

**CITY CENTRE
BAPTIST CHURCH**

**GENERAL OPERATING
BY-LAW #1**

Adopted 2014 June 25

TABLE OF CONTENTS

I. FOUNDATION AND PURPOSE1
1.00 NAME1
2.00 FOUNDATION1
3.00 MISSION AND CORE VALUES1

II. DOCTRINAL STATEMENTS2
4.00 ARTICLES OF FAITH2
5.00 DEFINITION OF MARRIAGE4
6.00 SCRIPTURAL INTERPRETATION4

III. CHURCH COVENANT5
7.00 COVENANT5

IV. DEFINITION, FUNDAMENTAL TERMS AND INTERPRETATIONS6
8.00 DEFINITIONS6
9.00 FUNDAMENTAL TERMS AND INTERPRETATIONS7

V. ORGANIZATIONAL STRUCTURE8
10.00 JESUS CHRIST AS HEAD8
11.00 ORGANIZATIONAL ROLE8
12.00 GUIDING PRINCIPLES8

VI. MEMBERSHIP9
13.00 MEMBERSHIP ROLE9
14.00 QUALIFICATION FOR MEMBERSHIP9
15.00 ADMISSION TO MEMBERSHIP10
16.00 DUTIES AND PRIVILEGES OF MEMBERSHIP10
17.00 SERVICE IN THE CHURCH11
18.00 WITHDRAWAL AND REMOVAL11

VII. ELDER'S BOARD12
19.00 ELDER'S BOARD ROLE12
20.00 ELDER'S BOARD DECISIONS, QUORUM, VOTING, AND MINUTES13
21.00 COMPOSITION OF ELDER'S BOARD13
22.00 ELECTION AND TERM OF ELDER'S BOARD MEMBERS13
23.00 ELDER'S BOARD CHAIR AND VICE-CHAIR APPOINTMENT AND TERM ..14
24.00 QUALIFICATION FOR THE ELDER'S BOARD14
25.00 VACANCY ON THE ELDER'S BOARD15

VIII. DEACONS16
26.00 QUALIFICATION OF DEACONS16
27.00 DUTIES OF DEACONS16

IX.	PASTOR AND STAFF	17
	28.00 THE PASTORS ROLE	17
	29.00 DUTIES AND PRIVILEGES OF THE PASTOR	17
	30.00 STAFF STRUCTURE, PERFORMANCE, AND DUTIES	18
	31.00 STAFF SELECTION AND APPOINTMENT	18
	32.00 VOLUNTEER WORKER ENGAGEMENT	19
	33.00 THE CALLING AND DISMISSAL OF THE PASTOR	20
	34.00 RESIGNATION OF THE PASTOR OR STAFF	20
	35.00 PASTORAL SEARCH COMMITTEE	20
X.	OFFICERS	22
	36.00 OFFICERS - OVERVIEW	22
	37.00 OFFICERS	22
XI.	PROTECTION AND INDEMNITY	23
	38.00 LIMITATION OF LIABILITY	23
XII.	MEETING OF MEMBERS	24
	39.00 MEMBERSHIP MEETINGS	24
XIII.	DISCIPLINE	27
	40.00 AUTHORITY AND OVERSIGHT	27
	41.00 SCOPE AND PROCESS	27
	42.00 OBJECTIVE: RESTORATION	27
	43.00 CIRCUMSTANCES GIVING CAUSE FOR DISCIPLINE	27
	44.00 RESOLUTION OF DISPUTES AMONG MEMBERS	28
XIV.	AFFILIATION	29
	45.00 CHURCH AFFILIATION	29
XV.	OPERATIONAL POLICY STATEMENTS	30
	46.00 OPERATIONAL POLICY STATEMENTS FOR THE CHURCH	30
XVI.	GENERAL PROVISIONS	31
	47.00 CORPORATE SEAL	31
	48.00 EXECUTION OF DOCUMENTS AND CHEQUES	31
	49.00 CORPORATE FINANCE	31
	50.00 FINANCIAL YEAR END	31
	51.00 BUDGET AND FINANCIAL STATEMENTS	31
	52.00 AUDITOR	32
	53.00 DISTRIBUTION OF PROPERTY AND DISSOLUTION	32
	54.00 AMENDMENTS: FOUNDATIONAL DOCUMENTS	33

**AMENDED GENERAL OPERATING
BY-LAW NUMBER 1**

A By-law relating generally to the transaction of the affairs of
City Centre Baptist Church Inc.
(a Federal Corporation Incorporated 1998 October 20)

BE IT ENACTED as a By-law of **City Centre Baptist Church** (hereinafter referred to as the "Church") as follows:

I. FOUNDATION AND PURPOSE

1.00 NAME

1.01 The Church shall be known as City Centre Baptist Church, or by such other assumed name the Church may adopt from time to time.

2.00 FOUNDATION

2.01 The foundation of the Church is Jesus Christ, and its authority in all its affairs is the Word of God.

3.00 MISSION AND CORE VALUES

3.01 The mission of the Church is to be a place where relationships are nurtured in a warm, friendly atmosphere, and where spiritual growth is inspired through faithful ministry committed to developing fully devoted Christians who are genuine in their worship, disciplined in their walk, bold in their witness, and passionate to reach their world for Jesus Christ (Matthew 28:18-20).

3.02 Empowered by the Holy Spirit through prayer, the Church:

- (a) will relentlessly reach out to people with the life-changing message of Jesus Christ;
- (b) will wholeheartedly worship the everlasting God;
- (c) will passionately pursue full devotion to Jesus Christ;
- (d) will clearly communicate the transforming truth of the Bible;
- (e) will purposefully practice being a community marked by love and grace.

II. DOCTRINAL STATEMENTS

4.00 ARTICLES OF FAITH

4.01 The Articles of Faith that Members are required to subscribe to are as follows:

A. THE SCRIPTURES

WE BELIEVE the Bible to be the very Word of God; that the sixty-six (66) books comprising the Old and New Testaments were verbally inspired in all parts and therefore wholly without error as originally given by God; that it is our final authority, our only and all sufficient rule of faith and practice.

B. GOD

WE BELIEVE there is one living and true God; who is inexpressibly holy, infinite, eternal, and perfect in all His attributes; who is self-existing in three (3) distinct Persons – Father, Son, and Holy Spirit, equal in every divine perfection. Each is to be honoured and worshipped.

C. THE LORD JESUS CHRIST

WE BELIEVE the Lord Jesus Christ is the Son of God and God the Son, who eternally existed in pre-incarnate glory.

WE BELIEVE in His virgin birth, sinless life, all-sufficient substitutionary death, victorious bodily resurrection, triumphant ascension, present intercession, and personal and glorious return.

D. THE HOLY SPIRIT

WE BELIEVE in the absolute deity and personality of the Holy Spirit; that He is the Divine Agent in the sinner's regeneration and the believer's sanctification.

WE BELIEVE at conversion He baptizes all believers into the body of Christ; indwelling and sealing them unto the day of redemption.

E. SATAN

WE BELIEVE in the existence and personality of Satan; that he was created perfect, but through pride rebelled against God, thus becoming utterly depraved; that he is the adversary of God and His children, and is the power behind the world's godless and deceptive activity; that his doom is settled in the lake of fire.

F. MAN

WE BELIEVE that man was directly created by God; that he through personal disobedience became a fallen creature, thus incurring both physical and spiritual death upon the human race. Being then totally depraved, he is dependent upon the mercy of God.

G. SALVATION

WE BELIEVE that salvation is the free gift of God, neither merited nor secured in part or in whole by any virtue or work of man, but received only by a personal faith in the Lord Jesus Christ. It is bestowed only by the sovereign grace of God through the all-sufficient sacrifice of Christ and is provided for all.

