting Procedure

Change:

At the annual Meeting of Members, the Nominating Committee will present its full nominating report. If more than one candidate for the position of Vice President (or other Officer's positions if they have been vacated) then voting shall be done by secret ballot. Any appointment of Senior Staff or appointment or renewal of the Executive Minister shall be done by secret ballot.

RATIONALE: Addition of paragraph after the first paragraph - the Nominating Committee has been presenting their full report for the last several years but always by asking permission. This additional paragraph allows the process to occur without permission.

13. Page 28 – 4.01 Establishment of the Council

(b) Elected Council Members

Original:

The twelve (12) Elected Council Members shall be elected by the Registered Delegates at the first annual Meeting of Members, provided, however, that the Council Members prior to incorporation, who are the applicants for incorporation, shall be the first Council Members of the CBAC and shall continue in office until the end of the first annual Meeting of Members.

Change:

The twelve (12) elected Council Members shall be elected by the Registered Delegates at the annual Meeting of Members.

RATIONALE: The previous wording is no longer relevant.

14. Page 30 – 4.02 Election of Council Members

(b) Election of Elected Council Members

Original:

The Elected Council Members shall be elected at the annual Meeting of Members by the Registered Delegates from the slate of nominations presented by the Nominating Committee and any additional nominations by Registered Delegates.

Change:

The Elected Council Members shall be elected and shall retire in rotation every three (3) years, each year commencing with their election at Assembly. Elected Council Members shall be elected to fill the position of those Elected Council Members whose term of office has expired and each Elected Council Member so elected shall hold office until the end of the third full year after his/her election.

RATIONALE: To add further clarity to the term for elected Council Members.

15. Page 37 – 4.07 The Executive of the Council

(e) Specific Authority

Original:

The Executive of the Council is a standing Committee of the Council. The Executive of the Council shall have such duties, responsibilities, and authority as may be delegated from time to time to the Executive of the Council by the Council...

Change:

The Executive of the Council is a standing Committee of the Council. The Executive of the Council shall have such duties, responsibilities, and authority as may be delegated from time to time by the Council...

RATIONALE: Simplifying the language in the sentence by removing excess wordage.

16. Page 40 – 4.13 Council Meetings

(d) (iv) Notice of Meetings

Original:

In the event of an emergency as determined by the President, by telephone Notice to each Council Member not less than forty-eight (48) hours before the Council meeting is to take place.

Change:

In the event of an emergency as determined by the President, by telephone or electronic notice to each Council Member not less than forty-eight (48) hours before the Council meeting is to take place. If notice is not a direct conversation the Council Member must acknowledge by appropriate response that they have received said notice.

RATIONALE: For many people, electronic communication is the most efficient and immediate means of communication as opposed to telephone.

17. Page 45 – 5.02 Definition of Officers

(d) Executive Minister

Change: A new (vii) has been added, and the numbering adjusted accordingly. The addition states that the Executive Minister has the authority, with the Council's approval, to reappoint senior staff.

RATIONALE: This is consistent with the changed noted in amendment 11.

18. Page 47 – 5.03 Qualifications for Officers

(d)

Original:

Save and except where permitted by law, and save and except for the Executive Minister, the Person and any of his/her Family Members must not be an Employee, Agent or contractor who is receiving remuneration, either directly or indirectly, from the CBAC or an Employee of a CBAC Board or Committee;

Change:

Save and except where permitted by law the Person and any of his/her Family Members must not be an Employee, Agent or contractor who is receiving remuneration, either directly or indirectly, from the CBAC or an Employee of a CBAC Board or Committee;”

RATIONALE: There should be no nepotism within the Board or Staff.

19. Pages 47-48 – 5.04 Election of Officers

(a) Election of Vice-President

Original:

The Vice- President, who is elected by the Registered Delegates at the first annual Meeting of Members from the slate of nominations presented by the Nominating Committee, shall assume the office at the close of the first annual Meeting of Members and shall hold office until the close of the next annual Meeting of Members.

Change:

The Vice-President, who is elected by the Registered Delegates at the annual Meeting of Members, shall assume the office at the close of the annual Meeting of Members and shall hold office until the close of the next annual Meeting of Members.

(b) Appointment of President

Original:

Thereafter, the Vice-President shall, in the year subsequent to his/her election as Vice-President, automatically fill the office of President. Where there is no automatic successor to fill the office of President, then the President shall be elected by the Registered Delegates at the annual Meeting of Members from the slate of nominations presented by the Nominating Committee, and shall take office at the close of the annual Meeting of Members at which he/she is elected.

Change:

The Vice-President shall, in the year subsequent to his/her election as Vice-President, automatically fill the office of President. Where there is no automatic successor to fill the office of President, then the President shall be elected by the Registered Delegates at the annual Meeting of Members from nominations presented by the Nominating Committee, and shall take office at the close of the annual Meeting of Members at which he/she is elected.

(c) Appointment of Past President

Original:

Thereafter, the President shall, in the year subsequent to his/her appointment as President, automatically fill the office of Past President after the newly appointed President assumes his/her office. Where there is no automatic successor to fill the office of Past President, then the Past President shall be appointed by the Council from amongst the previous Past Presidents of the CBAC.

