



## **BYLAW NO 1**

**A Bylaw to regulate the affairs of**

### **TRINITY EVANGELICAL MISSIONARY CHURCH An Ontario Not-for-Profit Corporation**

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**IT IS HEREBY ENACTED as Bylaw No. 1 of Trinity Evangelical Missionary Church Corporation (hereinafter called “the Corporation” or the “Local Fellowship”, or “Church” as follows):**

## SECTION ONE

### INTERPRETATION

#### 1.01 Definitions

In the Bylaws of the Corporation, unless the context otherwise requires:

“**Act**” means the Ontario Not-for-Profit Corporations Act as from time to time amended.

“**Adherent**” means a Person who regularly participates in the community of the Church, but who has not completed formal application for Membership in the Church.

“**AGM**” means the Annual General Meeting of the Members of the Corporation.

“**Appoint**” means “**elect**” and vice versa.

“**Articles of Faith and Articles Practice**” are found in the Bylaw of Evangelical Missionary Church of Canada.

“**Articles of Governance**” are found in the Bylaw of Evangelical Missionary Church of Canada.

“**Board**” means the Church Board consisting of Board Members.

“**Board Member**” means one of those persons who form the Church Board and are described in Section 5 and the Directors of the Corporation.

“**Bylaws**” mean this Bylaw and all other Bylaws of the Corporation from time to time in force and effect.

“**Church**” means the Local Fellowship, that is, the Corporation.

“**Corporation**” means the Local Fellowship or local Church or congregation whose operations are described in this Bylaw.

“**Director**” means a Member of the governing Church Board and is described in Section 5.

“**Elder or Elders**” means those that have oversight over the spiritual ministry of the Church in accordance with the policy set in keeping with section 5.02.

“**EMCC**” means the Evangelical Missionary Church of Canada.

“**EMCC Bylaw or Bylaws**” means the operating Bylaw of the Evangelical Missionary Church of Canada including the Articles of Faith and Articles Practice and the Articles of Governance.

“**Local Fellowship**” shall mean the Corporation.

“**Member**” means a Member of the Local Fellowship or Corporation in accordance with the provisions of Section Four of this Bylaw.

“**Officer**” means the Board Chair, the Secretary and the Treasurer, or, in lieu of a Secretary and Treasurer, the Secretary-Treasurer and such other Officers as the Board of Directors may determine by resolution.

“**Ordinary resolution**” means a resolution passed by a majority of the votes cast by the Members of the Board who voted in respect of that resolution.

“**Signing Officer**” means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation, as set out in this Bylaw.

**“Special resolution”** means a resolution passed by a three-quarters (75%) majority of the votes cast by the members of the Board, or of the Corporation, as the case may be, who voted in respect of that resolution.

**“Statement of Faith and Practice”** means the Articles of Faith and Articles Practice of the Evangelical Missionary Church of Canada, as they may be amended from time to time.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used in this Bylaw. Words importing the singular number include the plural and vice versa. Words importing persons include individuals, bodies corporate, trust and unincorporated organizations unless otherwise stated in the Bylaws.

**1.02 Conflict with the Act**

To the extent of any conflict between the provisions of the Bylaws and the provisions of the Act, the provisions of the Act shall govern.

**1.03 Headings and Sections**

The headings used throughout the Bylaws are inserted for convenience of reference only and are not to be used as an aid in the interpretation of the Bylaws. “Section” followed by a number means or refers to the specified section of this Bylaw.

**1.04 Invalidity of any Provision of Bylaws**

The invalidity or unenforceability of any provision of the Bylaws shall not affect the validity or enforceability of the remaining provisions of the Bylaws.

**SECTION TWO**

**OBJECTS, STATEMENT OF FAITH AND AFFILIATION**

**2.01 Objects and Powers**

The objects and powers of the Corporation shall be those set out in its Letters Patent, as amended from time to time.

**2.02 Affiliations**

This Bylaw is consistent with these fundamental relationships: Subject to the membership provisions of EMCC, the Local Fellowship is a Member Church with the Evangelical Missionary Church of Canada (“EMCC”) and shall adhere to the requirements, duties, rights, obligations and privileges of Member congregations and shall conduct its affairs in the spirit of unity and co-operation with the EMCC and fraternally with other Members thereof. As such this Local Fellowship shall maintain its operations and practices and its Bylaws consistent with the Bylaws of the EMCC, Articles of Faith and Articles Practice and Articles of Governance, as they may be amended from time to time.

