

**GENERAL OPERATING  
BY-LAW NO. 3  
FOR THE  
FEDERAL INCORPORATION OF  
FIRST BAPTIST CHURCH  
SMITHS FALLS  
Incorporated December 4, 2008**

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 BY-LAW NUMBER 3  
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## **GENERAL OPERATING BY-LAW NUMBER 3**

A By-Law relating generally to the transaction of the affairs of  
FIRST BAPTIST CHURCH SMITHS FALLS (a Federal Corporation)

**BE IT ENACTED** as a By-law of FIRST BAPTIST CHURCH SMITHS FALLS  
(hereinafter referred to as the “Church”) as follows:

### **CORPORATE SEAL**

**1. THE SEAL** First Baptist Church Smiths Falls may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the Clerk shall be the custodian of the corporate seal.

### **HEAD OFFICE**

**2. HEAD OFFICE** Until changed in accordance with the Act, the Head Office of the corporation shall be in the Town of Smiths Falls, in the Province of Ontario.

### **I DEFINITIONS, INTERPRETATION AND PURPOSE**

#### **3. DEFINITIONS**

3.01 In this By-law and all other By-laws and Resolutions of the Church unless the context otherwise requires, the following definitions shall apply:

- (a) “Act” means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) “Active Member” means one who meets the requirements of active membership as outlined in these bylaws;
- (c) “Adherent” means an Adherent of the Church as described in section 9.01 herein;
- (d) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation. The Church articles of continuance contain our Statement of Purpose, Statement of Faith, Church Covenant, Marriage Policy, and Lifestyle and Morality Standards.
- (e) “Board of Directors” means the Deacon Servant Leadership Team of the Church and shall be deemed to be the Directors of the Corporation pursuant to the Act;
- (f) “By-law” means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (g) “Church” means the legal entity incorporated as a Corporation without share capital under the Canada Corporations Act by Letters Patent of Continuance issued by the federal Government of Canada on December 4, 2008 and subsequently issued a certificate of continuance by the federal Government of Canada under the Canada Not-for-Profit Corporations Act dated the 21st day of August 2014, and named First Baptist Church Smiths Falls, through which it’s Members and Adherents may fellowship together as a New Testament Church;
- (h) “Church Constitution” or “Constitution” means Articles of Continuance, General Operating By-laws and any Policy Statements adopted by the Church from time to time;

- (i) "Corporation" means the Church as defined herein;
- (j) "Director" means a member of the Board of Deacons;
- (k) "Discipline" means seeking to reconcile individuals to one another through mutual forgiveness and restoring offenders to fellowship with God and the Church;
- (l) "Documents" includes deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all paper writing;
- (m) "Elder" means a member of the Church Elders as defined herein;
- (n) "Fiscal Year End" means the date prescribed in Article 73 herein;
- (o) "General Operating By-law" means this By-law and any other By-laws of the Church intended to amend or replace the General Operating By-law herein;
- (p) "Inactive Member" means one who temporarily does not meet the requirements of active membership as outlined in these bylaws, and therefore is not allowed to vote at membership meetings until restored to active membership;
- (q) "Individual" means both a Member and an Adherent as defined herein;
- (r) "Meeting of Members" or "Membership Meetings" means any Annual, Spring, Fall Elections and Budget, or Special Meeting of Members;
- (s) "Member" means a member of the Church as outlined in these bylaws;
- (t) "Members" or "Membership" means the collective Membership of the Church;
- (u) "Officer" means an officer of the Corporation as described in this bylaw;
- (v) "Ordinary Resolution" means a resolution passed by either the Board of Directors or the Members by a simple majority vote of not less than 50% plus 1 of the votes cast on that resolution, unless the Act of this By-law otherwise requires;
- (w) "Person" means an individual person, but does not include corporations, partnerships, trusts, or unincorporated organizations;
- (x) "Policy Statements" means any Policy Statements adopted by vote of the Membership at a Regular Meeting of Members as part of the Church Constitution from time to time concerning practical applications of biblical principles and Christian conduct;
- (y) "Purposes" means the charitable purposes of the Corporation as contained in the Articles of Continuance;
- (z) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- (aa) "Statement of Faith" means the Statement of Faith of the Church as set out in the Articles of Continuance;
- (bb) "Trustee" means a person elected to serve on the Finance Board to manage any investments and/or monies bequeathed to the Church and held in Trust and to oversee the safekeeping of legal documents and insurance coverage; and
- (cc) "Voting Member" means one who is an Active Member and has attained the age of sixteen years.

#### **4. ARTICLES OF CONTINUANCE, INTERPRETATIONS AND HEADINGS**

##### 4.01 Articles of Continuance

This General Operating By-law and any other By-laws of the Corporation shall be strictly interpreted at all times in accordance with and subject to the Purposes and Statement of Faith contained in the Articles of Continuance of the Corporation, which for purposes of this General Operating By-law are incorporated by reference and made a part hereof. If any of the provisions contained in this General Operating By-law are inconsistent with those contained in the Articles of Continuance or the Act, the provisions contained in the Articles of Continuance or the Act, as the case may be, shall prevail.

##### 4.02 Interpretation

In this General Operating By-law and all other By-laws and Resolutions of the Church, unless the context otherwise requires, the following interpretations shall apply:

- (a) words importing the singular number include the plural and vice-versa;
- (b) words importing one gender include both male and female genders unless this Bylaw otherwise specifically provides; and
- (c) words importing or referring to Person or Persons shall include individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations.

##### 4.03 Headings

Headings used in this General Operating By-law are for convenience or reference only and shall not affect the construction or interpretation thereof.

### **II CONDITIONS OF MEMBERSHIP**

#### **5. DEFINITION OF MEMBERSHIP**

5.01 Membership in the Church shall consist of those Persons who:

- (a) profess faith in Jesus Christ as their Saviour and Lord;
- (b) have publicly proclaimed their faith through baptism by immersion;
- (c) have evidenced agreement with the Statement of Faith and thereby affirm they are in general accord with the faith and practices of the Church;
- (d) have committed themselves to live in obedience to Scripture and are willing to be subject to the authority of the Church as expressed in the Church Constitution and Policies; and
- (e) have been admitted into Membership in accordance with the Church Constitution

#### **6. QUALIFICATION FOR MEMBERSHIP**

6.01 A Person, no matter what age, shall qualify to be a Member of the Church if in the opinion of the Lead Pastor and Board of Directors, such Person meets all of the following qualifications:

- a) the Person fulfils the definition of Membership as set out in section 5.01 herein;
- b) the Person, if a Member, would not be under the discipline of the Church as set out in section 13.01; and
- c) the Person has completed the procedure for admission into Membership set out in section 7.01 to 7.06.

#### **7. ADMISSION TO MEMBERSHIP**

7.01 Application for Membership in the Church may be initiated by either a verbal or written request to the Lead Pastor or through any Director to the Lead Pastor.

- 7.02 The Lead Pastor or his designate shall give the applicant a complete copy of the Church Constitution with the request that the applicant read the said document in full.
- 7.03 If the applicant understands and agrees with the Church Constitution and understands the fundamental tenets of the Christian faith, the applicant shall be required to sign a written application for Membership and declaration of his or her profession of faith in Jesus Christ as Saviour and Lord and a commitment to adhere and be subject to the authority of the Church as expressed in the Church Constitution and all Policies which have been approved by a majority vote of the Membership of the Church.
- 7.04 If the applicant does not fully understand the fundamental tenets of the Christian faith, then the Lead Pastor or his designate shall recommend that such applicant complete Membership/Discipleship Courses before proceeding further with the application for Membership in the Church.
- 7.05 Once the Lead Pastor or his designate is satisfied that the applicant has fulfilled the qualifications of Membership set out in section 6.01 above, the application and declaration set out in section 7.03 shall be forwarded for consideration to the Board of Directors. Upon receipt of such application, the Board of Directors shall appoint two of its Members to interview the applicant to independently satisfy the Board of Directors that such Person has fulfilled all the qualifications for Membership in the Church.
- 7.06 Once the Board of Directors is satisfied by Special Resolution that the applicant fulfils all the qualifications for Membership in the Church as set out in section 6.01 herein, the Board of Directors shall recommend such Person to the Membership for approval by Ordinary Resolution at the next Meeting of Members.
- 7.07 After the Person is voted into Membership in the Church by the Membership, then such Person shall immediately be deemed to have become a Member with recognition (referred to as receiving the Right Hand of Fellowship) to be made thereof at the next convenient Communion service of the Church.
- 7.08 All Members share a commitment to adhere and be subject to the authority of the Church as expressed in the Church Constitution and all Policies which have been approved by the Membership of the Church.

## **8. PRIVILEGES, RIGHTS AND DUTIES OF MEMBERSHIP**

- 8.01 Church Membership shall carry the following privileges, rights and duties:
- (a) the privilege to attend all public worship services of the Church subject to section 15.21 herein;
  - (b) the privilege to participate in the ordinances administered by the Church;
  - (c) the duty to minister to one another's spiritual needs as part of the Body of Christ;
  - (d) the duty to participate in Church activities and ministries as the Lord directs and personal circumstances permit;
  - (e) the duty to financially support the work of the Church as the Lord directs and personal circumstances permit;
  - (f) the duty to respect and submit to the spiritual authority and procedures of the Church as expressed in the Church Constitution;
  - (g) the right to attend, speak and participate at all Meetings of the Members;
  - (h) the right to a single vote in person at all Meetings of Members provided the member has attained the age of 16 years and providing the member is not currently listed as inactive due to discipline as outlined in section 13.01 herein; and
  - (i) in the event that a Member has to leave a meeting of Members prior to ballots being handed out for a particular vote, they may request a ballot from a Director, and that ballot will then be placed with the remainder of the ballots for counting by the scrutineers.

- 8.02 Church Membership is not transferable except by written permission from the Clerk or designate on direction of the Board of Directors and Lead Pastor.

## **9. ADHERENTS**

- 9.01 An Adherent is a person, who regularly attends public worship services of the Church, respects the Church Constitution and submits to the authority therein, and is involved in approved Church ministry, but who has not made formal application for Membership in the Church.
- 9.02 An Adherent shall have the following privileges and duties:
- (a) the privilege to attend all public worship services of the Church subject to section 15.21 herein;
  - (b) the privilege to participate in the Communion service provided such person believes in the Lord Jesus Christ as their personal Saviour;
  - (c) the privilege to participate in Church ministries as the Lord directs and personal circumstances permit to the extent that the Board of Directors and/or Membership determines is appropriate from time to time (membership on the Board and some Committees can only be filled by an active Member of the Church);
  - (d) the duty to financially support the work of the Church as the Lord directs and personal circumstances permit;
  - (e) the privilege to attend all Meetings of Members unless otherwise determined by the Board of Directors and Lead Pastor due to special circumstances involving a particular meeting; and
  - (f) the privilege to speak at such Membership Meeting or continue to speak thereat as determined in the sole discretion of the Chairperson, but does not have the privilege of making, seconding or voting on motions.