WE BELIEVE that those whom God has effectually called shall be preserved and finally perfected in the image of God.

H. THE CHURCH – LOCAL

WE BELIEVE the New Testament local church is a company of immersed believers voluntarily associated together for: the ministry of the Word; mutual helpfulness and edification; observance of the ordinances; and fulfillment of the great commission (making disciples, baptizing, and teaching, unto the ends of the earth).

WE BELIEVE the church is to be sovereign and under no higher ecclesiastical authority.

WE BELIEVE that Christians are to live soberly, righteously, and godly in this present world.

I. THE CHURCH – ORDINANCES

WE BELIEVE that there are only two (2) ordinances for the church regularly observed in the New Testament in the following order: Baptism and the Lord's Supper.

WE BELIEVE Baptism to be the immersion of the believer in water, whereby he obeys Christ's command and sets forth his identification with Christ in His death, burial, and resurrection.

WE BELIEVE the Lord's Supper to be the memorial wherein the believer partakes of the two (2) elements, bread and wine, which symbolize the Lord's body and shed blood, proclaiming His death until He comes.

J. FUTURE THINGS

WE BELIEVE in the personal, imminent, bodily and glorious return of the Lord Jesus Christ and that as Christians we will be resurrected to appear before the judgment seat of Christ, so that each one may receive according to what he has done in the body.

WE BELIEVE in the eternal blessedness of the righteous and in the eternal punishment of the wicked. The wicked will be judged at the Great White Throne judgment.

K. CIVIL GOVERNMENT

WE BELIEVE that civil government is of divine appointment for the interest and good order of society; that those in authority are to be prayed for, conscientiously honoured and obeyed, except only in things opposed to the will of our Lord Jesus Christ, who is the only Lord of the conscience and Prince of the kings of the earth.

L. CHURCH AND STATE

WE BELIEVE in the entire separation of church and state.

M. RELIGIOUS LIBERTY

WE BELIEVE in religious liberty; that every man has the right to practice and propagate his beliefs.

5.00 DEFINITION OF MARRIAGE

5.01 WE BELIEVE that marriage is a lifelong covenant ordained by God between a man and a woman (Genesis 2:23-24; Matthew 19:4-6). Marriage is designed to be the exclusive domain for sexual intimacy and the procreation of children (Hebrews 13:4; Ephesians 6:4; Titus 2:4-5; Genesis 1:27-28; Proverbs 1:8).

6.00 SCRIPTURAL INTERPRETATION

6.01 WE BELIEVE that in all Church matters involving or requiring Scriptural interpretation; including but not limited to the understanding and/or application of the Christian faith, Church doctrine, and/or Church governance; the Board is responsible on behalf of the Church to act as the interpreter of Scripture.

III. CHURCH COVENANT

7.00 COVENANT

7.01 Having been led by the Spirit of God to confess Jesus Christ as our Lord and Saviour, and on the profession of our faith, having been baptized in the name of the Father, and of the Son, and of the Holy Spirit, we do now in the presence of God most solemnly and joyfully enter into covenant with one-another, as one body in Christ. We believe that we hold the high privilege and the great responsibilities of those whose lives have been changed by God. Therefore, with joined voices we now commit ourselves to God and to one-another.

7.02 As a fellowship of believers being built up in faith and equipped for service, we covenant to work together in the power of the Holy Spirit to glorify God by making committed followers of our Lord Jesus Christ. To accomplish this task, we further covenant as follows:

- (a) we will celebrate the person of God: joyfully and thankfully worshiping God for who He is, what He has done for us and what He is continually doing for us; sharing in the observance of the Lord's Supper; regularly, with cheerful intent as an investment in ministry, giving back to the Lord in thanksgiving for His blessing on us;
- (b) we will cultivate our personal growth in Christ: striving together to be a holy people of God; living surrendered, abiding and prayerful Christian lives; reading, learning and applying the Scripture to our lives; and training our children in accordance with God's Word;
- (c) we will care for one-another in Christ: walking together in Christian love; building up one-another; seeking to promote love and unity throughout this church body; watching over one-another in brotherly love; correcting one-another when necessary; remembering one-another in prayer; and aiding one-another in sickness and times of need;
- (d) we will communicate the gospel to the world: living lives befitting those of ambassadors of our Lord Jesus Christ; praying for the unbelievers of the world; aiding in the relief of the poor; being witnesses to those whom God brings into our lives; giving of our time and financial resources; and, as God directs, going where He send us.

IV. DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATIONS

8.00 DEFINITIONS

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

- (a) "Act" means the *Canada Not-for-Profit Corporations Act, S.C. 2009, c23*, or successor, as amended from time to time, and any statute enacted in substitution thereof, and in the case of substitution, any references in the By-law of the Corporation to the provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
- (b) "Articles of Faith" means the Articles of Faith set out in this By-law;
- (c) "Board" means the Elder's Board who also are the Board of Directors of the Corporation pursuant to the Act;
- (d) "By-law" or "By-laws" means any By-law of the Corporation from time to time in force and effect, including the General Operating By-law;
- (e) "Church" means the legal entity incorporated as a Corporation without share capital under the *Canada Corporations Act* by Letters Patent dated the 20th day of October, 1998, continued by Articles of Continuance under the *Canada Not-for-Profit Corporations Act*, and named **City Centre Baptist Church**, through which its Members may fellowship together as a New Testament Church;
- (f) "Constitution" means the Articles of Continuance (including the Objects), General Operating By-law and such other By-laws as may be adopted from time to time;
- (g) "Eligible Voting Member" means a Member who is not under Discipline;
- (h) "Membership Meeting" means any Annual, Election and Budget, or Special Membership Meeting;
- (i) "Member" means a qualified Member of City Centre Baptist Church as per this By-law; "Members" or "Membership" means the collective Membership of the Church, unless the context otherwise requires;
- (j) "Person" or "Persons" shall mean individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations or entities;
- (k) "Resolution":
 - "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution;
 - "Special Resolution" means a resolution passed by a majority of not less than two-thirds ($\frac{2}{3}$) of the votes cast on that resolution.

9.00 FUNDAMENTAL TERMS AND INTERPRETATIONS

- 9.01 All By-laws shall be strictly interpreted at all times in accordance with and subject to the Constitution, the Articles of Faith and the Act.
- 9.02 In all By-laws, Policy Statements and Resolutions, unless the context otherwise requires, the following interpretations shall apply:
- (a) words importing the singular number include the plural and vice versa as the context requires;
 - (b) words importing the masculine gender include the feminine and neuter genders unless otherwise specifically provided.
- 9.03 Headings used in this By-law are for convenience of reference only and shall not affect the construction or interpretation thereof.
- 9.04 Word Capitalization within narrative copy of the By-law will identify defined terms ("Definitions"), but may also, for purposes of highlighting, refer to selected By-law captions, sections, standards, and processes; as well as selected people, and/or documents.

V. ORGANIZATIONAL STRUCTURE

10.00 JESUS CHRIST AS HEAD

- 10.01 Jesus is both the creator and foundation of the church, and His creation of the church is an on-going one in that individual men and women continue to be "born again" into a personal relationship with Him upon their confession of faith, and upon that confession, become part of His Church.
- 10.02 Jesus rules over the church; it is His Church, and it is centered in and focused on Him. Jesus is the "head" of the church (Colossians 1:18), the One the church is to make known (Ephesians 3:10), the One to whom the church submits (Ephesians 5:24), the One who makes the church holy (Ephesians 5:25), and the One to whom the church will be presented as the bride (Ephesians 5:27; Revelation 19:7-9).