Change:

The President shall, in the year subsequent to his/her appointment as President, automatically fill the office of Past President after the newly appointed President assumed his/her office. Where there is no automatic successor to fill the office of Past President, then the Past President shall be appointed by the Council from amongst the previous Past Presidents of the CBAC.

RATIONALE: The paragraphs describing the transition years from unincorporated Convention of Atlantic Baptist Churches to the present CBAC is no longer relevant and therefore omitted.

20. Page 49 – 5.05 Terms of Officers

Original:

With the exception of the Executive Minister the term of office of all Officers is one (1) year that expires at the conclusion of the annual Meeting of Members in the year immediately following the year in which such Officer was elected or appointed. The Executive Minister shall be appointed to a five (5) year renewable term of office. The Executive Minister shall hold office at the discretion of the Assembly.

Change:

With the exception of the Executive Minister the term of office of all Officers is one (1) year that expires at the conclusion of the annual Meeting of Members in the year immediately following the year in which the Officer was elected or appointed. The Executive Minister shall be appointed to an initial five (5) year renewable term, with renewable terms being five (5) years or less. The Executive Minister shall hold office at the discretion of the Assembly.

RATIONALE: The revision clarifies that the Executive Minister, after the first five (5) years may have a shorter renewable time frame and is not locked into five (5) year allotments.

21. Page 51 – 6.02 Responsibilities of Senior Staff and Volunteers

Original:

The Council shall determine the duties and responsibilities of Senior Staff, who are to be accountable to the Executive Minister. The Executive Minister shall be responsible to the Council and the Members.

Change:

The Council, upon recommendation of the Executive Minister, shall determine the responsibilities of the Senior Staff, who are to be accountable to the Executive Minister. The Executive Minister shall be accountable to the Council and the Members.

RATIONALE: The duties of the Senior Staff are best outlined by the Executive Minister rather than the Council; therefore, the duties and responsibilities should be approved upon recommendation of the Executive Minister.

22. Page 52 – 6.03 Appointment of Senior Staff

(e) Continuation of Senior Staff

Original:

The persons serving as the Executive Minister and the Senior Staff of the unincorporated Convention of Atlantic Baptist Churches at the time of Convention's incorporation continued in those positions with the CBAC on the same terms and conditions as each of persons enjoyed with the unincorporated Convention of Atlantic Baptist Churches.

Change:

(e) Reappointment of Senior Staff

With the exception of the Executive Minister who is subject to the appointment and reappointment terms as provided for in 5.04 (d), 5.05, and 6.03 (d) (i), all Senior Staff shall be appointed to an initial five (5) year renewable term of office in accordance with 6.03 (d) (ii). Renewable terms of five (5) years or less shall be approved by Council upon recommendation of the Executive Minister, with reappointments being announced at the CBAC annual assembly.

RATIONALE: Paragraph on Continuation of Senior Staff has been deleted as it is no longer relevant. This is in accordance with the change in 3.10 (M) – the Executive Minister is best suited to make decisions on renewable terms, and the change spares anxiety to the Senior Staff when decisions of this nature are being made on the floor of the Assembly.

23. Page 52 – 6.04 Remuneration of Executive Minister, Employees and Agents

Original:

The reasonable remuneration and/or allowances of the Executive Minister, Employees, or Agents of the CBAC shall be determined or fixed by the Council by Resolution, or by a Committee thereof with the approval of the Council by Resolution.

Change:

The reasonable remuneration and/or allowances of the Executive Minister shall be determined or fixed by the Council by Resolution, or by a Committee thereof with the approval of the Council.

RATIONALE: Employees and agents should be set out in a salary grid in the Employees Handbook and reviewed regularly by Council.

24. Page 59 – 8.02 Board of Ministerial Standards and Education

(a) Establishment of the Board

Original:

The “Board of Ministerial Standards and Education” shall consist of the following twenty (20) members:

- (i) Nine (9) Persons elected by the Registered Delegates at a Meeting of Members;*
- (ii) The “President of Acadia Divinity College” or designate;*
- (iii) The “President of Crandall University” or designate;*
- (iv) The “Director of Atlantic Baptist Mission”;*
- (v) The Executive Minister of the CBAC; and*
- (vi) The Associate Executive Ministers who shall be members without vote.*

Change:

The ‘Board of Ministerial Standards and Education’ shall consist of thirteen (13) voting members plus appointed Senior Staff of the CBAC as follows:

- (i) Nine (9) Persons elected by the Registered Delegates at a Meeting of Members;
- (ii) The “President of Acadia Divinity College” or designate;
- (iii) The President of Crandall University” or designate;
- (iv) The “Director of Leadership Development”;
- (v) The Executive Minister of the CBAC; and
- (vi) Members of the Senior Staff of the CBAC as appointed by the Executive Minister of the CBAC who shall be members without vote.

RATIONALE: Title change for (iv) and no longer have the title Associate Executive Minister.

25. Page 68 – 15.02 Financial Statements and Annual Budget

(a)

Original:

The financial statements shall be forwarded to the Council for approval at least one (1) week prior to the April meeting of Council.

Change:

The financial statements shall be forwarded to the Council for approval at least one (1) week prior to the January meeting of Council.

RATIONALE: This would coincide with the change of the financial year end from December 31 to August 31, keeping the timing to be four (4) months after the year-end.