## **10. WITHDRAWAL AND REMOVAL OF MEMBERSHIP**

- 10.01 A Member may withdraw at any time as a Member of the Church and upon request by a Member such Member may be given a letter of transfer addressed to the church to which the Member is relocating.
- 10.02 Every Person withdrawing as a Member must do so by notification to the Church Clerk or the Board of Directors.
- 10.03 Upon receipt of such request for withdrawal as a Member such Person shall be removed from the Membership roll of the Church.
- 10.04 Rights of a member cease to exist on termination of membership.
- 10.05 In the event that a Member is habitually absent from the Church for a period of time without a reasonable explanation, the Board of Directors, in its sole discretion, may place that Person's Membership in the Church on the inactive roll, with the result that such Member shall not have the right to vote at Meetings of Members, provided that the Board of Directors has first sent written notice to such Person of it's intention to place that Person's Membership on the inactive roll thirty (30) days thereafter.
- 10.06 A Member who is on the inactive roll may request that his or her Membership in the Church be reinstated onto the active roll of Members, in which event the Board of Directors, in their sole discretion, shall determine whether such request shall be granted.
- 10.07 In the event that a Member has been on the inactive roll for a period of six (6) months, the Member will be notified by regular mail fourteen(14) days prior to a Meeting of Members that a recommendation will be made to the Membership at a duly called Meeting to remove the Member from the Membership of the Church. A Person's Membership may then be terminated by an Ordinary Resolution of Members present at a Meeting of Members, in which event the Clerk shall thereafter send notice by regular mail to such inactive Member at his or her last known address to advise such a Person of the termination of their Membership. The Individual's Membership shall be deemed to have ceased on the date of such Members Resolution to remove. Rights of a member cease to exist on termination of membership.
- 10.08 Removal of Membership in regard to Discipline is detailed under section 15.13.

**11. MEMBERSHIP RECORD**

11.01 A record of Members, both active and inactive shall be kept by the Church Clerk.

**12. RESOLUTION OF DISPUTES AMONG MEMBERS AND ADHERENTS**

12.01 Disputes amongst Members and/or Adherents should, as much as possible, be resolved in accordance with principles set out in Matthew 18:15-20, Luke 17:3, Galatians 1, and 1 Corinthians 5:1-5. Without limiting the generality of the said passages of scripture, the following procedure should, as much as possible, be adopted where a dispute occurs amongst Members and/or Adherents (defined hereafter collectively as an "Individual"):

- (a) an Individual who believes that he has been wronged by another Individual for whatever reason shall approach such Individual with an explanation of the wrong which is alleged to have occurred;
- (b) if the matter is not resolved, then the Individual who is alleged to have been wronged shall approach the Individual who is alleged to have caused the wrong in the presence of one or two other Individuals;
- (c) if the dispute is not resolved, then the Individual who is alleged to have been wronged shall refer the matter to the Lead Pastor, or in his absence to a Director; and
- (d) the Lead Pastor, or in his absence a Director, shall then approach the Individual who is alleged to have caused the wrong in an attempt to resolve the dispute, failing which the matter shall be referred to the Response Team (appointed by and from the Board of Directors) and if necessary to the whole Board of Directors, pursuant to the procedure for Discipline set out in section 15:01 to 15:22 herein.

**13. CIRCUMSTANCES GIVING CAUSE FOR DISCIPLINE**

13.01 An Individual shall be deemed to be under the Discipline of the Church if the Board of Directors determines by Ordinary Resolution that any of the following circumstances have occurred:

- (a) an Individual has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to biblical principles;
- (b) an Individual's conduct evidences an unwillingness to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution herein;
- (c) an Individual has propagated doctrines and practices contrary to those set forth in the Statement of Faith or the general teachings of the Church; or
- (d) an Individual has wronged another Individual causing discord or dissension in the Church, with or without malicious intent, that is not repented of, nor has been resolved through the mechanism for dispute resolution set out in section 12.01 above.

**14. RESTORATION THROUGH DISCIPLINE**

14.01 Christ's exhortation to watch over one another and to bear one another's burdens in the spirit of meekness and love shall be foremost in the minds of the Board of Directors in fulfilling their responsibility for the Discipline of Members or Adherents. The primary aim of Discipline shall be the restoration of the offender to fellowship with God and with the Church. The Church has not only the right but the duty to practice such Discipline in a Christian manner. In administering Discipline, care shall be taken that the Members of the Church carry a worthy witness of their faith before the world both for the sake of the spiritual life of each Member and for the testimony of the Church.

**15. PROCEDURE FOR DISCIPLINE**

15.01 No allegation giving rise to disciplinary action against a Member or Adherent pursuant to section 13.01 above shall be considered by the Church unless such allegation is first set out in a signed written statement given to the Lead

Pastor and/or the Response Team of the Board of Directors setting out the nature of the allegation and an explanation of the basis upon which it is made.

- 15.02 If the Response Team of the Board of Directors and the Lead Pastor determine on a preliminary basis that the written allegation is invalid, the allegation shall be dropped and no further disciplinary action against the Individual shall be proceeded with.
- 15.03 If the Response Team of the Board of Directors and the Lead Pastor determine on a preliminary basis that the written allegation requires further investigation, then the allegation shall be referred in writing to the Board of Directors for an Intentional Meeting of Inquiry and the Individual against whom the allegation is made shall be deemed to be under the Discipline of the Church and shall not be entitled to withdraw as either a Member or an Adherent without the consent of the Board of Directors and will be required to step down and step back from any and all ministry within the Church until such time as the allegation is determined to be proven or not proven.
- 15.04 The Board of Directors shall then convene an Intentional Meeting of Inquiry to consider the allegation. The Individual shall be given fourteen (14) days written notice by registered mail at his or her last known address of the date, time and place at which the meeting will be held. The notice shall briefly explain the nature of the allegation and advise the Individual that the allegation will be considered by the Response Team of the Board of Directors at the meeting. The Individual shall be entitled to attend before the meeting to listen to the details of the allegation made and to respond thereto.
- 15.05 The meeting shall be conducted as a board of inquiry by the Response Team of the Board of Directors. The Response Team shall have responsibility for carriage of the meeting and shall in consultation with the Board of Directors and the Lead Pastor make the determination concerning whether an Individual is to be disciplined following the meeting and if so, what discipline is to be imposed, which decision shall be deemed to be the decision of the Board of Directors. The Chair of the Board of Directors shall be responsible to ensure that due process and procedural fairness as provided for in this General Operating By-law is complied with in relation to all aspects of the meeting and that any recommendations of discipline by the Board of Directors is duly and fairly implemented, but shall not otherwise participate in the meeting unless requested to do so by the Board of Directors.
- 15.06 The Inquiry Meeting shall not be open to the public nor to the Members or Adherents of the Church. The Individual shall be entitled to be accompanied at the meeting by two Members who may act as observers during the meeting but who shall not be entitled to participate thereat.
- 15.07 Both the Individual and the Response Team of the Board of Directors may call any witnesses or evidence that is relevant to the allegation being made. No party to the meeting shall be represented by legal counsel.
- 15.08 There shall be an equal allocation of time for the presentation of evidence by both the Response Team of the Board of Directors and the Individual.
- 15.09 All evidence presented before the meeting shall be kept confidential, except such summary facts that the Board of Directors determines needs to be given to the Membership of the Church at a subsequent Meeting of Members.
- 15.10 At the end of the Intentional Meeting of Inquiry, the Board of Directors shall convene in private to deliberate on the evidence presented. A Special Resolution by the Directors of the Board of Directors present shall be required to conclude that the allegation is true; failing which the allegation will be deemed not to be proven, with the result that the Individual shall no longer be subject to disciplinary proceedings by the Church and shall be reinstated as a Member in good standing and permitted to return to ministry in the Church.
- 15.11 In the event that the Response Team of the Board of Directors determines that the allegation is true, the Individual against whom the allegation is made will be required to step down and to step back from any and all ministry of the Church unless the Individual responds with repentance and gives evidence thereof excepting when the nature of the allegation is such as requires the Individual to be permanently removed from ministry.
- 15.12 Following the determination by the Response Team that the allegation is true, or if the Member chooses not to meet, then subject to section 15.13 below, the Board of Directors shall decide the appropriate disciplinary action to be implemented, which decision shall be determined by a Special Resolution of the Board of Directors then present. Disciplinary action shall be determined and implemented with the intent of both protecting the integrity of the ministry of the Church and restoring the Individual into fellowship pursuant to Luke 17:3 and Galatians 6:1.

- 15.13 If the disciplinary action determined by the Board of Directors involves termination of Membership, that is determined in the sole opinion of the Board of Directors by a Special Resolution of the Directors then present to be a serious action (referred to as “a serious disciplinary action”), such serious disciplinary action shall not be implemented until such time that it has first been referred to and approved by the Membership pursuant to the procedure set out in section 15.16 through 15.21 below.
- 15.14 Termination of Membership as a serious disciplinary action shall be deemed appropriate only where no other alternative is available.
- 15.15 In the event of a non-serious disciplinary action, the Response Team of the Board of Directors may implement such disciplinary action that it deems appropriate without referral to the Membership, including but not limited to the removal of the Individual from a teaching position or serving on any committee within the Church, the prohibition of the offending conduct or behaviour, the requirement that an apology be given, or the requirement that the Individual evidence an attitude of submission to the authority of the Church or a spirit of contrition. The decision of the Response Team on non-serious disciplinary action shall be communicated to the Individual either orally or in writing together with reasons thereof as soon as is practical after the decision has been made. The Board of Directors, however, may in its sole discretion refer any non-serious disciplinary action to the Membership at any time for approval pursuant to the procedure set out in section 15.16 to 15.21 below.
- 15.16 In the event of a serious disciplinary action or in the event that the Board of Directors wishes to refer a non-serious disciplinary action to the Membership for approval, the Board of Directors shall give fourteen (14) days written notification to the Individual at his or her last known address of the date, time and place of the Membership Meeting at which such matters will be considered. The notification to the Individual shall set out the recommendation of Discipline together with a succinct statement of the reasons for such recommendation.
- 15.17 The Individual shall be entitled to attend the Membership Meeting to hear the discussions thereat and to speak on his or her own behalf. Neither the Individual nor the Church may be represented by legal counsel and the Membership Meeting shall not be open to the public. The Membership Meeting shall be chaired by a Member, elected by the Membership, who is not on the Board of Directors and shall be for the sole purpose of determining the appropriateness of the recommendation of the form of Discipline from the Board of Directors or for substituting another form of Discipline as the Membership shall determine in their sole discretion. Any decision by the Membership with regards to Discipline shall require an Ordinary Resolution of the Members present. The meeting shall not be a trial de novo of the allegations and as such, only matters pertaining to the recommendations of Discipline and the appropriateness of such recommendations shall be considered.
- 15.18 The Church Clerk shall promptly send written notification of the decision made by the Members of the Church to the Individual at his or her last known address within ten (10) days of a decision having been made together with a succinct summary of the reasons thereof.
- 15.19 The decision of the Members of the Church on the type of Discipline to be administered shall be final and binding. In the event that the decision of the Membership is to terminate the Individual’s Membership in the Church, then the Individual shall automatically cease to be a Member of the Church upon the date that the decision by the Members is made and all rights of a member cease to exist on termination of membership.
- 15.20 No pronouncement on matters of Discipline by the Church shall be made unless given orally from a prepared text at a Members Meeting and only after careful and sober consideration has first been made by the Board of Directors to avoid, as much as possible, undue or unnecessary embarrassment to the Individual or other undue or unnecessary prejudicial consequences to either the Individual or to the Church as a whole.
- 15.21 An Individual who has been disciplined or whose Membership has been terminated shall not be barred from public worship unless his presence is disruptive to the peaceful proceedings of the public worship service as determined in the sole opinion of the Board of Directors, in which event such Individual agrees that he may be removed from such public worship service without the necessity of legal action, whether or not such Individual is at that time a Member of the Church.
- 15.22 In the event that an individual who has been disciplined or whose Membership has been terminated attends any other church and that other church does not seek a letter of reference from the Church, then the Lead Pastor or any Director shall be authorized to verbally advise the other church that the Individual in question has been disciplined by the Church.