11.00 ORGANIZATIONAL ROLE

- 11.01 It is the purpose of this By-law to provide a stable and effective organizational structure to aid this Church in accomplishing its Mission. The sections that follow specify a model that keeps the roles of Senior Pastor (also referred to as Pastor), Elder's Board, Deacons, Staff, and Membership distinct and effective for church health, and church growth.
- (a) The role of the Pastor is to lead the Church to accomplish its Mission.
 - (b) The role of the Elder's Board is governance of Church spiritual, administrative, and temporal affairs; including the establishment of Guiding Principles for the Pastor's leadership.
 - (c) The role of the Deacons, serving under the authority of the Elders, is the oversight of all Financial, Facilities and Benevolence operations of the Church.
 - (d) The role of the Staff is to manage the ministries of the Church, guided by the Pastor.
 - (e) The role of the Membership is to serve as primary ministers of the Church.

12.00 GUIDING PRINCIPLES

- 12.01 The Church shall function under a leadership accountability model as set forth in the Guiding Principles adopted by the Board and subject to revision by such Board from time to time in its discretion. The Guiding Principles shall include the following categories:
- (a) Mission Principles – the ends and objectives prescribed by the Board to be achieved by the Church under the leadership of the Pastor, all of which shall be in harmony with the Mission and Core Values of the Church as set out in section 3.00 herein;
 - (b) Boundary Principles – the limits set by the Board, including, but not limited to, doctrinal and financial limits on the means that may be used in pursuit of achieving the ends and objectives of the Church;
 - (c) Accountability Principles – the defined lines of authority and delegation, and the means of measuring outcomes and performance delineated by the Board whereby the Church, fulfills its Mission without violating the Boundary Principles.

VI. MEMBERSHIP

13.00 MEMBERSHIP ROLE

13.01 The primary role of the Members shall be to serve as the ministers of the Church: reaching out to unchurched people first and also caring for the needs of one-another within the Church. The following decisions of the Church shall require the approval of the Membership pursuant to this General Operating By-law and may be supplemented or superseded from time to time by additional requirements of the Act:

- (a) Calling of the Pastor;
- (b) Amending the Incorporation Documents or the By-laws;
- (c) Electing Elders;
- (d) Approving the annual budget; prior-year Financial Statements; and appointing Auditors;
- (e) Purchasing or selling the Church facilities;
- (f) Dissolving the Corporation;
- (g) Removal of a Board Member from Office for cause;
- (h) Pastoral Search Committee election;
- (i) Membership requests for a Special Membership Meeting.

14.00 QUALIFICATION FOR MEMBERSHIP

14.01 Church Membership shall be comprised of those Persons who have been admitted into Membership in accordance with the Constitution.

14.02 Any Person shall qualify to be a Member if he:

- (a) professes faith in Jesus Christ as Saviour and Lord;
- (b) has been baptized by immersion as a believer;
- (c) has attained the age of eighteen (18) years;
- (d) would not be under Discipline as set out in sections 40.00 to 44.00 herein, if he were a Member;
- (e) has completed the procedure for admission into Membership as set out in section 15.00 herein.

15.00 ADMISSION TO MEMBERSHIP

- 15.01 Any Person eligible for Membership may initiate an Application for Membership by either a verbal or written request to the Church Office or to any Elder.
- 15.02 The applicant shall be required to complete a signed Application for Membership encompassing a declaration of his faith in Jesus Christ as Saviour and Lord, a declaration of agreement with the basic doctrines of the Church as expressed in the Articles of Faith, and a commitment to adhere to and be subject to the authority of the Church as expressed in the Constitution and current Church Policies.
- 15.03 Each applicant shall be interviewed by one (1) Elder plus one (1) other Board designate, to verify that he:
- (a) fulfills all qualifications for Membership;
 - (b) subscribes to the Mission, Core Values, Doctrines, and Covenant of the Church;
 - (c) understands and accepts the Policies and Authority of the Church as expressed in the Constitution;
 - (d) is in accord with the Duties and Privileges of Membership referenced herein;
 - (e) exhibits a lifestyle and attitude consistent with the teaching of Scripture.
- 15.04 The form of application and the procedures for assessing an application shall be as set out in the Board Governance Policies Manual.
- 15.05 Once the Board is satisfied that the applicant fulfills all the qualifications for Membership as set out in section 14.00 herein, the Board may in its absolute discretion approve such applicant as a Member.
- 15.06 After the applicant for Membership is approved by Ordinary Resolution of the Board, then such Person shall immediately be deemed to have become a Member. Each new Member will be introduced to the Church family by Pastoral Staff.

16.00 DUTIES AND PRIVILEGES OF MEMBERSHIP

- 16.01 Membership carries the following duties and privileges:
- (a) to minister to one-another's spiritual needs as part of the Body of Christ;
 - (b) to participate regularly in worship and the training ministries of the Church in order to grow in faith, and the knowledge and understanding of Scripture;
 - (c) to serve faithfully and participate in the ministries and outreach activities of the Church as the Lord directs and personal circumstances permit in accordance with Church practices, policies and guidelines;
 - (d) to give generously to the financial costs of achieving the Mission of the Church as the Lord directs and personal circumstances permit;

- (e) to support the Mission of the Church and to respect and submit to the spiritual and governance authority of the leadership needed to accomplish that Mission;
- (f) to participate in the ordinances administered by the Church;
- (g) to attend, speak and participate at all Membership Meetings, and to cast a single vote on each issue requiring a vote unless under Discipline;
- (h) to seek resolution of any personal differences that may occur with another in the Church privately and graciously, as Scripture requires.

16.02 A Member may not transfer his Membership to a third party.

17.00 SERVICE IN THE CHURCH

17.01 Service in the Church is normally restricted to Members. A Non-member may have duties and privileges granted at the discretion of the Board, but shall not have voting privileges or serve as an Elder, Deacon or Officer of the church.

18.00 WITHDRAWAL AND REMOVAL

18.01 A Member who is not under Discipline, may withdraw as a Member, but must do so by written explanatory notification to the Board. Upon request by a relocating Member, such Member may be given a letter of reference addressed to the Church to which the Member is relocating.

18.02 Upon receipt of such request for withdrawal as a Member and upon the Board confirming that such Member is not under the Discipline of the Church, such Member shall be removed from Membership and shall be deemed to have also resigned from his position, if applicable, as an Elder, Deacon, Officer, or Committee Member.

18.03 If a Member is consistently absent from the Church for a period of six (6) consecutive months without reasonable cause, the Board, in its sole discretion, may send written Notice by registered mail to such Member at his last known address of its intention to terminate his Membership sixty (60) days thereafter.

18.04 If there is no response from the Member receiving such Notice within the sixty (60) day Notice period, then his Membership may be terminated by Ordinary Resolution of the Board, in which event the Church Clerk shall thereafter send written Notice by registered mail to such Member at his last known address to advise him of the termination of his Membership which shall be deemed to have ceased on the date of such Board Resolution.