**2.03 Doctrine and Articles of Faith and Articles of Practice**

This congregation as a Member Church of the EMCC adopts and affirms the Articles of Faith, Articles of Practice, and position papers of the EMCC as may be amended from time to time.

## SECTION THREE

### BUSINESS OF THE CORPORATION

#### 3.01 Head Office

The head office of the Corporation shall be at or near Waterloo, Ontario at such address as may be designated from time to time by the Board.

#### 3.02 Financial Year

The financial year of the Corporation shall end on December 31<sup>st</sup> in each year or as amended by the Board from time to time.

#### 3.03 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two Officers of the Corporation. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any instrument or instruments may or shall be signed. The Officers shall be the Board Chair, the Secretary and the Treasurer, or, in lieu of a Secretary and Treasurer, the Secretary-Treasurer and such other Officers as the Board of Directors may determine by resolution.

#### 3.04 Banking Arrangements

The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies, credit unions, or other bodies corporate or organizations as the Board may from time to time prescribe or authorize. Bank account of the Corporation and all auxiliary organizations shall be in the name of the Corporation.

#### 3.05 Financial Disclosure to EMCC

The financial records of the Local Fellowship shall be made available for examination by a duly appointed office of the EMCC, upon the written request of the EMCC when the matter of the good standing of the Local Fellowship as a Member of the EMCC is periodically reviewed, or when a request for a loan or financial assistance has been made to the EMCC.

#### 3.06 Borrowing Powers and Capital Expenditures

The Board, without authorization of the Members, may authorize capital expenditures or borrow money on the credit of the Corporation, in amounts up to but not exceeding \$10,000, but expenditures or borrowings in excess of that amount shall be subject to the approval of two-thirds (2/3) of the Members of the Local Fellowship present at a meeting duly called to consider the same. Voting shall be by secret ballot on a question clearly worded to admit only a YES or NO answer. In addition, the Board may:

- a) issue, re-issue, sell or pledge debt obligations of the Corporation, except debentures which may be issued only pursuant to a special resolution of the Members of the Corporation;
- b) 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.

#### 3.07 Rules of Order at Meetings

The rules for conducting and adjourning meetings of the Members, the Board, and all Committees shall be in keeping with Robert's Rules of Order. It is, however, fitting that the members, the Board and all Committees demonstrate a spirit of unity and brotherly love in the conduct of business in the Lord's work, and consensus, as a worthy goal, is therefore encouraged.

#### 3.08 Governance by Policy

The Church Board shall be responsible to maintain a Policy Manual in keeping with the general principles of policy governance. The Church Board may adopt Policy Statements, rules and guidelines consistent with this Bylaw on such matters as are deemed necessary from time to time. Policy Statements, rules and guidelines passed by the Church Board shall be recorded by the Secretary of the Board and shall be incorporated into the Policy Manual of the Church on an annual basis. The Policy Manual shall be available to Members in good standing. No policy shall contravene this Bylaw.

## SECTION FOUR

## MEMBERSHIP AND MEETING OF MEMBERS

### 4.01 Membership

Upon acceptance of this bylaw by majority vote of members, its membership shall be comprised of all those persons who are shown as Members on the active membership roll of Trinity Church Corporation as at the date of it being adopted. Thereafter the Local Fellowship's Membership roll shall be reviewed at least every second year. Members may voluntarily withdraw their membership by writing to the Local Fellowship requesting that their membership be terminated or transferred. A policy will be maintained to notify and remove members that have been inactive within the Local Fellowship for a period of six months or more.

### 4.02 Qualifications for Membership

The Board shall examine each Member and be satisfied that the following qualifications have been met:

- a) at least eighteen (18) years of age;
- b) agreement with the Statement of Faith;
- c) clear testimony of the saving faith of Christ in their life;
- d) public confession of their saving faith, or have been baptized, or have expressed a willingness to do so as the Lord leads;
- e) complete a membership process as assigned by the Elders;
- f) compliance with the terms of this bylaw

### 4.03 Member in Good Standing

A "Member in good standing" shall be a regular Member duly accepted as such in accordance with the foregoing who is not under Church discipline, and is habitually living a consistent Christian life.

### 4.04 Discipline of Members and Conflict Resolution

Every person who applies for and maintains membership in the Local Fellowship consents to submit to the process of Church discipline described in the Bylaw of the Evangelical Missionary Church of Canada, as it may be amended from time to time. A Member may be expelled by resolution of the Board for failing to live a consistent Christian life. In addition, membership may be revoked by the Board if the Member has moved away or is no longer attending services of the Local Fellowship. As a matter of Church discipline, a Member may be suspended for such period of time as determined by the Board, and for the period of suspension the Member shall not be entitled to vote or speak at membership meetings and shall not be considered to be "in good standing".

