



The First Baptist Church of Vancouver
SPECIAL RESOLUTIONS

Special Resolution 1:

“Be it resolved as a special resolution that the Bylaws of the Church be amended by making the changes attached hereto as Schedule “A”.

Special Resolution 2:

“Be it resolved that:

- 1) Any director, officer, or employee of the Church, or the Church’s agent, as determined by a resolution of the Church Leadership Team, is authorized for and on behalf and in the name of the Church to execute and deliver such documentation as required by the Registrar of Companies and the Societies Act for the purpose of giving effect to these resolutions.
- 2) Pursuant to the Societies Act, the amendment of the Bylaws of the Church shall not take effect until a bylaw alteration application is filed with the Registrar of Companies.”



Schedule A

Remove the paragraph of Section 8.7 (“Terms of Directors and Officers”) beginning “The term of office for a Persons...” in its entirety, and replace it with:

The term of office for a Person elected as Moderator, Vice-Moderator, or Treasurer is approximately two (2) years.

Remove Section 8.8 in its entirety, and replace it with:

Subject to the following position-specific limitations, an Active Member who is qualified in accordance with section 8.4 may be elected and consecutively re-elected to the CLT for up to ten (10) years in total. A Person who has served as a Director or Officer in any combination of one or more positions for ten (10) consecutive years may not be re-elected to the CLT in any position for at least one (1) year following the expiry of his or her latest term.

The following position specific term limits shall apply:

- a) Moderator – a qualified Active Member may be elected for one (1) term as Moderator, for a total of approximately two (2) years in that position;
- b) Vice-Moderator – a qualified Active Member may be elected for up to one (1) term
- c) Treasurer - a qualified Active Member may be elected for up to three (3) terms as Treasurer, for a total of approximately six (6) years in that position;
 - i. Additional term extension may be considered under special circumstances by the Nominating Committee upon the recommendation of the CLT.
- d) Director-at-large - a qualified Active Member may be elected for up to three (3) terms as Director-at-large, for a total of approximately six (6) years in that position.

A Person who has served in one of the above positions for the maximum allowed may not be re-elected to that position for at least one (1) year following the expiry of his or her latest term in that position.

Amend Section 11.3 as follows:

Replace “may” with “shall

Remove the sentence of Section 14.1 (“Establishment of Ministry Area Teams”) beginning “The CLT may...” in its entirety, and replace it with:

The CLT may, by CLT resolution, establish, combine, split, or dissolve Ministry Area Teams from time to time as necessary.



Explanation for recommended Bylaw changes in Schedule A

The Nominating committee requested two changes related to the term of office of the Treasurer position. The Church Leadership Team (CLT) reviewed and approved these prospective changes to the Bylaws, and also approved two other changes which had been identified as desirable clarifications to the major bylaws updates of 2016-2017. Based on those deliberations, these are the changes which are being recommended for the members of FBC to approve at the Annual General Meeting on September 30, 2020, along with an explanation for each recommendation.

Item #1

Section 8.7

Requested Action: Change Treasurer term to 2 years

Reason: To make the term of the Treasurer position consistent with all other Director terms; fix typo

Previous version (*changes in italics*):

The term of office for a Persons elected as Moderator or Vice-Moderator is approximately two (2) years. *The term of office for a Person elected as Treasurer is approximately one (1) year.*

Recommended version:

The term of office for a Person elected as Moderator, Vice-Moderator, or Treasurer is approximately two (2) years.

Item #2

Section 8.8

Requested Action: Change Treasurer term to renewable up to 3 terms of service, with possible additional term extension

Reason: To provide a limitation of the possible number of terms for which a person may serve as Treasurer, but to retain some flexibility in exceptional circumstances; fix typo

Previous version (*deletions in italics*):

Subject to the following position-specific limitations, an Active Member who is qualified in accordance with section 8.4 may be elected and consecutively re-elected to the CLT (*other than as the Treasurer*) for up to ten (10) years in total. A Person who has served as a Director or Officer in any combination of one or more positions for ten (10) consecutive years



may not be re-elected to the CLT in any position for at least one (1) year following the expiry of his or her latest term.

Notwithstanding the foregoing, an Active Member who is qualified in accordance with section 8.4 may be elected and consecutively re-elected as Treasurer, without limit.

The following position specific term limits shall apply:

- a) Moderator – a qualified Active Member may be elected for one (1) term as Moderator, for a total of approximately two (2) years in that position;
- b) Vice-Moderator – a qualified Active Member may be elected for up to one (1) term as Vice-Moderator, for a total of approximately two (2) years in that position;
- c) Director-at-large - a qualified Active Member may be elected for up to three (3) terms as Director-at-large, for a total of approximately six (6) years in that position.