**16. WAIVER**

- 16.01 Notwithstanding anything else contained herein, Membership in the Church is given upon the strict condition that disciplinary proceedings or any other proceedings or matters arising out of the Church Constitution shall not give a Member cause for any legal action against either the Church, the Lead Pastor, any Assistant Pastor, any Staff Member of the Church, any Director, any Elder, any Officer, or any Member of the Church, and the acceptance of Membership in the Church shall constitute conclusive and absolute evidence of a waiver by the Member of all rights of action, causes of action, and all claims and demands against the Church, the Lead Pastor, any Assistant Pastor, any Staff Member of the Church, any Director, any Elder, any Officer or any Member of the Church in relation to disciplinary proceedings or any other proceedings or matters arising out of the Church Constitution or involving the Church in any manner whatsoever and this provision may be pleaded as a complete estoppel (i.e., the prevention of action) in the event that such action is commenced in violation hereof.

**17. MEMBERS MEETINGS**

- 17.01 Annual Meeting - There shall be an Annual Meeting of Members early in the New Year as determined by the Board of Directors. The purpose of the Annual Meeting will be to do the following:
- (a) review previous years reports from the Officers, Committee Chairpersons, the Pastors, and the Board of Directors;
  - (b) review and approve the financial statements for the immediately preceding year, including the Public Accountant's report thereon;
  - (c) elect Members to the Board of Directors;
  - (d) appoint a public accountant to audit the books for the upcoming year;
  - (e) transact any other necessary business.
- 17.02 Spring Meeting –A Spring Meeting of Members shall be held at such time and place as determined by the Board of Directors preferably the last Tuesday in May to do the following:
- (a) hear reports from Officers, Committee Chairpersons, the Pastors and the Board of Directors; and
  - (b) transact any other business.
- 17.03 Fall Elections and Budget Meeting – A Fall Elections and Budget Meeting of Members shall be held at such time and place as determined by the Board of Directors preferably the first Tuesday in November of each year to do the following:
- (a) Elect Officer positions as required for the next fiscal year;
  - (b) elect Members and/or Adherents to Committees as required for the next fiscal year;
  - (c) review and approve the budget for the upcoming year; and
  - (d) transact any other business.
- 17.04 Special Meetings – A Special Business Meeting may be called at any time by the Board of Directors or through a petition signed by a no less than 5% five percent of current voting church Members, representing different families of the church. This meeting is to be held within twenty-one (21) days of receiving the requisition, from the hands of two of the petitioners, by the Chair of Directors or Clerk. The petition shall state the business to be considered at the meeting to be called and such meeting shall be announced in accordance with the procedure mentioned in 17.04. No business other than that stated at the calling of the Special Meeting shall be considered at that meeting. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.
- 17.05 Persons Entitled to be Present at Members' Meetings – Members, non-members, directors and the public accountant of the Corporation are entitled to be present at the meeting of members unless otherwise prohibited by these bylaws. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.
- 17.06 Notice of Meeting – Notice of all Membership Meetings shall be given to Members at least twenty-one (21) days and no more than sixty (60) days prior to the date of the Membership Meeting. The notice for all Membership Meetings shall include the date, time, place and purpose of the meeting. Notice of all Special Meetings shall be given from the pulpit and/or in the Church bulletin at least twenty-one (21) days and not more than sixty (60) days prior to the date of the Special Meeting. The purpose of this Special Meeting shall be clearly stated.

- 17.07 Removal of Membership Issues – When a Membership Meeting is called at the request of the Board of Directors to determine the removal of Membership of an Individual as a disciplinary action, the meeting shall be closed to adherents and to the public.
- 17.08 Proxy votes – Proxy votes are not accepted at any meetings.
- 17.09 Omission of Notice – The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any Member or by the auditor of the Corporation shall not invalidate any Resolution passed or any proceedings taken at any Meeting of Members, provided that no Member objects to such omission or irregularity.
- 17.10 Quorum –
- (a) A quorum for an Annual Meeting, a Spring Meeting and a Fall Elections and Budget Meeting shall be constituted by the presence of twenty-five percent (25%) of active voting members;
  - (b) A quorum for the calling of a Lead Pastor or Assistant Pastor, the purchase or disposal of church buildings or land, and in regard to our affiliation with CBOQ or an Association, shall be constituted by the presence of fifty percent (50%) of our active voting members present and voting at a duly called meeting;
  - (c) A quorum for all other meetings shall be constituted by the presence of twenty-five (25) active voting Members; and
  - (d) No business shall be transacted at any Meeting of Members unless the requisite quorum is present at the time of the transaction of such business. An opening quorum at a meeting is not sufficient where there is a loss of quorum later in the meeting.
- 17.11 Chairperson – The Chair of Directors, Vice-Chair of Directors or a Member of the Church who is gifted at chairing shall be appointed by the Board of Directors to act as Chairperson of a Meeting of Members and shall be entitled to vote in the event of an equality of votes.
- 17.12 Majority Vote – At all Meetings of Members, every question shall be determined by Ordinary Resolution, being a majority of 50% +1 votes of Members present unless otherwise provided for by the Act or elsewhere in the General Operating By-law. If the motion is a Special Resolution as defined herein, a majority is 2/3 of the vote.
- 17.13 Voting Procedure – Every question submitted to any Meeting of Members shall be decided by a show of hands, except where a secret ballot is provided for or requested as stated below. In the case of an equality of votes, the Chair of the Meeting either by a show of hands or by secret ballot, as applicable, has the casting vote. At any Meeting unless a secret ballot is provided, a declaration by the Chair that a motion has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact. A secret ballot may be held either upon the decision of the Chair or upon request of five or more Members and shall be taken in such manner as the Chair directs. The result of a secret ballot shall be deemed to be the decision of the meeting at which the secret ballot was held. A request for a secret ballot may be withdrawn.
- 17.14 Procedural Code – The rules of procedure for Members Meetings shall follow the Roberts Rules of Order the Standard Guide to Parliamentary Procedure, except where varied by the General Operating By-law. An exception to the Roberts Rules of Order is that the Motion to Table shall not be used in Membership Meetings.

### **III BOARD OF DIRECTORS [DEACONS]**

#### **18. DEFINITION OF BOARD OF DIRECTORS**

- 18.01 The Board of Directors shall be a body of spiritually qualified Persons referred to in I Timothy 3:8-15. They shall be appointed to have oversight over the spiritual ministry as well as the administrative and temporal affairs of the Church. The Board of Directors shall consist of no fewer than six and no more than ten Members of the Church as determined by the Members at the Annual Meeting of Members each year. For the purposes of the Act, the Board of Deacons shall be deemed to be the Board of Directors and in this regard the Chair of the Board of Deacons shall be deemed to be Director of the Corporation.

**19. QUALIFICATION FOR BOARD OF DIRECTORS**

- 19.01 A Person may be considered for election to the Board of Directors if he or she fulfils all the following qualifications:
- (a) the Person must be a Member in good standing;
  - (b) the Person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
  - (c) the Person must have an active involvement within the Church;
  - (d) the Person must have reached 18 years of age;
  - (e) the Person has not been declared incapable by a court in Canada or in another country;
  - (f) the Person is not an ineligible individual as defined in the Income Tax Act (Canada);
  - (g) the Person does not have the status of a bankrupt;
  - (h) the Person must fulfill the spiritual qualifications of a Director listed in I Timothy 3:8-15;
  - (i) the Person must be in full agreement with and voluntarily comply with the Church Constitution;
  - (j) the Person must recognize that membership on the Board of Directors is a commitment to humble service, not a position of honour or status, nor reward for past service;
  - (k) the Person must recognize that membership on the Board of Directors is not only an administrative role but shall involve active participation in, and leadership of, ministries of the Church as they are needed; and
  - (l) the Person and his or her spouse, father, mother, child, brother or sister, grandchild or spouse of such individual must not be an employee, agent or individual that is receiving remuneration either directly or indirectly from the Church.

**20. ELECTION OF BOARD OF DIRECTORS**

- 20.01 The Board of Directors shall be elected by an Ordinary Resolution of the Members at the Annual Meeting. The Lead Pastor in consultation with the Board of Directors will present names to the Nominating Committee of candidates whom he will approach for the purpose of serving as Director. The Nominating Committee may suggest names to the Pastor and Board of Directors for their consideration. It is the sole responsibility of the Lead Pastor to approach candidates. Nominations to the Board of Directors will be presented to the Nominating Committee for publishing in the Nominating Report to be handed out twenty-one days prior to the Fall Elections and Budget Meeting.
- 20.02 Consent -An individual who is elected or appointed to hold office as a director is not a director, and is deemed not to have been elected or appointed to hold office as a director, unless:
- (a) the individual was present at the meeting when the election or appointment took place and did not refuse to hold office as a director; or
  - (b) the individual was not present at the meeting when the election or appointment took place and consented to hold office as a director in writing before the election or appointment or within the prescribed period, or
  - (c) the individual has acted as a director after the election or appointment.
- 20.03 A vacancy occurring among the directors during a term of office shall be filled by an Ordinary Resolution of the Members. A director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

**21. TERM OF OFFICE OF BOARD OF DIRECTORS**

- 21.01 A Person elected as a member of the Board of Directors shall hold office for a term of three (3) years following which they are not eligible for re-election when this term expires until after an interval of one year unless the Board of Directors believes that extraordinary circumstances warrant an extension of the maximum term for an additional (1)

year. Reasons for this extension shall be given to the Membership at the Annual Meeting. No further extension for such member of the Board of Directors shall be granted.