VII. ELDER'S BOARD

19.00 ELDER'S BOARD ROLE

- 19.01 ***Governance:*** The spiritual, administrative and temporal affairs of the Church shall be the salient responsibility of the Board. For purposes of the Act, the Board shall be deemed to be the Board of Directors and in this regard a Board Member shall be deemed to be a Director of the Corporation.
- 19.02 ***Ministry:*** The overriding Ministry of the Board shall be to prayerfully, devotedly, faithfully, and with absolute integrity represent and serve Jesus our Lord, the Head of the Church, as His stewards and guardians of the Church's Beliefs, Mission, Behaviour, and Reputation.
- 19.03 ***Scriptural Interpretation:*** In all Church matters involving or requiring Scriptural interpretation, the Board shall be responsible on behalf of the Church to act as the interpreter of Scripture.
- 19.04 ***Governance/Operating Policies:*** The Board shall, via By-law process, establish, maintain, and administer Church compliance with such operating and governance policies/procedures as needed to guide responsible Church function and enable accountable Board governance.
- 19.05 ***Guiding Principles:*** A primary function of the Board shall be to provide accountability standards and guidance for the Pastor by writing/maintaining concise Guiding Principles in three (3) categories:
- (a) *Mission Principles* shall define for the Pastor those ministry ends which the Church exists to achieve;
 - (b) *Boundary Principles* shall define for the Pastor the boundaries of the means that may be employed to achieve the stated ends;
 - (c) *Accountability Principles* shall define for the Chairperson how the Board is to employ the Guiding Principles and monitor the Pastor's compliance with them.
- 19.06 ***Ministry Staff Appointments:*** The Board shall oversee the Calling of a Pastor, as needed, and shall review and pre-approve the Pastor's proposed appointment of paid Ministry staff.
- 19.07 ***Pastor and Staff Compensation:*** The Board shall determine the compensation of the Pastor based on his achievement of the Mission Principles while serving/operating within the Boundary Principles. Other Staff salaries and benefits shall be reviewed annually by the Board Chair and Vice-Chair in consultation with the Pastor.
- 19.08 ***Organization:*** The Board shall affirm and support the Pastor's leadership of the Church, and shall leave the management of Church ministries and operations to the Staff under the guidance and oversight of the Pastor.
- 19.09 ***Officer Performance:*** The Board shall ensure that By-law-defined and other Duties of Elders, Deacons, and Officers are responsibly performed.
- 19.10 ***Civil Authorities:*** The Board shall oversee Church compliance with relevant/applicable civil laws, by-laws, rules, regulations, and authorities.
- 19.11 ***Finances and Assets:*** The Board shall guide and monitor the Deacon's oversight of Church financial administration and performance; and shall ensure the Deacon's responsible management of physical properties/facilities.

- 19.12 **Committees:** The Board shall establish and oversee the Finance, and (as needed) Pastoral Search Committees; and otherwise may form any Committee at any time for any purpose whatsoever.
- 19.13 **Membership Administration:** The Board shall ensure Church compliance with policies/procedures governing Member admission, responsibilities/privileges, service, withdrawals, discipline, and Membership Roll management.
- 19.14 **Membership Meetings:** The Board shall convene and Chair all Church Membership Meetings.
- 19.15 **Church Safety/Security:** The Board shall reasonably ensure that the Church and any/all ministries/activities thereof represent safe and secure environments for all visitors, congregants, volunteers, Staff and contract workers.

20.00 ELDER'S BOARD DECISIONS, QUORUM, VOTING, AND MINUTES

- 20.01 Only Board actions/decisions taken while the Board is in session, and recorded in Minutes, supported as necessary by Resolution; or a non-session Resolution signed by all Elders; shall represent the official position of the Board on any/all issues before it.
- 20.02 A Quorum for any meeting of the Board shall be a simple majority of Board Membership.
- 20.03 Action of the Board shall require the deciding vote of a simple majority of Board Membership.
- 20.04 Each Board Member shall have one (1) vote except the Chairman, who shall only vote to resolve an equality/tie of votes.
- 20.05 The Board shall keep written Minutes of each meeting, and shall appoint a Board Member as Board Secretary to prepare and maintain such Minutes.

21.00 COMPOSITION OF ELDER'S BOARD

- 21.01 The Board shall consist exclusively of Elders who have been chosen as qualified for their Office and elected/re-elected in accordance with By-law process. Board function requires a minimum of three (3) to a maximum of thirteen (13) Members.

22.00 ELECTION AND TERM OF ELDER'S BOARD MEMBERS

- 22.01 **Forum:** Elections to the Board take place during an annual Election and Budget Membership Meeting, scheduled by the Board for June of each year.
- 22.02 **Nominees:** At the Election and Budget Membership Meeting, the Board shall present to the Church Membership for election and/or re-election approval those nominees certified by the Board as qualified to serve as Elders.
- 22.03 **Voting:** The Board shall be elected by an Ordinary Resolution of the Members, requiring for each nominee a majority vote of Eligible Voting Members voting in person.

22.04 **Terms:** Each Board Member shall hold office for a Term of two (2) years; may serve a maximum of three (3) consecutive Terms; and may serve again after a break of one (1) year or more. The Term of any Board Member may be vacated by resignation, or by removal as a Church Member. The remainder of a vacated Term shall be filled by the Elders and shall be counted toward the limit of three (3) consecutive Terms. Such appointment shall also require ratification by the Membership at the next Membership Meeting.

22.05 **Term Rotation:** Each Board Member shall be elected and shall retire in rotation every two (2) years. At each Election and Budget Membership Meeting, Board Members shall be elected to fill the position of those Board Members whose Term of office has expired and a Board Member so elected shall hold office until the end of the second full fiscal year after his election.

23.00 ELDER'S BOARD CHAIR AND VICE-CHAIR APPOINTMENT AND TERM

23.01 The **Chairman** (who is also the President of the Church Corporation) shall be appointed from and by the Board at the first Board Meeting of each fiscal year. The Chairman shall serve for a Term of one (1) year, and is eligible for re-election for a maximum of two (2) additional one (1) year Terms.

23.02 The **Vice-Chairman** (who is also the Vice-President of the Church Corporation) shall be appointed from and by the Board at the first Board Meeting of each fiscal year. The Vice-Chairman shall serve for a Term of one (1) year, and shall be eligible for re-election for a maximum of two (2) additional one (1) year Terms.

24.00 QUALIFICATION FOR THE ELDER'S BOARD

24.01 A male Member may be considered for election to the Board if he:

- (a) fulfills the spiritual qualifications of an Elder as set out in 1 Timothy 3:2-7, Titus 1:6-10, and 1 Peter 5:1-5;
- (b) is a Member in good standing;
- (c) is over the age of twenty-one (21) and evidences the maturity of temperament, life experience, and spirituality referenced in Scripture as role-specific prerequisites for appointment to Church leadership as an Elder;
- (d) is actively involved in service within the Church;
- (e) is in agreement with the Constitution and all current Church Policies;
- (f) recognizes that membership on the Board is a commitment to humble service, and not a position of honour or status, nor a reward for past service;
- (g) recognizes that membership on the Board is not only a governance role but shall involve active participation in, and leadership of, the spiritual ministries and operations of the Church;
- (h) is not an undischarged bankrupt;
- (i) has successfully completed a training course jointly taught by the Pastor and the Board Chairman covering Board governance and the Mission, Vision, and Structure of the Church;

- (j) agrees to execute a Covenant to uphold the highest standards of participation, service, support, and tithing with regard to the Church;
- (k) has capacity at law to contract.
- (l) is not a Staff member or married to a Staff member;
- (m) is not married to a Deacon.

25.00 VACANCY ON THE ELDER'S BOARD

25.01 The position of a Board Member shall be automatically vacated if any of the following situations occur:

- (a) he resigns as a Board Member by delivery of a written resignation to the Chairman;
- (b) he no longer fulfills all the qualifications of Board Membership pursuant to this General Operating By-law;
- (c) he is found to be mentally incompetent or of unsound mind;
- (d) he ceases to be a Member;
- (e) he, in the opinion of not less than a two-thirds ($\frac{2}{3}$) majority vote of the Board expressed by Special Resolution, has evidenced unethical or immoral conduct or behaviour 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 Constitution or is unfit to hold office as a Board Member for any other reason;
- (f) he is determined by a majority vote (Ordinary Resolution) of the Eligible Voting Members voting in person at a Special Membership Meeting called for that purpose to be unfit to hold office as a Board Member for any reason; or
- (g) he dies.

