

BY-LAWS  
OF  
STRASBOURG BIBLE CAMP ASSOCIATION  
Strasbourg, Saskatchewan

ARTICLE I

1. The name of the Society is "Strasbourg Bible Camp Association", hereinafter referred to as the "Corporation".

ARTICLE II

Membership

1. Any person may become a member of this Corporation whose application has been approved by the Board of Directors and who meets the following qualifications:
  - a. Is eighteen (18) years of age and has given credible testimony to having accepted Jesus Christ as Lord and Savior, and is a member or adherent in good standing in a Christian Evangelical Church, which is approved by the Board;
  - b. Must subscribe to the Statement of Faith, is in agreement with the Objectives and Purposes of the Corporation and agrees to support the Objectives and purposes of the Corporation and will have signed an Application for Membership in such form as is approved by the Board of Directors from time to time
2. A member may terminate his/her Membership by giving written notice to the Board; the Board may terminate the Membership of any member by a resolution passed by a two-thirds majority of such Board Members present and voting for the following reasons:
  - a. Fails to attend three (3) consecutive meetings without adequate reason;
  - b. Such member is no longer a member or adherent of good standing of the Christian Evangelical Church which has been approved by the Board;
  - c. Such member no longer subscribes to the Statement of Faith or Objectives and Purposes or fails by his/her conduct to support the Objectives and Purposes of the Corporation;
  - d. A member has become mentally incompetent or has been found guilty of a criminal offence;
3. The Board shall, before making the decision to suspend a person's membership, give such member an opportunity of a hearing whereat the accused is given the opportunity of hearing the evidence presented in support of any charge of misconduct or to substantiate the grounds upon which such member may otherwise have his membership suspended and such member shall be given an opportunity to cross examine any witness and also shall be given the

opportunity to give evidence to answer any such charges or call evidence that may support his submission that the grounds for suspension are not valid or justifiable. The Board shall give such notice as is reasonably necessary to permit the accused member to prepare his case and to call evidence in support of his defense.

4. A member who feels aggrieved by the decision of the Board to terminate his membership may appeal there from, within thirty (30) days of service of such termination notice on such member, to a general meeting of the Corporation. Such appeal shall be made by the appellant signing and serving such appeal notice on the Board by leaving it at or sending it by prepaid registered post to the registered office of the Corporation or by serving any Director or Executive Member of the Corporation. Such appeal shall be heard at a special general meeting of the Corporation provided that such meeting shall not be held, without the consent of the appellant before the expiry of thirty (30) days from the date the appeal notice has been served; notice of such special meeting shall be in writing and served on all Members as provided in Article V hereof.

### ARTICLE III

#### Board of Directors

1. The Board of Directors shall be the governing body of the Corporation and shall transact all business of the Corporation but shall not be permitted to purchase or lease real estate or purchase, lease or enter into contracts relating to the construction Of buildings without a resolution of the members of the Corporation giving the Corporation's consent to such transaction.
2. There shall be a Board of Director's nominating committee consisting of the ~~Vice-President~~, ~~two other Board members~~ and two non-Board general members; the duties of the nominating committee shall be to nominate persons from the general membership to be elected to the position of the Board of Directors, ~~and ensure there are enough Board members to operate~~. The two non-Board members shall be elected at the annual general meeting of the members preceding the annual general meeting at which the Board members are to be elected. In addition to submitting the names of general members to be elected to the Board of Directors, the nominating committee shall also have the responsibility of promoting general membership. "The Executive Director's spouse should not serve on the Board of Directors, while he or she is serving as the Executive Director. Married couples should not serve on the Board of Directors at the same time."
- 2-3. Additional nominations originating from non-Board members, if any, shall be made in writing on the prescribed form, and shall be signed by two members in good standing and accompanied by the written consent to stand of the person being nominated and be filed with the Chair of the Nominating Committee not later than two weeks before the annual general meeting at which the Board members are to be elected.
- 3-4. The number of the Board of Directors shall consist of a minimum of ~~nine (9)~~six (6) members and a maximum of ~~twelve (12)~~nine (9) members. ~~Four-Three~~ Directors of such number shall be elected to serve for a term of three years, a further ~~four-three~~ Directors for a term of two years and the remaining number of such Directors for a term of one year, and thereafter whenever the term of a Director expires the person elected to fill such vacancy shall be elected for a term of three years; a member shall be eligible to serve for any number of

Formatted: List Paragraph, Line spacing: single, No bullets or numbering, Widow/Orphan control, Allow hanging punctuation, Adjust space between Latin and Asian text, Adjust space between Asian text and numbers, Tab stops: Not at 0.36 cm

terms subject to the condition that a Director shall remain off the Board for one year after having served for any two consecutive terms. The number of Directors between ~~six (6) and nine (9)~~ six (6) and nine (9) and ~~twelve (12)~~ to be elected at each annual general meeting shall be determined by a vote of the annual general meeting preceding the election of the Directors.

4-5. A Director's term of office shall be automatically terminated for the following reasons:

- a. If he/she shall resign his/her position on the Board by delivering a written resignation to the Secretary of the Corporation;
  - b. If a Director is found to be a lunatic or becomes of unsound mind;
  - c. If he/she has missed three Board meetings in the year and in the sole opinion of the Board has done so without adequate reason;
  - d. A Resolution has been passed by a two-thirds majority of the voting members present at a general meeting that a Director be removed from the Board;
- Any vacancy on the Board shall be filled by a simple majority vote of the Board of Directors and such members so appointed shall serve as a Board Member until the next annual general meeting, at which time such Director's position shall become vacant and the person to be elected at such annual meeting to fill such vacancy shall be elected to serve only for the balance of the term of the original Director whose position became vacant. Any complaints against a Director constituting the grounds for suspending the membership of such Director shall be in writing and shall be signed by two members of the Corporation

5-6. Directors retiring from office shall be deemed to hold office until the conclusion of the meeting at which they retire. A retiring Director shall be eligible for re-election subject to paragraph 3.