A Person who has served in one of the above positions for the maximum allowed may not be re-elected to that position for at least one (1) year following the expiry of his or her latest term in that position.

Recommended version (*additions in italics*):

Subject to the following position-specific limitations, an Active Member who is qualified in accordance with section 8.4 may be elected and consecutively re-elected to the CLT for up to ten (10) years in total. A Person who has served as a Director or Officer in any combination of one or more positions for ten (10) consecutive years may not be re-elected to the CLT in any position for at least one (1) year following the expiry of his or her latest term.

The following position specific term limits shall apply:

- a) Moderator – a qualified Active Member may be elected for one (1) term as Moderator, for a total of approximately two (2) years in that position;
- b) Vice-Moderator – a qualified Active Member may be elected for up to one (1) term
- c) *Treasurer - a qualified Active Member may be elected for up to three (3) terms as Treasurer, for a total of approximately six (6) years in that position;*
 - i. Additional term extension may be considered under special circumstances by the Nominating Committee upon the recommendation of the CLT.*
- d) Director-at-large - a qualified Active Member may be elected for up to three (3) terms as Director-at-large, for a total of approximately six (6) years in that position.

A Person who has served in one of the above positions for the maximum allowed may not be re-elected to that position for at least one (1) year following the expiry of his or her latest term in that position.



Item #3

Section 11.3

Requested Action: Replace “may” with “shall”

Reason: To remove ambiguity and clarify the original intent of the sentence

Previous version (*changes in italics*):

The CLT *may* hold an ad hoc meeting in any of the following circumstances:

- (a) at the call of the Moderator; or
- (b) by request of any two (2) or more Directors.

Recommended version:

The CLT *shall* hold an ad hoc meeting in any of the following circumstances:

- (a) at the call of the Moderator; or
- (b) by request of any two (2) or more Directors.

Item #4

Section 14.1

Requested Action: Add “split” to the sentence describing the types of actions which the CLT may effect upon an MAT

Reason: The omission unintentionally restricted CLT flexibility, and to complete the possible actions which the CLT may undertake

Previous version:

The CLT may, by CLT Resolution, establish, combine, or dissolve Ministry Area Teams from time to time as necessary.

Recommended version (*change in italics*):

The CLT may, by CLT Resolution, establish, combine, *split*, or dissolve Ministry Area Teams from time to time as necessary.

First Baptist Church Bylaws update: Frequently Asked Questions

1) Why are these changes being recommended now? Didn't we approve new Bylaws only a few years ago?

Answer:

- There are several reasons for these recommended changes; some changes are to fix typos, address an omission, or to clarify the intent of the original bylaw. The other changes were requested by the Nominating committee.

2) What was the process that resulted in these proposed changes?

Answer:

- The Nominating committee requested changes to the term of the Treasurer position.
- When the CLT considered the request, a few other possible changes were suggested which had been previously identified, but which had been deemed too minor to warrant changing the bylaws until a larger update was undertaken.
- The CLT approved these proposed changes for presentation to the members in March, with the intention to present them at the AGM which is usually held at the end of May, but the Covid-19 pandemic imposed a delay on the process.

3) What are the changes which are being recommended?

Answer:

- Probably the best answer to that is the first section of this document, "Explanation for recommended changes to the Bylaws in Schedule A"
- If you have further questions about the changes after reading that, then please submit your questions to moderator@firstbc.org

4) Will there be any more changes to come?

Answer:

- We don't anticipate any specific changes to the Constitution or Bylaws at present.
- However, the church may need to make a change to the Constitution to provide flexibility for church operations once the building project is completed. This possibility is being researched by legal counsel for FBC.



5) How can I get involved?

Answer:

- You can submit your questions on these draft Bylaws to moderator@firstbc.org
- You can attend the Annual General Meeting on Wednesday, September 30 at 7 PM. And we're planning to hold it on Zoom, so you won't need to worry about traffic! Please come, we need you to participate!

6) Why should I come to the Annual General Meeting, on Wednesday, September 30 at 7 PM?

Answer:

- Because we need your participation! Any changes to the Bylaws require a special resolution, and there are special, higher threshold voting requirements for a special resolution.
- We need 15% of the active members to attend the meeting
- We need 75% of the active members present at the meeting to vote in favour of the special resolutions
- If we don't meet the 15% quorum threshold then we are required to hold another general meeting exactly one week later: Wednesday, October 7 at 7 PM. It is important!