25.02 If any vacancies should occur for any reason as set out in section 25.01 herein, the remainder of such vacated Term shall be filled in accordance with the procedure detailed in section 22.04 herein.

25.03 If the number of Board Members is increased during the year within the prescribed limit, a vacancy or vacancies shall thereby be deemed to have occurred, which vacancy shall be filled in the manner provided above.

VIII. DEACONS

26.00 QUALIFICATION OF DEACONS

- 26.01 A Member may be considered for appointment as a Deacon by the Board if the Board certifies that he or she:
- (a) fulfills the spiritual qualifications of a Deacon listed in 1 Timothy 3:8-13;
 - (b) is a Member in good standing;
 - (c) is over the age of twenty-one (21) and evidences the maturity of temperament, life experience, and spirituality referenced in Scripture as role-specific prerequisites for appointment to Church leadership as a Deacon;
 - (d) is actively involved in service within the Church;
 - (e) is in agreement with the Constitution and all current Church Policies;
 - (f) recognizes that the Deacon's role is a commitment to humble service and not a position of honour or status, nor a reward for past service;
 - (g) is not an undischarged bankrupt;
 - (h) agrees to execute a Covenant to uphold the highest standards of participation, service, support, and tithing with regard to the Church;
 - (i) has capacity at law to contract.
- 26.02 A Member may be considered for appointment as a Deacon by the Board if the Board certifies that she is not married to an Elder, or he or she is not married to a Deacon.

27.00 DUTIES OF DEACONS

- 27.01 The Deacons serve under the authority of the Elders in various capacities within the Church. Among their responsibilities are Facilities, Finances and Benevolence, which duties are further detailed in the Board Governance Policies Manual. The Elders will define additional Deacons' ministries as necessary and/or appropriate.

IX. PASTOR AND STAFF

28.00 THE PASTORS ROLE

28.01 The role of the Pastor is to lead the Church to accomplish its Mission.

- (a) The Pastor shall lead the Congregation by teaching Biblical truth, casting vision, and advancing the Mission.
- (b) The Pastor shall guide the Board in its discussion of Mission Principles.
- (c) The Pastor shall guide the Staff by directing them in their management of all Church operations.
- (d) The Pastor shall hire, direct, and terminate any and all Staff in compliance with the Guiding Principles established by the Board.
- (e) The Pastor shall be accountable to the Board regarding approval of major ministry decisions, his performance based compensation, and his job retention.

29.00 DUTIES AND PRIVILEGES OF THE PASTOR

29.01 The Pastor shall be the spiritual overseer of the Church and shall meet the qualifications for an Elder as set out elsewhere herein.

29.02 The duties and privileges of the Pastor shall be as follows:

- (a) to provide spiritual leadership to the Church and to work in conjunction with the Board in implementing such spiritual leadership;
- (b) to ensure that his lifestyle does not evidence unethical or immoral conduct or behaviour that is contrary to Biblical principles and Christian testimony;
- (c) to be in full agreement with, uphold and be subject to the Constitution and current Church Policies;
- (d) to work in conjunction with the Board in formulating and recommending Policies to the Church as may be necessary from time to time;
- (e) the right to receive notification and minutes of all Meetings of the Board, to be present and fully participate at all such Meetings if invited by the Board, provided that the Pastor shall not have a vote at such Meetings and shall not be present nor entitled to minutes when the Board is discussing his position, salary or benefits;
- (f) such other duties as are from time to time set out in the Guiding Principles, this By-law, and such other documents as agreed by the Pastor in consultation with the Board.

30.00 STAFF STRUCTURE, PERFORMANCE, AND DUTIES

- 30.01 Under the leadership and oversight of the Pastor, who alone is responsible to the Board for Church management and Staff performance; the Staff shall consist of *Ministry Staff* and *Support Staff*. The term "Ministry Staff" shall apply to all individuals employed and paid to manage respective Ministries. The term "Support Staff" shall apply to administrative, office, and maintenance employees.
- 30.02 Staff positions shall be created and filled as needed to facilitate accomplishment of Church Mission and Church Ministry objectives, and to ensure provision and continuance of proficient Church management capability. Staff positions shall be continued, vacated, or discontinued based on their demonstrated contribution to the overall Mission, Ministry, and/or management of the Church. Such decisions are the responsibility and prerogative of the Pastor, except that position discontinuance, Staff hires and Staff removal also require Board approval.
- 30.03 Additional Staff may be employed as needed for the purpose of undertaking such Ministries as the Pastor and the Board determine are necessary, appropriate, and timely.
- 30.04 The *duties of Ministry Staff shall be:*
- (a) to fulfill the responsibilities of the Ministry Staff Job Descriptions as established by the Pastor and ratified by the Board;
 - (b) to provide spiritual leadership.
- 30.05 The *duties of Support Staff shall be:*
- (a) to fulfill the responsibilities of the Support Staff Job Descriptions as established by their Supervisor and approved by the Pastor.
- 30.06 The *duties of both Ministry Staff and Support Staff shall be:*
- (a) to ensure that his lifestyle and conduct does not evidence unethical or immoral activities or behaviour that is contrary to Biblical principles and Christian testimony;
 - (b) to fully agree with, uphold, and be subject to the Constitution, Church Policies, and Church authority; as referenced in Scripture and in said Church documents encompassing governance, standards, and policies;
 - (c) to be subject to the authority and direction of the Pastor.

31.00 STAFF SELECTION AND APPOINTMENT

- 31.01 **Selection:** All paid Ministry Staff will be chosen and appointed by the Pastor, with the pre-appointment approval of the Board. All Support Staff will be chosen and appointed by the appropriate Supervisor, with the pre-appointment approval of the Pastor.
- 31.02 **Testimony:** Each Staff appointee/employee shall be personally committed to Jesus Christ as Saviour and Lord, and give evidence thereof.
- 31.03 **Membership:** Each Staff appointee shall agree to become, if not already, a Church Member coincident with his appointment. The Board must approve any exceptions considered by the Pastor as necessary and justifiable.

31.04 **Documentation:** Each Staff appointee shall sign and date each of the following documents which are integral to the hiring process of the Church; which process and documentation may be modified and/or supplemented from time to time by appropriate Church authority:

- (a) Offer of Employment: expresses the terms of employee engagement;
- (b) Job Description;
- (c) Faith, Conduct, and Authority Compliance Declaration;
- (d) Ethical Conduct Policy Statement;
- (e) Non-Harassment Policy Statement;
- (f) Police Records Search Consent Form;
- (g) Credit Report Consent Form (if required for specific position).

32.00 VOLUNTEER WORKER ENGAGEMENT

32.01 Ministry Staff shall be responsible for the engagement, deployment, and oversight of qualified Volunteer Workers to consistently ensure that Ministry needs are met.

32.02 Each Volunteer applicant who will work with children or youth on a regular, back-up or special-event basis must meet the following prerequisites to service:

- (a) **Testimony:** Each applicant/worker shall be personally committed to Jesus Christ as Saviour and Lord, and give evidence thereof;
- (b) **Tenure:** Each applicant must have attended the Church for a minimum of six (6) months; preferably with current status of Member. By exception supported by thorough background interviews, shorter tenure may be accepted for a new or pending Member relocated from another Church of like faith;
- (c) **Documents and Processing:** Each applicant must sign and date the following pre-engagement documentation; which must be supported by appropriate applicant interview(s) and investigation of references by the Staff:
 - (i) Volunteer Application Form;
 - (ii) Faith, Conduct, and Authority Compliance Declaration;
 - (iii) Police Records Search Consent Form;
- (d) **Orientation:** Staff shall ensure that each newly accepted volunteer receives thorough orientation relevant to Church policies/practices, the Ministry mission and context, and assigned duties.