21.02 Under certain circumstances a director may request a leave of absence for a period not exceeding one year. After reviewing the circumstances of the request, a leave of absence may be approved or denied by the Board of Directors and the Pastor. Following an approved leave, the Director may return to continue the interrupted term of office as a member of the Board of Directors.

## **22. AUTHORITY OF BOARD OF DIRECTORS**

22.01 General Authority – The Board of Directors shall be responsible for the overall administrative, temporal and spiritual affairs of the Church and generally may exercise such powers and do such acts and things as the Church is by its Articles of Continuance, the Act, or otherwise authorized to do.

22.02 Specific Authority – The Board of Directors shall be authorized to carry out the following duties and responsibilities:

- (a) Regarding membership- The Board of Directors shall review and make recommendation to the Church if, at any time, any member gives evidence of a persistent loss of interest (e.g. by joining another church, by stating that he or she no longer desires to be a member, by lengthy absences from worship and communion services, or by any action not in the best interest of the spiritual life of the Church). Such member shall be personally visited wherever possible by the Lead Pastor accompanied by at least one of the Directors, with a view to retaining or renewing his or her interest in the Church and its work, or if personal visitation is impossible, such member shall be communicated with by mail. If such attempts do not succeed, any such member may be removed from the Church roll at any constituted business meeting of the church according to the procedure set out in section 10 herein;
- (b) The Board of Directors in conjunction with the Clerk, shall review annually the membership roll of the Church for the purpose of maintaining an accurate record of active, inactive and non-resident members;
- (c) The Board of Directors shall, together with the Lead Pastor, have general charge of the spiritual life and work of the Church. They shall act as counselors and assistants to the Lead Pastor in advancing the total mission of the Church, distribute the elements of the Lord's Supper and help the Lead Pastor with the regular visitation of the congregation;
- (d) The Board of Directors in consultation with the Elders and through Vision Planning Meetings with the congregation prepare and continue to develop and implement a continuous five year plan of action for the Church, which will provide for its growth and for its effectiveness in meeting the needs of the area it serves;
- (e) Special meetings of the Board of Directors may be called by the chairperson of the Board, or Lead Pastor;
- (f) If the practice, attitudes or service of the Lead Pastor shall prove unsatisfactory in relation to the best interest of the Church, it shall be the duty of the Board of Directors to counsel with the Pastor, and recommend to the Church such action as the situation may demand;
- (g) One or more Directors, chosen by Ordinary Resolution of the Board of Directors, shall be the custodian of the Benevolent Fund and shall administer the fund in consultation with the Lead Pastor as per the Director Benevolent Fund Policy;
- (h) The Board of Directors shall be responsible for the training of the ushers;
- (i) The Board of Directors shall be responsible for the total communion service;
- (j) When Seeking a New Pastor:
  - (aa) When seeking a new Lead Pastor, the Board of Directors, in consultation with the Human Resources Committee, shall draw up a Church-Pastor Agreement for the Pastoral Selection Committee, to be signed by the Board of Directors and the new Pastor.
  - (bb) The chairperson of the Board of Directors shall be a member of the Pastoral Selection Committee;

- (k) The Board of Directors shall be responsible, in the absence of the Lead Pastor, to choose pulpit supply personnel;
- (l) The Board of Directors must approve the taking of any special offering and will make the necessary arrangements with the Finance Committee for collection, appointment of tellers and reporting of same; and
- (m) The Board of Directors shall together with the Lead Pastor present names to the Nominating Committee of candidates whom the Lead Pastor will approach for the purpose of serving as Director. With the consent of the candidate, these names will be then be presented in the Nominating Committees report to the Fall Elections and Budget Meeting of the Members for election at the Annual Meeting of Members.
- (n) No Person shall act for an absent Director at a Board meeting.

22.03 Board Report – The Board of Directors shall through the Chairperson of the Board of Directors report to the Membership at the Annual Membership Meeting. At the said Meeting, the Chairperson of the Board of Directors shall be available to answer any questions by Members and to entertain any motion arising from the floor concerning the proceedings of the Board of Directors. They shall also give an oral or written report at each Membership meeting.

22.04 No Remuneration of Directors – The members of the Board of Directors shall serve as such without any direct or indirect remuneration and no member of the Board of Directors shall directly or indirectly receive any profit from his or her position as such, provided that the member of the Board of Directors may be paid for reasonable expenses incurred by him or her in the performance of his or her duties.

22.05 Conflict of Interest – No member of the Board of Directors shall place himself in a position where there is a conflict of interest between his duties as a Director and his or her other interest. Every Director who is in any way directly or indirectly interested in or may become interested in a material way in an existing or proposed contract, transaction or arrangement with the Church or who otherwise has a conflict of interest by virtue of involvement with a member of his or her family (with “family” defined as spouse, father, mother, child, grandchild, brother or sister, or spouse of such family members) or by the involvement of his or her partner, business associate or Corporation that the Director is involved with as either a director, shareholder, officer, employer or agent, then such member of the Board shall declare his or her conflict of interest fully at a meeting of the Board of Directors and shall withdraw from any discussion or vote thereon and if such proposed contract, transaction or arrangement is approved by the Board, such member of the Board of Directors shall immediately resign from membership on the Board of Directors.

22.06 Dissent at Meeting

Subject to the Act, a director who is present at a meeting of directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the director requests a dissent to be entered in the minutes of the meeting;
- (b) the director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- (c) the director sends a dissent by registered mail or delivers it to the registered office of FBCSF immediately after the meeting is adjourned;

provided that a director who votes for or consents to a resolution may not dissent.

A director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within the prescribed period after becoming aware of the resolution or action, the director

- (a) causes a dissent to be placed with the minutes of the meeting; or
- (b) sends a dissent by registered mail or delivers it to the registered office of the Church

22.07 Resolutions in Writing – a resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the board.

### **23. RESIGNATION FROM BOARD OF DIRECTORS**

- 23.01 If the personal circumstance of any member of the Board of Directors make it difficult for that member to devote the necessary time or energy to the work of the Board of Directors, then that member of the Board shall be free to resign from the Board of Directors without embarrassment of stigma regardless of the remainder of the term of that member.
- 23.02 If for any reason a member of the Board of Directors chooses to resign, then that member shall give thirty (30) days written notice, if possible, to the Chairperson of the Board of Directors who in turn shall call it to the attention of the Board of Directors who shall then have the power to accept such resignation between Meetings of Members of the Church. Such letter of resignation shall set out the reasons for the departure of the member from the Board of Directors.

### **24. VACANCY ON BOARD OF DIRECTORS**

- 24.01 The position of a member of the Board of Directors shall be automatically vacated if any of the following situations occur:
- (a) if at a Meeting of Members, of not less than twenty-five (25) percent of active voting members present, an Ordinary Resolution is passed by a simple majority of the members present at the meeting that such person be removed from office;
  - (b) such Person resigns his or her position as a member on the Board of Directors by delivery of their written resignation to the Chairperson of the Board;
  - (c) such Person no longer fulfills all the qualifications of a Director set out in section 19.01;
  - (d) such Person is found to be mentally incompetent or of unsound mind;
  - (e) such Person ceases to be a Member of the Church;
  - (f) such Person becomes bankrupt;
  - (g) such Person, in the opinion of the Board of Directors confirmed by passing a Special Resolution, has evidenced unethical or immoral conduct or behavior that is unbecoming of a Christian contrary to biblical principles, or is no longer willing to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution. The Board of Directors will take to the membership a Resolution that the director be removed from office and the membership will vote on this as an Ordinary Resolution; or
  - (h) such Person dies.
- 24.02 If any vacancies should occur for any reason as set out in section 24.01 above, the Board of Directors in consultation with the Lead Pastor, by an Ordinary Resolution, may by appointment, fill the vacancy until the next Church Members meeting, at which time the vacancy will be filled by the process as set out in the procedure 20.01 above. Upon the temporary filling of such vacancy, the Board of Directors shall notify the Church Membership.

### **25. BOARD OF DIRECTORS MEETINGS**

- 25.01 Regular Meetings – Regular meetings of the Board of Directors shall be held monthly in ordinary circumstances. The dates for the Regular Meetings shall be published in a schedule by the Chairperson of the Board of Directors and distributed to the Lead Pastor and all members of the Board of Directors as soon as possible after the first Director's meeting of each fiscal year.
- 25.02 Special Meetings – Special meetings may be called by the Chairperson of the Board or by the Lead Pastor upon phoned, electronic notice, or written request as soon as possible after it is determined a special meeting needs to be held.
- 25.03 Notice of Meeting – All regular and special meetings of the Board of Directors shall be held on ten (10) days notice by prior consent or published in the Church Bulletin on the Sunday prior to such meeting or at the call of the Chairperson upon telephone or electronic notice in the event of urgency.

- 25.04 Omission of Notice – The accidental omission to give notice of any meeting of the Board of Directors to, or the non-receipt of any notice by any Director shall not invalidate any Resolution passed or any proceeding taken at such meeting.
- 25.05 Chairperson - The Chairperson of the Board of Directors shall be appointed by the members of the Board of Directors from amongst their members at the first Director's meeting following election at the Annual Meeting, and shall be an Officer of the Church. The duties of the Chairperson of the Board of Directors shall be those set out in section 27.01 herein.
- 25.06 Vice-Chairperson - The Vice-Chairperson of the Board of Directors shall be appointed by the members of the Board of Directors from amongst their members at the first Director's meeting of each fiscal year and shall be an Officer of the Church. The duties of the Vice-Chairperson of the Board of Directors shall be to assist the Chairperson, to chair meetings in the absence of the Chair of Directors and to perform such tasks as may be required by the Board of Directors.
- 25.07 Quorum – A quorum for a meeting of the Board of Directors shall be a majority of the members of the Board of Directors.
- 25.08 Voting Rights – With the exception of the Chairperson, who shall only vote in the event of an equality of votes, all members of the Board of Directors shall have one vote.
- 25.09 Minutes – The Board of Directors shall keep written minutes of each meeting. The Board of Directors shall appoint a member of the Board to prepare and maintain such minutes. Due to the potentially confidential nature of matters discussed at the Board of Directors, the minutes shall not be made public or available for review by Members with the exception of matters dealing with financial considerations which shall be disclosed to a Member upon written request or such other matters upon the unanimous consent of the Board of Directors.
- 25.10 Participation at Meetings by Telephone or Electronic Means –a Director who is not present at a meeting may, in accordance with the Regulations, participate in a Board meeting by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this Section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board.
- 25.11 Consultations by Telephone or Email –in special circumstances, all members of the Board of Directors may participate in making decisions of the Board of Directors by means of telephone or other communication facility as permits all Directors the opportunity to participate in decisions (at the discretion of the chair in regard to confidential material).