6-7. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meeting as they may determine. The Board shall meet to dispatch the business Of the Corporation at least four (4) times a year in addition to attending each general meeting.

7-8. A quorum for any meeting of the Board of Directors of the Corporation shall consist of ~~two-thirds~~ six (6) of the Directors or such other number as the members by Resolution from time to time determine.

8-9. Delivery of any notice of meeting may be made to the last address of record of a Director by ordinary mail which shall be deemed to be proper notice of such meeting.

9-10. Subject to the limitations contained in the Act, the Corporation shall indemnify a Director or Officer, a former Director or Officer, and his heirs and legal representatives, against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of the Corporation or such body corporate, if

- a. he/she acted honestly and in good faith with a view to the best interests of the Corporation; and

- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his/her conduct was lawful.
- The Corporation shall also indemnify such person in such other circumstances as the Act permits or requires.

~~40-11.~~ If all the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

~~44-12.~~ "Each year each Director will sign the conflict of interest agreement, which will state possible conflict of interest situations."

#### ARTICLE IV

##### Officers

1. "The Officers of the Corporation shall be President, Vice-President and Secretary-Treasurer, whose terms of office shall be for one year, until their successors are elected."
2. The President shall preside at all general meetings of the Corporation and at all the Director's meetings, and shall be ex officio member of all committees.
3. The Vice-President shall perform the duties of the President in his absence or inability to act.
4. The Officers shall be elected by the Directors in the next business meeting following the annual meeting of the members, such election shall be by secret ballot; provided however that only Directors shall be eligible to be elected and serve as an Officer. An Officer may be suspended from his office by a secret ballot vote of the Directors.
5. The Secretary Treasurer shall record minutes of each Director's meeting and general meeting and carry on all correspondence necessary in the operation of the Corporation and shall record and account for all monies received and shall, if required, give a financial report to each Director and general meeting.
6. The Officers constituting the Executive of the Corporation shall meet to dispatch the business of the Corporation at least ten (10) times a year. Such number shall be inclusive of attending any general or board meeting.
7. The past President shall ex-officio be an officer for a one-year period following the year that he served a president and shall be given the opportunity to act in an advisory capacity without a right to vote.

8. The Board of Directors shall be free at any time to appoint a recording Secretary for the purposes of recording minutes of Executive, Board and General Meetings

## ARTICLE V

### General Meetings

1. The annual general meeting of the Corporation shall be held on ~~the third Saturday of March of each year unless otherwise a date~~ determined by the Directors, ~~but no later than the last day of April~~. The hour and place of the annual meeting shall be determined by the Board of Directors and notice thereof shall be served on each member as provided in Article V paragraph 3 hereof providing such notice shall be served one month prior to the date of the meeting.
2. Special meetings of members may be called by the Board of Directors with at least 15 days notice in writing, which Notice shall be served on the members as provided in Article V, paragraph 3 hereof.
3. A notice or document required by these By-laws or by a resolution of a general meeting or a resolution of the Board to be sent to a member or Director of the Corporation may be sent by prepaid mail, addressed to or may be delivered personally to:
  - a. The member at his/her latest address as shown in the records of the Corporation,
  - b. The Director at his latest address as shown in the records of the Corporation or in the last notice filed under Section 90 or 97 of the Non-Profit Corporation Act.
- A notice or document sent in accordance with this provision to a member or Director of the Corporation is deemed to be received by him at the time it would be delivered in the ordinary course of mail, unless there are reasonable grounds for believing that the member or Director did not receive the notice or document at that time or at all.
4. A quorum shall consist of all members who register at the annual general meeting which quorum shall thereafter be deemed to be in place throughout the remainder of the annual General meeting.
5. "A person can only be elected to the Board of Directors when they receive 50% or more of the votes from the members present, even if they are the only person running for that position. When more than one person is running for one position, if no one has 50% or more of the vote, the person with the least votes will drop out and a new vote will be held."
6. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the Auditor's shall be presented and a Board of Directors elected and Auditors appointed for the ensuing year. The election of the Board of Directors shall be by secret ballot.

ARTICLE VI

Custody and use of Seal

1. The seal of the Corporation shall be in the custody of the Secretary-Treasurer or such other person as may be designated by the Directors and all papers or documents required to be sealed on behalf of the Corporation shall be sealed in the presence of the President and the Secretary-Treasurer or of such other persons as may be designated by resolution of the Directors.

ARTICLE VII

Amendment of Bylaws

1. These Bylaws may be amended by a resolution passed by at least two-thirds of the votes cast at a general meeting of the Corporation of which not less than 14 days notice specifying the intention to propose the resolution has been given.

ARTICLE VIII

Winding-Up

Subject to Sections 184 and 199 of the *Non-Profit Corporation 's Act* of Saskatchewan, on the dissolution of the Corporation, its property and assets shall, after payment of all liabilities, be transferred and conveyed over to a registered Canadian Evangelical Christian charity as shall be designated by a Resolution passed by at least three-fourths of the votes cast at a general meeting of the Corporation of which not less than 14 days notice specifying~ the intention to propose such Resolution has been given, provided that the Evangelical Christian Charity Shall be one with Objectives and Purposes similar to this Corporation although not necessarily having to be a church camp organization.

DATED at Strasbourg in the Province of Saskatchewan, this 25<sup>th</sup> day of October A.D. 1997.

Amended March 25, 2017 at the Annual General Meeting

\_\_\_\_\_

\_\_\_\_\_