In the event that members or adherents (including Board Members) are in a disagreement, and it cannot be resolved directly between the affected persons, the matter of concern is raised to the Board. The Board will seek clarification on the disagreement and seek to establish an acceptable resolution to the matter. If the Board cannot resolve the disagreement to the satisfaction of the members directly involved, the EMCC shall be engaged for mediation and resolution.

### 4.05 Notice of Annual General Meeting

The Annual General Meeting of Members of the Local Fellowship shall be held within the first five (5) months following the end of the fiscal year at such time and at such place as the Board may determine. Notice of the time and place of the Annual General Meeting shall be published, and/or shall be announced at each Sunday service, at least three Sundays preceding the meeting. All Members in good standing shall be encouraged to attend any meeting of the Members.

#### **4.06 Business Transacted at Annual General Meeting**

The Annual General Meeting shall consider the following items of business:

- a) Receive Departmental reports;
- b) Receive Pastoral reports;
- c) Receive the reviewed financial reports;
- d) Approve the budget;
- e) Elect the Directors;
- f) Ratify any other appointments that may be presented by the Board;
- g) Approve the auditor(s);
- h) Any other matters brought to the meeting by the Board.

In the event that the Board or the AGM stipulates by resolution, an additional meeting of the Membership may be regularly scheduled at such a time in the year as is necessary in order to advance the business of the AGM such as a fall meeting in order to facilitate the election of Directors to take office at the beginning of new calendar year.

#### **4.07 Special Meeting of Members**

A special meeting of Members shall be convened by the Board upon the written request of the Chairperson of the Board, or a majority of the Board, or of at least 20% of Members in good standing, within thirty (30) days of receipt by the Board of the request. The purpose of any special meeting shall be clearly stated and notice of such meeting shall be given as set out in 4.05 above.

#### **4.08 Place of Meeting**

Meetings of the Members shall, whenever reasonably possible, be held at the Church facility of the Local Fellowship. A Member who attends a meeting, in person, is deemed to have consented to the meeting except when the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

#### **4.09 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of Members shall be:

- a) Members of the Local Fellowship, whether entitled to vote at such meeting or not;
- b) Adherents, as authorized by policy of the Board, as may be amended from time to time;
- c) Auditors of the Corporation;
- d) Others who, although not entitled to vote, are entitled or required under any provision of the Act, or the Bylaws to be present at the meeting;
- e) Legal counsel to the Corporation when invited by the Corporation to attend the meeting;
- f) Any other person on the invitation of the Chairperson and with the consent of the Members present at the meeting.

#### **4.10 Persons Entitled to Vote**

Only Members in good standing of the Local Fellowship are eligible to vote on the business matters of the Corporation at meetings of the Members. Adherents may be asked to express their opinion on such matters.

#### **4.11 Quorum**

A quorum for an annual, special election, or other special Meetings of Members shall be constituted by the presence (in person, virtually, or by proxy) of at least 35% of the Members who have the right to vote immediately prior to the time of the meeting in question. 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.

Voting normally takes place by a show of hands. However, if any Member requests a ballot vote, the request shall be honoured. Except on matters requiring a special resolution or unanimous resolution, all matters shall be determined by a majority vote.

#### **4.12 Chairperson, Secretary and Scrutineers**

The Chairperson of any Meeting of Members shall be the Chairperson of the Board and, if he or she is unavailable, another Board Member appointed by the Board. The Chairperson shall decide all questions of order or procedure or admissibility of a vote (subject to an appeal to the meeting by any two members) unless when in doubt he or she prefers to submit the question for the decision of the members. The Secretary for the AGM shall be Secretary of the Board, or any other competent and trustworthy person appointed by the Chairperson. The Board may from time to time appoint, in advance of any meeting of Members, one or more persons to act as scrutineers at such meeting and, in the absence of such appointment, the Chairperson may appoint one or more persons to act as scrutineers at any meeting of Members. Scrutineers so appointed shall be Members in good standing.

#### **4.13 Action by the Members**

Except where a special resolution is required pursuant to the Act or this Bylaw, or the percentage of majority is otherwise specified, at all meetings of Members every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chairperson of the meeting shall not be entitled to a second or casting vote, and the motion or electoral matter shall be considered defeated and recorded accordingly.

#### **4.14 Show of Hands**

Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is requested or required, a declaration by the Chairperson as to the outcome of the vote shall be recorded as the decision of the Members on that issue.