#### **IV OFFICERS**

##### **26. NAMES OF OFFICERS**

26.01 The Officers of the Church shall be:

- (a) Chairperson of Board of Directors;
- (b) Vice-chairperson of Board of Directors;
- (c) Treasurer;
- (d) Clerk;
- (e) Leader of Christian Education Team; and
- (f) Chairperson of the Finance Committee

##### **27. DUTIES OF OFFICERS**

27.01 Chairperson of Board of Directors – The duties of the Chairperson of the Board of Directors shall be as follows:

- (a) to call all meetings of the Board of Directors and Meeting of Members;
- (b) to normally preside at all such meetings of the Board of Directors as the Chairperson;

- (c) to ensure the fairness, objectivity and completeness occurring at such meetings;
- (d) to prayerfully seek the guidance of Jesus Christ in all matters of the Church;
- (e) to be permitted to express an opinion on any matter discussed at the Board of Directors;
- (f) to vote only when a deciding vote is necessary at any meeting of the Board of Directors or Meeting of Members at which he/she is chairing;
- (g) to ensure that all directives and Resolutions of the Board of Directors and Members are carried into effect; and
- (h) to carry out such other duties as are directed from time to time by the Membership of the Church or by the Board of Directors.

27.02 Vice-chairperson of Board of Directors: The duties of the vice-chairperson shall be as follows;

- (a) in the absence or disability of the chairperson, to perform the duties and exercise the powers of the chairperson;  
and
- (b) to perform such other duties as shall from time to time be imposed upon him/her by the Board of Directors.

27.03 Treasurer – The duties of the Treasurer shall be as follows:

- (a) to be responsible for the disbursing of monies on behalf of the Church subject to the budget approved by the Church at the Fall Elections and Budget Meeting, or at the direction of the Board of Directors, provided that the Treasurer may not receive any funds, or keep any envelope accounting records;
- (b) to keep an accurate cheque register;
- (c) to issue and sign cheques on behalf of the Church with either the Assistant Treasurer or Chairperson of Finance, co-signatures or in his or her absence to direct the Assistant Treasurer and the Chair of the Finance Committee to sign cheques;
- (d) to maintain payroll records;
- (e) to maintain accounts payable records;
- (f) to pay all accounts and authorized expenses either electronically or by cheque whenever practical and possible;
- (g) to invest funds belonging to the Church as recommended by the Trustee and approved by the Finance Committee;
- (h) in cooperation with the duties of the assigned tellers to be responsible for the collection of monies received by the Church and deposit of these monies received;
- (i) to keep account of all monies received by the Church and keep a full and accurate account of all assets, liabilities, receipts and disbursements of the Church including the following:
  - (aa) in cooperation with the elected Envelope Steward to keep account of the Church income;
  - (bb) recording the Church fund disbursements and receipts;
  - (cc) preparation of monthly bank reconciliations; and
  - (dd) preparation of monthly financial statements;
- (j) acting in cooperation with the envelope steward, to keep an accurate record of all contributions, as recorded by the tellers, made through envelopes to the general and other funds of the Church as exist from time to time;

- (k) in his or her absence, the duties of the Treasurer shall be performed by the Assistant Treasurer or such other Person who is temporarily acceptable to the Finance Committee upon a Resolution of the Finance Committee;
- (l) to ensure that no member of the Board of Directors receives any remuneration from the Church unless such monies are for purposes of reimbursing such Person for legitimate expenses incurred on behalf of the Church;
- (m) to issue a written report to Church Members at all regularly called Membership Meetings;
- (n) to provide a written report for the Annual Report Book.
- (o) to provide a copy of the financial statements to each member or directions to pick up a copy from the Church not less than 21 days but not more than 60 days before the Annual meeting of Members.
- (p) to carry out such other duties as directed from time to time by the Board of Directors or the Membership.

The Treasurer may not act as the Chairperson of the Finance Committee.

27.04 Clerk – The duties of the Clerk shall be as follows:

- (a) to faithfully note and record all of the business of Members Meetings;
- (b) to conduct all correspondence on behalf of the Church arising out of such meetings;
- (c) to publish the time and place for all Members Meetings with due notice;
- (d) to be the custodian of all papers and documents of the Church;
- (e) to review with a designate of the Board of Directors the membership roll of the Church for the purpose of maintaining an accurate record of active, inactive and non-resident Members;
- (f) to prepare a short statement of important points from the minutes of the Church business meetings of the current year for the Annual Report Book;
- (g) to prepare the Annual Report Book and distribute the Sunday before the Annual Business Meeting;
- (h) to carry out such other duties as directed from time to time by the Board of Directors or by the Membership; and
- (i) in his or her absence, the duties of the Clerk shall be performed by the Assistant Clerk or such other Member who is temporarily appointed by the Board of Directors upon a Resolution of the Board of Directors.

27.05 Chair of the Christian Education Team - The duties of the chair of the Christian Education Team (CE Team) and all other officers of the corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

27.06 Chairperson of the Finance Committee – The duties of the chair of Finance and all other officers of the corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

## **28. QUALIFICATONS FOR OFFICERS**

28.01 A Person may be considered for election as an Officer of the Church if he or she fulfills all of the following qualifications:

- (a) the Person must be a Member in good standing;
- (b) the Person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (c) the Person must have an active involvement within the Church;

- (d) the Person is not an ineligible individual as defined in the Income Tax Act (Canada);
- (e) the Person must be in full agreement with the Church Constitution;
- (f) the Person must have reached 18 years of age;
- (g) the Person has not been declared incapable by a court in Canada or in another country;
- (h) the Person does not have the status of a bankrupt; and
- (i) the Person must recognize that appointment as an Officer is a commitment to handle service, not a position of honour or status, nor a reward for past services.

28.02 A Person may be considered for election as an Officer of the Church even when such Person is a member of the Board of Directors.

### **29. ELECTION AND APPOINTMENT OF OFFICERS**

29.01 The Treasurer and the Clerk shall be elected by the Members at the Fall Elections and Budget Meeting from a slate of nominations presented by the Nominating Committee.

29.02 The Chairperson of the Board of Directors shall be appointed by the members of the Board of Directors from amongst their members at the first Directors meeting following the Annual Meeting.

29.03 The Chairperson of the Christian Education Team shall be appointed by the members of the CE Team from amongst their members at the first meeting during each fiscal year.

29.04 The Chairperson of the Finance Committee shall be appointed by the members of the Finance Committee from amongst their elected members at the first Finance Committee meeting during each fiscal year.

### **30. TERM AND MAXIMUM TERM OF OFFICERS**

30.01 The Chairperson of the Board of Directors shall serve for a one year term of office and may be reappointed for additional terms by the Board of Directors to a maximum of three consecutive years.

30.02 The Treasurer shall be elected to serve for two years and shall be eligible for re-election for additional terms.

30.03 The Clerk shall be elected to serve for one year and shall be eligible for re-election for additional terms to a maximum term of six consecutive years.

30.04 The Chair of the Christian Education Team shall be elected to serve for one year and shall be eligible for re-election for additional terms to a maximum term of three consecutive years.

30.05 The Chair of Finance shall be elected to serve for one year and shall be eligible for re-election for additional terms to a maximum term of three consecutive years.

30.06 Upon the completion of the term for the same Officer position, a minimum of a one year absence is required before eligibility for re-election or re-appointment to the same Officer position is restored.

### **31. RESIGNATION OF OFFICERS**

31.01 If for any reason any Officer chooses to resign his or her position, a letter of resignation together with an explanation shall be directed to the Board of Directors at least thirty (30) days prior to the effective date of such resignation and the Board of Directors shall then have the power to accept such resignation on behalf of the Church.

### **32. VACANCY**

- 32.01 The position of an Officer shall be automatically vacated If any of the following situations occur:
- (a) such Person resigns his or her office by delivery of a written resignation to the Board of Directors;
  - (b) such Person is found to be mentally incompetent or of unsound mind;
  - (c) such Person ceases to be a Member of the Church;
  - (d) such Person becomes bankrupt;
  - (e) such Person, as recommended by a Special Resolution of the Board of Directors and confirmed by an Ordinary Resolution of the Members present at a Meeting of Members called for that purpose, has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to biblical principles, or is no longer willing to comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution;
  - (f) such Person is determined by a majority vote of the Members present at a meeting called for that purpose to be unfit to hold office as an Officer of the Church for any reason; or
  - (g) such Person dies.
- 32.02 If any vacancies in the position of Officer should occur for any reason as set out in section 32.01 above, the Board of Directors by Ordinary Resolution, may by appointment, fill the vacancy during the remaining term.

### **V LEAD PASTOR, ASSISTANT PASTOR(S), AND STAFF**

#### **33. DEFINITION AND DUTIES OF THE LEAD PASTOR**

- 33.01 The Lead Pastor shall be the spiritual overseer of the Church, shall become a Church Member as soon as possible upon arrival at the Church, and shall be deemed by virtue of his/her position to be a Church Elder. The duties and rights of the Lead Pastor shall be as follows:
- (a) the duty to provide spiritual leadership to the Church and to work in conjunction with the Assistant Pastors, Church Elders and Board of Directors in implementing such spiritual leadership;
  - (b) the duty to work in conjunction with the Assistant Pastors, Church Elders and the Board of Directors in formulating and recommending Policy Statements to the Church as may be necessary from time to time;
  - (c) the duty to exercise general supervisory authority over all staff members of the Church provided that the hiring or removal of staff members, including Assistant Pastors, shall require the approval of the Board of Directors, the Human Resource Committee and/or the Members of the Church in accordance with the General Operating By-law as the case may be;
  - (d) the duty to fulfill the qualifications for a Church Elder as set out in section 40.01 herein and to ensure that his or her lifestyle does not evidence unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to biblical principles;
  - (e) the duty to be in full agreement with, uphold and be subject to the Church Constitution;
  - (f) the right to attend or to appoint a designate to attend (without power to vote) all committees of the Church, with the exception of the Board of Directors and to receive notifications of all meetings; and
  - (g) the right to receive notification and minutes of all meetings of the Board of Directors, to be present and fully participate at all such meetings, provided that the Lead Pastor shall not be a member of the Board of Directors nor have a vote thereon and shall not be present when the Board of Directors is discussing his position or salary or benefits.