33.00 THE CALLING AND DISMISSAL OF THE PASTOR

- 33.01 In the event of a vacancy in the position of Pastor, the Board Chairman may invite the FEBCentral Region of the Fellowship of Evangelical Baptist Churches in Canada to assist the Board in the process of finding and calling a new Pastor who has demonstrated the ability to lead this Church to the next level of effectiveness in achievement of its Mission.
- 33.02 The Board may call an Interim Pastor until a permanent Pastor is in place.
- 33.03 Calling a new Pastor shall require Board approval of the proposed candidate by the affirmative vote of not less than seventy-five (75%) percent of Board Members, and Membership approval to call the candidate by the affirmative vote of not less than eighty-five (85%) percent of Eligible Voting Members voting in person at a Special Membership Meeting convened for this purpose.
- 33.04 Dismissing a Pastor shall require not less than a seventy-five percent (75%) affirmative vote of Board Membership to initiate the action.
- 33.05 When a Pastor is dismissed, the Board shall provide a severance package in accordance with local laws and denominational standards.

34.00 RESIGNATION OF THE PASTOR OR STAFF

- 34.01 If the Pastor wishes to resign, he shall notify the Board in writing together with an explanation and shall provide no less than thirty (30) days and no more than forty-five (45) days Notice prior to the effective date of his resignation. Such resignation will be deemed to include resignation as a Member unless remaining with the church.
- 34.02 If Staff wish to resign, they shall notify the Pastor in writing together with an explanation and shall provide no less than thirty (30) days and no more than forty-five (45) days Notice prior to the effective date of their resignation. Such resignation will be deemed to include resignation as a Member unless remaining with the church.
- 34.03 Nothing contained in the said procedure shall preclude the Pastor or Staff from receiving whatever Notice or equivalent monetary settlement is legally appropriate in the circumstances, if any. In the event of a disagreement between the Board and the Pastor or Staff concerning the amount of Notice or monetary settlement, if any, that is appropriate, then before any action is considered the matter shall first be referred to a person or persons mutually acceptable to the Board and the Pastor or Staff to resolve such dispute in a spirit of conciliation worthy of maintaining a Christian witness to the Church and the community.

35.00 PASTORAL SEARCH COMMITTEE

- 35.01 Whenever a vacancy occurs in the position of Pastor, a Pastoral Search Committee shall be established.
- 35.02 The Pastoral Search Committee shall consist of eight (8) Members to be appointed or elected in the following manner:
- (a) Two (2) Elders and two (2) Deacons shall be appointed by a Ordinary Resolution of the Board;

- (b) Four (4) Church Members who are neither Elders nor Deacons nor spouses of Elders or Deacons, and who are Members not under Discipline, shall be elected by simple majority (Ordinary Resolution) of the Eligible Voting Members voting in person at a Special Membership Meeting called by the Board for this purpose as set out in section 39.05 herein. The Board at said Meeting shall recommend approved nominees who have consented to Search Committee candidacy to the Membership for election. The Board shall announce and post a list of Board-approved nominees on at least three (3) Sundays prior to the referenced Membership Meeting;
 - (c) The Committee shall have a Chairman who shall be appointed by the Board, and shall have one (1) vote.
- 35.03 The Pastoral Search Committee shall recommend a Pastor-candidate to the Board when said candidate receives a preferably unanimous, but a required minimum affirmative vote of seventy-five percent (75%) of Committee Members. If at least seventy-five percent (75%) of Board Members approve such recommendation, then a Special Membership Meeting shall be called by the Board for the purpose of hearing the Pastoral Search Committee report on the candidate, and voting on his candidacy.
- 35.04 Only one (1) name for the position of Pastor shall be presented to the Membership at any one time for consideration. Following Membership approval of a candidate by at least eighty-five percent (85%) of Eligible Voting Members voting in person at a Special Membership Meeting called for the purpose of Pastor-nominee approval, a formal call will be extended to the prospective Pastor. Should the recommended name not receive the specified/required Membership endorsement, or should the prospective Pastor not accept the call, then the Pastoral Search Committee shall resume its function until such time as an acceptable Pastor is found.
- 35.05 The Pastoral Search Committee shall remain in effect until such time that the Board determines that its useful purpose has ended.

X. OFFICERS

36.00 OFFICERS - OVERVIEW

- 36.01 The Board, by Ordinary Resolution, shall appoint a Chairman, a Vice-Chairman, a Treasurer and a Church Clerk. All Officers shall be presented to the Membership after the Board has appointed them.
- 36.02 A Member may be considered for appointment as Treasurer or Church Clerk if he/she meets the qualifications for a Deacon prescribed herein. The Treasurer and Church Clerk shall serve for a Term of two (2) years and their service may be renewed for another Term at the discretion of the Board.
- 36.03 The Chairman shall enforce the Accountability Principles and shall lead the Board when discussing the Pastor's performance and compensation.
- 36.04 The Vice-Chairman shall exercise all of the authority and comply with all the obligations of the Chairman in the event that the Chairman is not able to function.
- 36.05 The Treasurer shall ensure that the financial policies of the Guiding Principles are strictly maintained and adhered to.
- 36.06 The Church Clerk shall record all of the business of Membership Meetings, conduct correspondence on behalf of the Church arising out of such Meetings, and is the custodian of all papers and documents of the Church.
- 36.07 Any Board Member may sign legal documents on behalf of the Corporation if so directed by the Chairman in compliance with the Guiding Principles established by the Board; and subject to Membership approval when required.
- 36.08 Nothing herein contained shall be construed to preclude any Officer from being reimbursed for reasonable expenses incurred in the performance of his duties in his capacity as an Officer of the Corporation.
- 36.09 If any Officer vacancies should occur, the Board, by Ordinary Resolution will fill the vacancy during the remaining Term.

37.00 OFFICERS

- 37.01 The Officers that are appointed by the Board shall be:
- (a) Chairman/President of the Corporation;
 - (b) Vice-Chairman/Vice-President of the Corporation;
 - (c) Treasurer of the Corporation;
 - (d) Church Clerk of the Corporation.

XI. PROTECTION AND INDEMNITY

38.00 LIMITATION OF LIABILITY

38.01 Board Members, Deacons, Officers, Signing Officers, Pastors or Staff shall not be personally liable for the debts, liabilities, or other obligations of the Church. The Protection and Indemnification scope and processes are detailed in the Board Governance Policies Manual.

XII. MEETING OF MEMBERS

39.00 MEMBERSHIP MEETINGS

39.01 **Annual Meeting:** An Annual Membership Meeting shall be held prior to October 31st of each year at such time and place determined by the Board to:

- (a) hear necessary reports from the Officers, Pastor and the Board;
- (b) review and approve, if acceptable, the financial statements for the immediately preceding year, including the Auditor's report thereon;
- (c) appoint the Auditors for the upcoming year;
- (d) transact any other necessary business.

39.02 **Election and Budget Meeting:** An Election and Budget Membership Meeting shall be held prior to June 30th of each year at such time and place as determined by the Board to:

- (a) elect Elders as required for the next fiscal year;
- (b) approve the proposed Budget for the upcoming fiscal year;
- (c) transact any other necessary business.

39.03 **Special Meetings:** At the request of a majority of the Board, Special Membership Meetings shall be called and convened by the Chairman as hereinafter noted.

39.04 **Voting Rights and Eligibility:** At every Meeting where a Membership vote is required, every Eligible Voting Member present shall have one (1) vote; exercisable when each Resolution calls for a Membership vote.