### **34. DEFINITION AND DUTIES OF ASSISTANT PASTORS**

34.01 If the Lead Pastor and any existing Assistant Pastor or Pastors together with the Board of Directors by Special Resolution determine it is necessary, subject to the procedure as set out in section 35 herein, Assistant Pastors may be called by the Church for the purpose of undertaking such ministries as the Lead Pastor and the Board of Directors determine are necessary for the Church. An Assistant Pastor shall become a church member as soon as possible upon his/her arrival. The duties of an Assistant Pastor shall be as follows:

- (a) the duty to fulfill the ministry description established for his/her position by the Church Membership;
- (b) the duty to work in conjunction with the board or committee to which they are assigned in their ministry description;
- (c) the duty to fulfill the same qualifications as set out for a Church Elder in paragraph 40:01 herein and to ensure that his or her lifestyle and conduct does not evidence unethical or immoral activities or behaviour that is unbecoming of a Christian contrary to biblical principals;
- (d) the duty to be in full agreement with, uphold and be subject to the Church Constitution; and
- (e) the duty to be subject to the authority and direction of the Lead Pastor.

### **35. THE CALLING OF PASTORAL STAFF**

35.01 Establishment of Pastoral Search Committee - Whenever a vacancy in the position of Lead Pastor or Assistant Pastor occurs or the Church determines that an Assistant Pastor is to be called, a Pastoral Search Committee shall be established.

35.02 Composition of Pastoral Search Committee for the position of Lead Pastor – The Pastoral Search Committee shall consist of no more than seven (7) Members to be appointed or elected in the following manner:

- (a) The chair of the Board of Directors shall be on the Pastoral Search Committee; and
- (b) Six (6) Members shall be elected by Resolution of the Membership at a duly called Membership Meeting. The six (6) Members shall be nominated by the Members who shall obtain the prior consent of all nominees. In the event that there are more than six (6) nominees, a vote by ballot will be required. The six (6) nominees receiving the most number of votes shall be elected as members of the Pastoral Search Committee.

35.03 Composition of Pastoral Search Committee for the position of Assistant Pastor – The Pastoral Search Committee shall consist of no more than five (5) Members plus the Lead Pastor to be appointed or elected in the following manner:

Five (5) Members shall be elected by Resolution of the Membership at a duly called Membership Meeting. The five (5) Members shall be nominated by the Members who shall obtain the prior consent of all nominees. In the event that there are more than five (5) nominees, a vote by ballot will be required. The five (5) nominees receiving the most number of votes shall be elected as members of the Pastoral Search Committee.

35.04 Duties of Pastoral Search Committee – The Pastoral Search Committee shall be responsible to recommend to the Membership the calling of a Lead Pastor or an Assistant Pastor, having first taken into consideration what is in the best interest of the Church as a whole. As much as possible, the Pastoral Search Committee shall make their recommendation to the Church on an unanimous basis, but where that is not possible, a recommendation to the Church may proceed where at least six (6) out of the seven (7) Members for Lead Pastor, or (4) out of (5) Members in the case of Assistant Pastor, of the Pastoral Search Committee support the recommendation.

35.05 Term and Removal – The Pastoral Search Committee shall remain in effect until such time that the Board of Directors determines that its useful purpose has ended. Any elected member of the Pastoral Search Committee may be removed from such committee by a seventy-five percent (75%) vote of the Members present at a meeting called for that purpose and any appointed member of the Pastoral Search Committee may be removed by a seventy-five percent (75%) vote of the Board of Directors present at such meeting.

- 35.06 Recommendation – When the Pastoral Search Committee is prepared to make a recommendation, the recommendation shall first be presented to the Board of Directors for approval. If the Board of Directors approves the recommendation by an Ordinary Resolution of the Directors present at such meeting, then the recommendation shall be placed before the Membership at a Special Meeting called for the purpose of hearing the report from the Pastoral Search Committee and voting upon such recommendation.
- 35.07 Vote on Recommendation – Only one name for the position of Lead Pastor or Assistant Pastor shall be presented to the Membership at any one time for consideration. Upon approval of ninety percent (90%) of the Members present at the Special Meeting called for that purpose, a formal call will then be extended to the prospective Lead Pastor or Assistant Pastor. In the event that the recommended Person does not receive the approval of ninety (90%) of the Members present at the said special meeting, or in the event that the prospective Lead Pastor or Assistant Pastor does not accept the call, then the Pastoral Search Committee shall resume its function in finding an alternative recommendation to be made to the Membership until such time that an acceptable Lead Pastor or Assistant Pastor, as the case may be, is found.

### **36. RESIGNATION OF PASTORAL STAFF**

- 36.01 If the Lead Pastor or an Assistant Pastor wishes to resign, he or she shall first notify the Board of Directors in writing together with an explanation and shall provide no less than thirty (30) days notice prior to the effective date of his resignation. Such resignation will be deemed to include a resignation by the Lead Pastor as a Church Elder, and either position includes removal of attendance at all committees.

### **37. REMOVAL OF PASTORAL STAFF**

- 37.01 A Lead Pastor or an Assistant Pastor may be removed from his/her position with the Church for any reason on a seventy-five percent (75%) majority vote of the Members present at a Special Meeting called for the purpose of authorizing the removal of the Lead Pastor or an Assistant Pastor.
- 37.02 Nothing contained in the said procedure shall preclude the Lead Pastor or an Assistant Pastor from receiving whatever notice or equivalent monetary settlement is legally appropriate in the circumstances, if any. In the event of a disagreement between the Church and the Lead Pastor or an Assistant Pastor concerning the amount of notice or monetary settlement, if any, that is appropriate, then before any legal action is commenced the matter shall first be referred to Person or Persons mutually acceptable to the Church and the Lead Pastor or Assistant Pastor to resolve such dispute in a spirit of conciliation worthy of maintaining a Christian witness to the Church and the community.
- 37.03 The removal of the Lead Pastor from the Church shall be deemed to constitute his/her removal as a Church Elder, attendance at all committees and Membership in the Church. The removal of the Assistant Pastor from the Church shall be deemed to constitute his/her removal from attendance at all committees and Membership in the Church.

### **38. TERMS OF EMPLOYMENT OF STAFF MEMBERS**

- 38.01 All staff members of the Church (which shall be deemed to include the Lead Pastor, Assistant Pastors, all other employees of the Church, and all permanent contract workers, if applicable) shall be required to fulfill and maintain the following qualifications:
- (a) All staff members must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
  - (b) in recognition of the integral part that each staff member is to the overall ministry of the Church, each prospective staff member shall review and sign an engagement agreement with the Church that provides that the prospective staff member recognizes and agrees that employment or permanent contract work with the Church requires that the lifestyle of such staff member must not evidence unethical or immoral conduct or behaviour that in the opinion of the Board of Directors is unbecoming of a Christian contrary to biblical principles, as outlined in the Church "Lifestyle and Morality Statement" and as such, the prospective staff member will be subject to the authority of the Church as expressed in the Church Constitution, including provisions dealing with Discipline, in the same manner as if such person is a Member of the Church.

## **IV CHURCH ELDERS**

### **39. DEFINITION OF CHURCH ELDERS**

39.01 Church Elders shall be a body of spiritually qualified Persons referred to in I Timothy 3:17, Titus 1-5-10, and I Peter 5:1-5. They shall be appointed to have oversight over the spiritual ministry and visioning of the Church. The Lead Pastor is deemed to be a Church Elder. The number of Church Elders shall be determined by the Lead Pastor.

### **40. QUALIFICATION FOR CHURCH ELDERS**

40.01 A Person may be considered for appointment as a Church Elder if he or she fulfils all the following qualifications:

- (a) The Person must be over the age of twenty-one (21);
- (b) The Person must be a Member of the Church in good standing;
- (c) The Person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (d) The Person must have served as a Director or equivalent service within the Church;
- (e) The Person must fulfill the spiritual qualifications of an Elder as set out in I Timothy 3:1-7, Titus 1:5-10, I Peter 5:1-5;
- (f) The Person must be in full agreement with the Church Constitution;
- (g) The Person must recognize that appointment as a Church Elder is a commitment to humble service, not a position of honour or status, nor a reward for past service; and
- (h) The Person must recognize that appointment as a Church Elder shall involve active participation in and leadership of the spiritual ministries of the Church as they are needed.

### **41. APPOINTMENT OF CHURCH ELDERS**

41.01 Church Elders shall be appointed by the Lead Pastor in consultation with the other Church Elders subject to ratification by a majority vote of the Board of Directors.

### **42. TERM OF CHURCH ELDERS**

42.01 A Church Elder shall hold office for a term of one year and may be reappointed by the procedure set out in 41.01.

### **43. REMOVAL OF CHURCH ELDERS**

43.01 A Church Elder may be removed from his position at any time where a Church Elder no longer fulfills all of the qualifications of an Elder as set out in section 40.01 or has been otherwise disciplined under the Church Constitution, upon an Ordinary Resolution of the Church Elders (excluding the Elder in question), subject to ratification by an Ordinary Resolution of the Board of Directors.

43.02 Under certain circumstances an Elder may request a leave of absence for a period not exceeding one year. After reviewing the circumstances of the request, a leave of absence may be approved or denied by the Elders and the Pastor. Following an approved leave, the Elder may return to continue as an Elder.

### **44. PURPOSE OF CHURCH ELDERS**

44.01 The Church Elders shall be responsible together with the Lead Pastor for the spiritual and pastoral ministry of the Church in their capacity as under-shepherds of the Church. The Church Elders with the Pastor shall be actively involved in the visionary leadership of the Church. The Church Elders may serve with the Board of Directors at the ordinance of the Lord's Supper, shall respect the ultimate spiritual authority of the Lead Pastor over the Church and shall serve the spiritual and pastoral needs of the Church in accordance with the direction of the Lead Pastor. Elders may be invited to

attend a meeting of the Directors, but will not be allowed to vote at such meeting unless they are also serving as Directors.

#### **45. MEETINGS OF CHURCH ELDERS**

- 45.01 The Church Elders shall meet at such time and place and upon such notice as the Lead Pastor may determine necessary from time to time to fulfill their duty as Church Elders as provided for herein. No quorum shall be required and minutes are not required to be kept of such meetings.

### **VII PROTECTION AND INDEMNITY**

#### **46. PROTECTION AND INDEMNITY TO DIRECTORS, ELDERS, PASTORS, OFFICERS AND OTHERS**

- 46.01 Protection of Directors, Elders, Pastors, Officers and Others – Except as otherwise provided in the Act, no Director, Elder, Lead Pastor, Assistant Pastor or Officer of the Church shall be liable for the acts, receipts, neglects or defaults of any other Director, Elder, Lead Pastor, Assistant Pastor, Officer or employee or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired by the Church or for or on behalf of the Church or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Church shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any Person including any Person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Church or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director, Elder, Lead Pastor, Assistant Pastor or Officer's respective office or trust or in relation thereto unless the same shall happen by or through such Person's willful neglect or default. The Director, Elder, Lead Pastor, Assistant Pastor and Officers of the Church shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Church, except such as shall have been submitted to and authorized or approved by the Board of Directors.
- 46.02 Indemnity to Directors, Elders, Pastors, Officers and Others – Every Director, Elder, Lead Pastor, Assistant Pastor, Officer or any Member, Adherent or Person (with "Person" in this section to include corporations, partnership, joint ventures, sole proprietorships, unincorporated associations, and other forms of business organizations) who has undertaken or is about to undertake any liability on behalf of the Church, its heirs and assigns, will respectively be indemnified and saved harmless out of the funds of the Church from and against:
- (a) all costs, charges and expenses which such Director, Elder, Lead Pastor, Assistant Pastor, Officer or any other Member, Adherent of the Church or Person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of his or her office or in respect of any such liability, except such costs, charges or expenses as are occasioned by their own willful neglect or default; and
  - (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own negligence, neglect or default.

The church shall also indemnify any such persons as described above in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any Person entitled to indemnity to choose indemnity apart from the provision of this By-law to the extent permitted by the Act or law.

### **VIII NOMINATING COMMITTEE**

#### **47. DEFINITION AND DUTIES OF NOMINATING COMMITTEE**

- 47.01 The Church shall establish at the Fall Elections and Budget Meeting a Nominating Committee of a minimum of six (6) Members of the Church to consist of at least one Director for the purpose of preparing and submitting a slate of nominations for elections at the next Fall Elections and Budget Meeting. The Lead Pastor must be notified prior to all Nominating Committee meetings which will be set to accommodate his schedule. The slate of nominations shall include nominations for the Board of Directors (as presented from the Board of Directors) Officers and Committee members including the next Nominating Committee.

47.02 The Nominating Committee shall obtain the consent of all nominees (other than for the Board of Directors) before presenting their names to the Church. The Nominating Committee shall post a list of its nominees at least twenty-one days prior to the Fall Elections and Budget Meeting. Additional nominations may be made at the Meeting by any Member on the active Member's roll of the Church who has the prior consent of the nominee to any Committee of the Church except to the Board of Directors.

47.03 Members on the Nominating Committee shall serve without remuneration, provided that a committee member may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

#### **48. QUALIFICATION FOR MEMBERSHIP ON NOMINATING COMMITTEE**

48.01 A Person may be considered for appointment to a Nominating Committee if he or she fulfills all of the same qualifications as indicated for Officers in 28.01 sections (a) to (c); and

(a) the Person must not be related to another member of the Nominating Committee, with the term "related" being defined as any of the following: spouse, parent, child, grandchild, sibling or spouse of same.

#### **49. ELECTION AND TERM OF NOMINATING COMMITTEE**

49.01 The Nominating Committee shall be constituted Ordinary Resolution of the Members at the Fall Elections and Budget Meeting, on a slate of nominees prepared by the Nominating Committee plus one member of the Board of Directors.

49.02 The term of membership on the Nominating Committee shall be for a period of three years and shall be effective as of January 1<sup>st</sup> of the next fiscal year.

49.03 The maximum term of an elected member of the Nominating Committee is three years and thereafter a minimum of a one year absence is required before eligibility for re-election to the Nominating Committee is restored.

#### **50. CHAIRPERSON OF NOMINATING COMMITTEE**

50.01 The Chairperson of the Nominating Committee shall be appointed from amongst the membership of the Nominating Committee at the first meeting of the Nominating Committee during each fiscal year;

#### **51. MEETINGS OF NOMINATING COMMITTEE**

51.01 The Nominating Committee shall meet to prepare a slate of officers to present to the Fall Elections and Budget Meeting of Members, or at the call of the Chairperson of the Nominating Committee as necessary to fill vacancies during the year.

#### **52. PROCEDURE FOR MEETINGS OF NOMINATING COMMITTEE**

52.01 The procedure to be adopted during the meetings of the Nominating Committee shall be the same as those set out herein for the Board of Directors with modifications as necessary.

#### **53. REMOVAL OF MEMBERS OF NOMINATING COMMITTEE**

53.01 Any member of the Nominating Committee may be removed for any reason by an Ordinary Resolution of the Members of the Church present at a meeting called for that purpose. A vacancy occurring from such removal or from a resignation of membership on the Nominating Committee shall be filled by the Nominating Committee with approval by the Board of Directors and ratified at the next Meeting of Members.

### **IX FINANCE COMMITTEE**

#### **54. DEFINITION AND DUTIES OF THE FINANCE COMMITTEE**

- 54.01 The Church shall establish a Finance Committee of a minimum of three (3) Members at large and a Member to serve as Trustee plus the Treasurer, Assistant Treasurer, Envelope Steward, and Assistant Envelope Steward.
- 54.02 The Finance Committee is responsible for overseeing the financial operations of the Church and the preparation of the financial statements and annual budget for approval by the Membership.
- 54.03 The Trustee on the Finance Committee is responsible: to attend to the fulfillment of the legal obligations indicated in the terms of any Trust; to ensure the safekeeping of all legal documents such as deeds, mortgage records, and insurance policies; to ensure, through the Treasurer, that the appropriate documents are processed each year to guarantee continued registration as a charitable organization according to the requirements of Canada Revenue Agency (CRA); to ensure, through the Treasurer, that all withholding deductions (i.e. Canada Pension, Employment Insurance, Income Tax and Pension contributions) related to employees are paid in full at the end of each year; and in consultation with the Property Committee, to ensure that the Church is adequately covered by insurance and that this is reviewed at least every five years.
- 54.04 The Trustee on the Finance Committee is responsible to prepare financial statements of the holdings of monies which have been placed in Investments or in Trust;
- 54.05 The Finance Committee is responsible for appointing a Chair of Tellers from their three members elected from the Church and the Treasurer, Assistant Treasurer, Envelope Steward, and Assistant Envelope Steward or their families may not serve as Tellers.
- 54.06 Members on the Finance Committee shall serve without remuneration, provided that a committee member may be paid reasonable expenses incurred by him or her in the performance of his or her duties.
- 54.07 The Finance Committee shall bring a recommendation to each Annual Meeting of a public accountant to audit the church books and requested remuneration of the Public Accountant.
- 54.08 The Finance Committee shall act as a liaison between the Church and the public accountant retained by the Church to ensure that the recommendations of such accountant are implemented.

#### **55. QUALIFICATION FOR MEMBERSHIP ON THE FINANCE COMMITTEE**

- 55.01 A Person may be considered for election to the Finance Committee if he or she fulfills the same qualifications as indicated for Officers in 28.01 sections (a) to (i).

#### **56. ELECTION AND TERM OF OFFICE ON THE FINANCE COMMITTEE**

- 56.01 The general members of the Finance Committee shall be elected each year at the Fall Elections and Budget Meeting of Members from a slate of nominations presented by the Nominating Committee. The term of membership on the Finance Committee shall be for a period of three (3) years. An exception to this is the position of Trustee which will be a term of six (6) years.
- 56.02 No member of the Finance Committee except the Member who holds the position of Trustee shall be a member thereof for more than three (3) years unless the Membership votes to permit a member of the Finance Committee to be a member for one additional consecutive term where the Church Membership believes that extraordinary circumstances warrant such extension of the maximum term provided that no further extension of the consecutive term shall be granted.
- 56.03 Upon completion of the maximum terms on the Finance Committee, a minimum of a one year absence is required before eligibility to membership on the Finance Committee is restored.

#### **57. CHAIRPERSON OF THE FINANCE COMMITTEE**

- 57.01 The Chairperson of the Finance Committee shall be elected from amongst the membership of the Finance Committee at the first meeting of the Committee during each fiscal year provided that the Chairperson is not the Treasurer, Assistant Treasurer, Envelope Steward or Assistant Envelope Steward.

#### **58. MEETINGS OF THE FINANCE COMMITTEE**

58.01 The Finance Committee shall meet at such times as are determined by the Chairperson of the Finance Committee.

**59. PROCEDURE FOR MEETINGS OF THE FINANCE COMMITTEE**

59.01 The procedure to be adopted during the meetings of the Finance Committee shall be the same as those set up in section 25 herein for the Board of Directors with modifications as necessary.

**60. REMOVAL OF MEMBERS FROM THE FINANCE COMMITTEE**

60.01 Any member of the Finance Committee may be removed for any reason by an Ordinary Resolution of the Members of the Church present at a meeting called for that purpose. A vacancy occurring from such removal or from a resignation of membership on the Finance Committee shall be filled by the Nominating Committee with the approval of the Board of Directors and ratified at a Membership meeting.

**X STANDING COMMITTEES**

**61. DEFINITION OF STANDING COMMITTEES**

61.01 The Board of Directors by Resolution may establish such Standing Committees as it determines necessary from time to time;

61.02 The number of members for each Standing Committee and the mandate of such Standing Committee shall be determined by the Board of Directors and ratified at the next Meeting of Members;

61.03 Membership on each Standing Committee shall be served without remuneration, provided that a committee member may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

**62. QUALIFICATION FOR MEMBERSHIP ON STANDING COMMITTEE**

62.01 A Person may be considered for appointment to a Standing Committee if he or she fulfills the qualifications as determined by the Board of Directors and Ratified by the Membership:

- (a) the Person must be a Member in good standing to be elected as Chairperson of any Standing Committee.

**63. ELECTION AND TERM OF OFFICE ON STANDING COMMITTEES**

63.01 The members of the Standing Committees shall be elected each year at the Fall Elections and Budget Meeting of the Members from a slate of nominations presented by the Nominating Committee. The term of membership on each Standing Committee shall be for a period of three (3) years unless otherwise specified and a minimum of a one year absence is required before eligibility for re-election of membership on the same Standing Committee;

63.02 No member of the Standing Committees shall be elected for more than three (3) terms on the same Standing Committee unless the Membership votes to permit a member or members of a Standing Committee to be elected for one additional consecutive term on the same Standing Committee where the Membership believes that extra-ordinary circumstances warrant such extension of the maximum term, provided that no further extension of the consecutive term shall be granted.