39.05 **Notice of Meetings:**

- (a) Notice of the time and place of all Membership Meetings (Annual, Election and Budget, and Special) shall be given to each Eligible Voting Member entitled to vote at the Meeting by **one or more** of the following means:
 - by mail, courier or personal delivery to each Eligible Voting Member entitled to vote at the Meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the Membership Meeting is to be held; **or**
 - by telephonic, electronic or other communication facility to each Eligible Voting Member entitled to vote at the Meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the Membership Meeting is to be held; **or**

- by affixing the notice, no later than 30 days before the day on which the Membership Meeting is to be held, to a notice board on which information respecting the Corporation's activities is regularly posted and that is located in the main facility of the Corporation.

Notice of the Membership Meeting shall advise Eligible Voting Members that they have the right to vote by mailed-in ballot if they meet the requirements of doing so as set out in section 39.14.

- (b) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to each Eligible Voting Members entitled to vote at a Membership Meeting.
 - (c) ***In addition*** to the notice to be given as required by the Act, notice of all Membership Meetings (Annual, Election and Budget, and Special) shall be given to Members by notice verbally from the pulpit and in the Church bulletin at least three (3) Sundays prior to the date of the Membership Meeting.
 - (d) ***Exception:*** Upon written request to the Board signed by at least five percent (5%) of Eligible Voting Members, a Special Membership Meeting shall be called and convened by the Chairman within twenty-one (21) days of receiving such request. If the Board does not call a Special Membership Meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the Special Membership Meeting.
- 39.06 ***Waiver of Notice:*** A Member may waive notice of a Membership Meeting and attendance of any such Member at a Membership Meeting shall constitute a waiver of notice of the Meeting, except where such Member attends a Meeting for the express purposes of objecting to the transaction of any business on the grounds that the Meeting is not lawfully called.
- 39.07 ***Omission of Notice:*** The accidental omission to give Notice of a Membership Meeting or any irregularity in the Notice of any such Meeting or the non-receipt of any Notice by any Member or by the auditor or the Corporation shall not invalidate any Resolution passed or any proceedings taken at any Membership Meeting, provided that no Member objects to such omission or irregularity.
- 39.08 ***Quorum:*** A quorum for all Membership Meetings shall be constituted by the presence of twenty percent (20%) of Eligible Voting Members immediately prior to the specified time for opening the subject Meeting. No business shall be transacted at any Membership Meeting unless the requisite quorum is present at the opening of the Meeting. If a quorum is not present at the time appointed for a Membership Meeting or within such reasonable time thereafter as the Members present may determine, the Members present and entitled to vote may by Ordinary Resolution adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of section 39.05 herein, with regard to Notice of Meeting shall apply to such adjournment.
- 39.09 ***Chairman:*** The Chairman (or in his absence, the Vice-Chairman, or in his absence, a designate appointed by the Board by Ordinary Resolution) shall act as Chair of all Membership Meetings and shall only be entitled to vote in the event of an equality of votes (in which event he shall have the casting vote), or in the event of a secret ballot.
- 39.10 ***Resolutions:*** At all Membership Meetings, every matter before the Members shall be determined by Ordinary or Special Resolution, as applicable to the matter, in accordance with the Act.

- 39.11 ***Voting Procedure:*** Every question submitted to any Membership Meeting 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 Chairman shall have the casting vote. At any Meeting, unless a secret ballot is provided, a declaration by the Chairman 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 Chairman or upon the request of any Member and shall be taken in such a manner as the Chairman 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.
- 39.12 ***Meeting Protocol:*** The rules of procedure for Membership Meetings, Board meetings and all Committee meetings shall follow parliamentary procedures established by the Board.
- 39.13 ***Adjournment:*** The Chairman may with the consent of the majority of Eligible Voting Members voting in person at any Membership Meeting adjourn the same from time to time to a fixed time and place, and no notice of such adjournment need be given to Members, providing such rescheduled date falls within thirty (30) days of the adjourned meeting. Any business may be introduced and/or dealt with at any rescheduled Membership Meeting which might have been introduced and/or dealt with at the original Membership Meeting.
- 39.14 ***Voting by Mailed-in Ballot:*** Eligible Voting Members shall have the right to vote by mailing in, or by hand delivery, in a sealed envelope, their ballot to the Chairman, at the address of the Corporation. Such right to vote by mailed-in ballot shall only be available to such Eligible Voting Members as are not able to attend the Members Meeting due to a reason which, in the sole discretion of the Chairman, justifiably prevents an Eligible Voting Member from attending.

XIII. DISCIPLINE

40.00 AUTHORITY AND OVERSIGHT

The Word emphasizes that the Church is responsible collectively, and its' Members individually, to uphold and maintain a blameless testimony before the world as evidence of their Christian faith. In this context, the Church is also commanded and guided by Scripture to discipline its' Members should any wilfully engage in open habitual behaviour which conflicts with the doctrinal and life-conduct standards of the Word. The Elders, following Scriptural guidance and operating in the spirit of meekness and Christian love, oversee Church Discipline.

41.00 SCOPE AND PROCESS

All Members of the Church, regardless of Staff role or Office held, are subject to the Discipline of the Church should alleged misconduct such as the Circumstances referenced herein be confirmed by the Elders. The Processes of Church Discipline are detailed in the Board Governance Policies Manual.

42.00 OBJECTIVE: RESTORATION

A primary aim of Church Discipline is to sensitively and prayerfully restore the offender to fellowship with God and the Church. In administering Discipline, the Elders and Members are cautioned to ensure that all of their words and actions relevant to any Discipline issue/process must constantly communicate a caring and responsible posture and witness.

43.00 CIRCUMSTANCES GIVING CAUSE FOR DISCIPLINE

43.01 A Member shall be deemed to be under the Discipline of the Church if the Elders determine by investigation that any of the following circumstances have occurred:

- (a) he has evidenced unethical, immoral, or illegal and/or criminal conduct or behaviour that is contrary to Biblical principles and Christian testimony; and as applicable, civil law;
- (b) his conduct evidences an unwillingness to either comply with, or adhere to, or submit to the authority and procedures set out in the Constitution;
- (c) he has propagated doctrines and practices contrary to those set forth in the Articles of Faith or the general teachings of the Church;
- (d) his conduct has been divisive, promoting division within the Membership;
- (e) he has wronged another Member causing discord or dissension in the Church, with or without malicious intent that is not repented of, and has not been resolved through the mechanism for dispute resolution set out in the following section herein.

44.00 RESOLUTION OF DISPUTES AMONG MEMBERS

44.01 Disputes amongst Members shall, as much as possible, be resolved in accordance with principles set out in such Scripture: Matthew 18:15-20; Luke 17:3; Galatians 6:1; and 1 Corinthians 6:1-8; applied as per the following procedure.

- (a) a Member who believes that he has been wronged by another Member for whatever reason shall confront such Member with an explanation of the wrong which is alleged to have occurred;
- (b) if the Member so confronted does not listen to the Member who has confronted him, or if the matter is not resolved, then the Member who is alleged to have been wronged shall confront the Member who is alleged to have caused the wrong in the presence of one (1) or two (2) witnesses;
- (c) if the Member who is alleged to have done the wrong still does not listen or if the dispute is not resolved, then the Member who is alleged to have been wronged shall refer the matter to an Elder;
- (d) the Elder and/or the Pastor shall then confront the Member who is alleged to have caused the wrong in an attempt to resolve the dispute, failing which the matter shall be referred to the Board, for appropriate action, pursuant to the procedure for Discipline as set out in the Board Governance Policies Manual.

XIV. AFFILIATION

45.00 CHURCH AFFILIATION

- 45.01 The Church shall be affiliated with such associations and organizations as recommended by the Board to the Membership and approved by a Special Resolution vote of not less than two-thirds ($\frac{2}{3}$) of the Eligible Voting Members voting in person at a Membership Meeting called for that purpose.
- 45.02 Subject to the above, the Church shall be affiliated with the Fellowship of Evangelical Baptist Churches of Canada.