**64. CHAIRPERSON AND VICE-CHAIRPERSON OF STANDING COMMITTEES**

64.01 The Chairperson and Vice-Chairperson of each Standing Committee shall be appointed from amongst the membership of that committee at their first meeting during each fiscal year provided that both the Chairperson and Vice-Chairperson of such Standing Committees shall be Members in good standing of the Church.

**65. SPECIFIC DUTIES OF STANDING COMMITTEES**

65.01 The specific duties of each Standing Committee shall:

- (a) be determined by the Board of Directors and approved by the Church Membership;
- (b) be revised from time to time by the Board of Directors in consultation with the current Chairpersons of the Standing Committees and approval by the Membership;
- (c) include the keeping of minutes of each meeting, which shall be forwarded to the Church Office for distribution to all Officers and appropriate Standing Committee Chairs and filed in the Church Office for reference;
- (d) when required, include the preparation of an annual budget for presentation to the Finance Committee and subsequent approval by the Membership;
- (e) be task oriented;
- (f) require that a report be made to the annual meeting of Members through the Annual Report Book; and
- (g) require that membership on such committee shall be served without remuneration, provided that a committee member may be paid reasonable expenses incurred by him in the performance of his duties.

## **66. MEETINGS OF STANDING COMMITTEES**

66.01 Standing Committees shall meet at such times as are determined by the Chairperson of each Standing Committee.

66.02 A committee member who is not present at a meeting may, in accordance with the Regulations, participate in a meeting by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A committee member participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.

66.03 In special circumstances, all members of the committee may participate in making decisions of the committee by means of telephone or other communication facility as permits all members the opportunity to participate in decisions (at the discretion of the chair in regard to confidential material).

## **67. PROCEDURES FOR MEETINGS OF STANDING COMMITTEES**

67.01 The procedures to be adopted during meetings of each Standing Committee shall be the same as those set out in section 25 herein for the Board of Directors with modifications as necessary.

## **68. REMOVAL OF MEMBERS FROM STANDING COMMITTEES**

68.01 Either the Board of Directors or the Membership of the Church may remove any member from any Standing Committee for any reason upon a majority vote of either the Board of Directors or the Membership of the Church at a meeting duly called for that purpose, in which event the Nominating Committee may fill such vacancy until the next Membership Meeting.

## **XI SPECIAL COMMITTEES**

### **69. DEFINITION AND OPERATION OF SPECIAL COMMITTEES**

69.01 The Board of Directors is authorized to appoint such Special Committees as are deemed necessary from time to time and to empower such committee or committees with such authority or directives as is deemed appropriate.

69.02 The Task (term of office and the duties) of such Special Committee as well as the appointment of a Chairperson of such Special Committee shall be determined by the Board of Directors unless specifically directed otherwise by the Members. Members of such Special Committees shall serve without remuneration, provided that such committee member may be paid reasonable expenses incurred by him in the performance of his duties.

69.03 The Time (number and time of meetings and time for the completion of duties) of such Special Committee shall be determined by the Board of Directors and the Special Committee shall report to the Members through the Board of Directors.

- 69.04 The procedures to be adopted during meetings of such Special Committee shall be the same as those set out herein for the Board of Directors with modifications as necessary.
- 69.05 Either the Board of Directors or the Membership of the church may remove any member from a Special Committee for any reason upon a majority vote of either the Board of Directors or the Membership present at a meeting duly called for that purpose, in which event the Nominating Committee may fill such vacancy.

## **XII AFFILIATION**

### **70. CHURCH AFFILIATION**

- 70.01 The Church shall be affiliated with such associations and organizations as directed by the Board of Directors and ratified by the Members by a Special Resolution of the Members present at a meeting called for that purpose, and in accordance with the requirement for a quorum as outlined in 17.10 herein.
- 70.02 Subject to the above, the Church shall be an Autonomous Church and a member of the Canadian Baptists of Ontario and Quebec.

## **XIII POLICY STATEMENTS**

### **71. POLICY STATEMENTS FOR THE CHURCH**

- 71.01 In consideration of the ongoing need for the Church to provide guidelines and directions to its' Members and Adherents on practical applications of biblical teachings and Christian conduct, the Church may adopt Policy Statements on such matters as are deemed necessary from time to time by the Board of Directors and such statements upon adoption as set out below shall be deemed to be a part of the Constitution.
- 71.02 A Policy Statement which affects the Church Membership directly may be proposed or amended by either the Pastor, or the Board of Directors, but shall not become operative until first approved by a vote of the Members present at a Members Meeting. Such Policy Statements shall be deemed to be a part of the Constitution.
- 71.03 A Policy Statement which affects any specific Committee of the Church may be proposed or amended by the specific Committee Members to which it applies. Such Policy Statement does not require the approval of the Membership and shall become operative after an Ordinary Resolution of the Committee which proposed such Policy Statement has been affirmed by an Ordinary Resolution of the Board of Directors. Such statements shall not be deemed to be a part of the Constitution.

## **XIV GENERAL PROVISIONS**

### **72. EXECUTION OF DOCUMENTS AND CHEQUES**

- 72.01 Contracts, documents or any instruments in writing requiring the signature of the Church shall be signed by any two Officers of the Corporation, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality. The Board of Directors shall have the power from time to time by Resolution to appoint two Officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. If applicable, the seal of the Corporation when or if acquired may be affixed to contracts, documents and instruments in writing signed as aforesaid by any two Officers and approved by the Board of Directors.

### **73. FINANCIAL YEAR END**

- 73.01 Unless otherwise ordered by the Board of Directors, the fiscal year end of the Corporation shall be December 31<sup>st</sup> of each year.

### **74. BANKING ARRANGEMENTS**

The banking business of the Corporation shall be transacted at such bank, trust company or other institute or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from

time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

## **75. BOOKS AND RECORDS**

75.01 The Board of Directors shall see that all necessary books and records of the Church required by the By-laws of the Church or by any applicable statute or law are regularly and properly kept.

## **76. FINANCIAL STATEMENTS AND BUDGET**

76.01 The Finance Committee shall prepare each year, prior to the Annual Meeting of Members the following:

- (a) financial statements for the preceding year prepared in accordance with the financial reporting standards of the Canadian Institute of Chartered Accountants for Charitable and Non-Profit Organizations as may be in place from time to time.

76.02 The Finance Committee shall prepare each year prior to the Fall Elections and Budget Meeting of Members the following:

- (a) a proposed budget for the upcoming year prepared in consultation with the chairperson of each standing and special committee, and to include the budget and expenditures of at least the previous year;
- (b) third quarter financial statements and the proposed budget shall be made available to the Members for review at least twenty-one days prior to the Fall Elections and Budget Meeting.

## **77. AUDITS**

77.01 The Members shall at each Annual Meeting, by Ordinary Resolution, appoint a public accountant to audit the church books. If the Church meets the requirements for a "designated corporation" under the Act (by having \$50,000 or less in gross annual revenues for its last completed financial year), the Members may resolve not to appoint a Public Accountant.

77.02 The public accountant must:

- (a) report to the Members on the correctness of the financial statements presented by the Finance Committee at the Annual Meeting of Members;
- (b) audit the financial statements, accounts, general fund of the Church and other investments which may be in existence from time to time and to submit the results of such audits to the Membership at the next Annual Meeting of Members. However, if the Church's gross annual revenues for its last completed financial year are equal to or less than \$250,000 the Members may, by a Special Resolution, require a review engagement conducted instead of an audit.
- (c) meet the qualifications in the Act, including being independent of the Church and its affiliates, as well as the Directors and Officers of the Church and its affiliates. The remuneration of the Public Accountant may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board of Directors.

77.03 The Finance Committee shall:

- (a) act as a liaison between the Church and the public accountant retained by the Church to ensure that the recommendations of such accountant are assessed and/or implemented.

## **78. BORROWING BY-LAW**

78.01 In accordance with Section 28 of the Canada Not-for-profit Corporations Act S.C. 2009, c.23, (the "Act") it is provided that, when authorized by by-law, duly passed by the directors and sanctioned by Special Resolution of the Members (at least two-thirds of the votes cast) at a special meeting of the members duly called for considering the by-law, the directors of the Corporation may from time to time:

- (a) borrow money on the credit of the corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- (c) give a guarantee on behalf of the corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any obligation of the corporation.

78.02 The Directors may, by Special Resolution, delegate the powers referred to in 78.01 to a director, a committee of directors or an officer.

**79. RULES AND REGULATIONS**

79.01 The Board of Directors may prescribe such rules and regulations not inconsistent with this By-law or the Constitution relating to the management and operation of the Church as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual Meeting of the Members of the Church when they shall be confirmed, and failing such confirmation, shall cease to have any force and effect.

**80. AMENDMENTS**

80.01 Notwithstanding the Act, the Articles of Continuance of the Church may be amended by a ninety percent (90%) vote of the Board of Directors voting at a meeting called for that purpose and sanctioned by an affirmative vote of at least eighty-five percent (85%) of the Members of the Church voting at a meeting duly called for the purpose of considering the said amendment, provided that notice of such Members Meeting shall be given verbally from the pulpit and/or in the Church bulletin not less than twenty-one (21) and not more than sixty 60 days prior to such Membership Meeting. Notice of a meeting of Members, whether a Regular or Special meeting, at which a proposal to make an amendment to the Articles is to be considered, shall set out the proposed amendment and the purpose thereof.

80.02 After an amendment to the Articles has been adopted articles of amendment in the form that the Director fixes shall be sent to the Director. On receipt of Articles of amendment, the Director shall issue a Certificate of Amendment. An amendment to the articles becomes effective on the date shown in the certificate of amendment and the articles are amended accordingly.

80.03 The By-laws of the Church not embodied in the Articles of Continuance may be repealed or amended by By-law and enacted by an affirmative Special Resolution of the Members voting at a Regular Members Meeting or a Special Meeting duly called for the purpose of considering the said By-law, provided that notice of such Members Meeting shall be given verbally from the pulpit and/or in the Church bulletin not less than twenty-one (21) and not more than sixty 60 days prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.

80.04 Within 12 months of the confirmation of any By-law changes by the members, a copy of the amended by-laws must be sent to Corporations Canada. Corporations Canada will not review or approve the new by-laws, but copies will be provided to interested parties upon request.

80.05 The Board of Directors shall ensure that a Special Committee is designated to review the Articles and By-laws of the Church at least every five years or as needed to satisfy government requirements.

IN WITNESS WHEREOF, we members of the Board of Directors of the Church have hereunto set our hands this

\_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Paul A. L. Smith, Chair

\_\_\_\_\_  
Nancy Jean Ferguson, Vice Chair

\_\_\_\_\_  
Sandra Nugent, Secretary

CONFIRMED by the Members of the Church on the 17day of August 2014

Per: \_\_\_\_\_  
Joan Schapansky - Church Clerk