XV. OPERATIONAL POLICY STATEMENTS

46.00 OPERATIONAL POLICY STATEMENTS FOR THE CHURCH

- 46.01 In consideration of the ongoing need for the Church to provide guidelines and directions to its Members on practical applications of Biblical teachings, doctrinal considerations and Christian conduct, the Church may adopt Operational Policy Statements on such matters as are deemed necessary from time to time by the Board.
- 46.02 An Operational Policy Statement may be proposed or amended by the Board, but shall not become operative until first approved by not less than a seventy percent (70%) vote of the Board and ratified by a Special Resolution vote of not less than two-thirds ($\frac{2}{3}$) of the Eligible Voting Members voting in person at a Special Membership Meeting duly called for that purpose.
- 46.03 By exception, an Operational Policy Statement considered urgent and/or essential to the ongoing management and operation of the Church may be implemented by the Board with the approval of not less than seventy percent (70%) of Board Members provided that such Operational Policy Statement shall have force and effect only until the next Annual Membership Meeting when they will be affirmed by a Special Resolution vote of two-thirds ($\frac{2}{3}$) of Eligible Voting Members voting in person; failing which such Operational Policy Statement shall cease to have any continued force and effect.

XVI. GENERAL PROVISIONS

47.00 CORPORATE SEAL

47.01 The seal, an impression thereof is stamped in the margin hereof or as changed by Ordinary Resolution of the Board from time to time, shall be the seal of the Church.

48.00 EXECUTION OF DOCUMENTS AND CHEQUES

48.01 Contracts, documents or any instruments in writing requiring the signature of the Church shall be signed by any two (2) Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality. The Board shall have the power from time to time by Ordinary Resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid by any Officer or Officers so authorized.

48.02 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such authorized Officer or Officers, or Person or Persons whether or not an Officer, and in such manner as the Board may from time to time designate by Ordinary Resolution.

49.00 CORPORATE FINANCE

49.01 Any and all financial actions of the Corporation encompassed by Part 5, Section 28, of the *Canada Not-for-Profit Corporation Act*, and not previously approved by the Membership in the adopted Church Budget, shall require prior authorization by Ordinary Resolution of the Board and Membership approval by Special Resolution where such individual financial action will exceed a monetary value of twenty-five thousand dollars (\$25,000).

50.00 FINANCIAL YEAR END

50.01 Unless otherwise ordered by the Board, the fiscal year end of the Corporation shall be June 30th of each year.

51.00 BUDGET AND FINANCIAL STATEMENTS

51.01 *Relevant to the Election and Budget Membership Meeting:*

- (a) each year prior to the Election and Budget Membership Meeting a Board-designate shall prepare a Proposed Budget for the upcoming year in consultation with the Staff and Ministry Leaders, and shall include for comparative analysis the budget and expenditures of at least the previous year.

- (b) the Proposed Budget shall be reviewed by the Finance Committee and be forwarded to the Board with recommendation for approval at least five (5) weeks prior to the Election and Budget Membership Meeting and shall thereafter be, in summary, directly communicated to, and otherwise made available to the Members for review at least twenty-one (21) days prior to that Meeting.
- (c) the Proposed Budget shall be presented by the Board at the Election and Budget Membership Meeting for approval by the Members.

51.02 *Relevant to the Annual Membership Meeting:*

- (a) each year prior to the Annual Membership Meeting the Board shall request the preparation of Financial Statements for the preceding year prepared by Chartered Accountants 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.
- (b) the Financial Statements including the Accountants Report shall be reviewed by the Finance Committee and be forwarded to the Board for approval at least five (5) weeks prior to the Annual Membership Meeting and shall thereafter be, in summary, directly communicated to, and otherwise made available to the Members for review at least twenty-one (21) days prior to that Meeting.
- (c) the Financial Statements shall be presented by the Board at the Annual Membership Meeting for approval by the Members.

52.00 AUDITOR

52.01 The Members shall at each Annual Membership Meeting, consider and, if appropriate, affirm the appointment of the Board's proposed auditor who will operate at arms' length from the Board for a one (1) year Term, to audit the financial records of the Church which shall include the following:

- (a) to report to the Members on the fairness of the financial statements presented at the Annual Membership Meeting;
- (b) to audit the financial statements, accounts, general fund of the Church and restricted funds which may be in existence from time to time and to submit the results of such audits to the Membership at the next Annual Membership Meeting;
- (c) to liaison with the Treasurer who shall ensure that the recommendations of such accountant are implemented;
- (d) to carry out such other duties as are directed from time to time by the Board.

53.00 DISTRIBUTION OF PROPERTY AND DISSOLUTION

53.01 In the event that the Membership elects by Special Resolution or is required by law to wind up the Corporation and dispose of its assets, the Members shall continue as a Church, until a revised General Operating By-law or Charter is adopted. Ownership of all net assets of the Corporation after payment of all debts and obligations shall be vested in the Membership of the Church.

53.02 In the event that the Membership elects by Special Resolution or is required by law to disband and terminate City Centre Baptist Church, all net assets, after payment of all debts and obligations shall become the sole property of an organization organized and operated for like-minded religious purposes, and which preferably is a Fellowship of Evangelical Baptist Churches FEB Central Region member, to be used as is deemed best to further the mission, vision and principles that embodied City Centre Baptist Church, and shall, at the time, qualify as an exempt organization within the meaning of the *Income Tax Act*, R.S.C. 1985, or successor, as amended from time to time.

54.00 AMENDMENTS: FOUNDATIONAL DOCUMENTS

54.01 *Scope:*

- (a) The Foundational Documents are each of those named herein; specifically the Constitution, which encompasses the Articles of Continuance, the By-laws and the Articles of Faith.
- (b) The term "amendment" shall mean any change of any nature whatsoever in the specified Foundational Documents in part or in whole; including, without limitation, revision, supplementation, and/or repeal.

54.02 *Proposal Procedure:*

- (a) A proposal for amendment, in part or in whole, of any Foundational Document may be initiated by:
 - (i) the Pastor by request to the Board; or
 - (ii) a written petition to the Board signed by not less than two-thirds ($\frac{2}{3}$) of the Eligible Voting Members; or
 - (iii) the Board by an affirmative vote of not less than seventy percent (70%) of Board Members.
- (b) Following Board agreement by not less than a seventy percent (70%) affirmative vote of Board Members to recommend such proposed amendment to the Membership, the Board shall call a Special Membership Meeting as per section 39.05 herein for the stated purpose of considering such proposal.
- (c) The Membership vote on the proposed amendment shall be conducted in accordance with the voting procedures described in section 39.11 herein.

54.03 *Approval Process:* Any/all proposal(s) for amendment, in part or in whole, of any Foundational Document shall require:

- (a) an affirmative vote of not less than seventy percent (70%) of Board Members; **and**
- (b) an affirmative vote of not less than seventy-five percent (75%) of Eligible Voting Members voting in person at a Special Membership Meeting duly called for the purpose of considering such proposal; **and**

- (c) the written approval of the Federally-appointed Director under the Act, prior to the implementation of any proposed changes to the Articles of Continuance.

IN WITNESS WHEREOF, we the members of the Board have hereunto set our hands this 25th day of June, 2014.

RICARDO BOWEN

MARK BABER

ADAM KOSTIW

PAUL LAROCHE

SCOTT McGILL

FEMI OYEDELE

JAMES PATRICK

CONFIRMED by the Members on this 25th day of June, 2014.

Per: _____
DENITA PENNER
Church Clerk

D:\CCBC\GOB Stuff\New GOB\GOB #1 - Under New NFP Act - Membership Approved with changes - 2014 June 25.doc