#### **4.15 Ballots**

A ballot requested or required shall be taken in such manner as the Chairperson shall direct. A request for a ballot may be withdrawn at any time prior to the taking of the ballot.

#### **4.16 Adjourned Meeting**

Any meeting of the Members may be adjourned from time to time by the Chairperson, with the consent of the majority of Members in attendance, to a fixed time and place. The adjourned meeting shall be duly constituted if a quorum is present and if it is held in accordance with the terms of the adjournment. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

#### **4.17 Appointment of Auditor and Financial Review**

An audit or review (as approved by the board) of the fiscal books of the Corporation shall be conducted annually. In the case that the review is not by a certified accountant, the auditor may be any person(s) competent to undertake the audit of the fiscal books of the Corporation. At any meeting of the Members, the Members may by resolution instruct the Board to secure an audit of the fiscal books of the Corporation by a Certified Accountant.

#### **4.18 Removal of Auditor**

The Church Board may at any time, at a duly convened meeting, rescind the appointment of the Auditor and appoint a new one to serve until the next Annual General Meeting.

#### **4.19 Additional Authority of the Members**

In addition to matters set out above, the Members shall:

- a) approve the selection of Pastors;
- b) subject to Article 3.07, approve capital projects that are outside the budget;
- c) approve the disposition of real property belonging to the Local Fellowship, subject to any conditions that may attach on the part of the EMCC.

#### **4.20 Keeping of Corporation Minutes**

The Minutes of the meetings of Members shall be kept by the Secretary of the Corporation.

## SECTION FIVE

### CHURCH BOARD OF THE CORPORATION

#### 5.01 Duties of the Board

The affairs of the Church shall be governed by a Church Board elected by the membership of the Church at the Annual Meeting. All Church Board Members and Officers serve without remuneration. The Church Board duties include, but are not limited to the following:

- a) conduct its business on behalf of the congregation in keeping with the Bylaw of the EMCC and this Bylaw and any duly approved policies or procedures, being thoroughly conversant with both the local Bylaw and the EMCC Bylaw.
- b) provide the membership with considered recommendations for deliberation;
- c) report on its activity on behalf of the congregation at least once a year to a meeting of the local Church membership;
- d) appoint a Committee to review the Church Membership Roll, at least every second year;
- e) prepare a Budget for the ensuing year for presentation to the Annual Meeting for adoption;
- f) may appoint other Committees as are deemed necessary;
- g) ensure adequate insurance coverage is obtained for all assets and against general and other liability;
- h) ensure that the Prevention Plan for the safety of children, youth and vulnerable adults is prepared and implemented;
- i) cooperate with pastoral and elder leadership in the formulation, revision, and articulation of the vision to be commended to the membership;
- j) lead the congregation in the process of pastoral selection;
- k) model mature Christian leadership, showing respect for each other and for the pastoral office;
- l) assure that the church is a good employer in compliance with all applicable regulations;
- m) assure that the pastoral staff continues to meet the standards set out for EMCC Pastors.

#### 5.02 Number of Persons to Constitute Board and Composition

The Board shall consist of 4-18 persons. Additionally, Pastors shall serve with voice but not vote (see section 5.19). The Board annually at the first meeting following the election of new Board Members shall elect its own chairperson, Secretary and Treasurer. The same Board Member may be both Secretary and Treasurer. No paid employee of the Corporation shall serve as a voting Member of the Board. A board member may only be related to a maximum of one other person on the board, with the term "related" being defined as any of the following: spouse, parent, grandparent, child, grandchild, sibling or in-law.

By resolution the Membership may approve to designate the Board members as Deacons and/or Elders. By resolution the Membership may also have Elders that do not constitute the Board. In all cases, the Board shall draft an Elders and Deacons policy establishing the specific additional criteria and responsibilities not specified in this Bylaw, including when or if the Deacons and Elders would meet jointly. Policy statements related to Deacons and Elders shall accord with this Bylaw and cannot be implemented, rescinded, or amended except by resolution of the Membership.

#### 5.03 Qualifications for Board Membership

Board Members must be Members in good standing and exhibit the characteristics as set forth in Titus 1 and 1 Timothy 3 and consistent with any policy passed by resolution from time to time.

#### 5.04 Election of Board Members

The Members of the Church Board and the treasurer shall be elected by a majority ballot from a slate prepared by the Nominating Committee. In the case where only the required number of Board Members are nominated, an election with majority support is required and not mere acclamation of the slate of candidates. Where the Elders do not constitute the Church Board, the membership shall nevertheless elect the Elders in keeping with section 5.02.

#### 5.05 Terms of Office

Board Members shall be elected annually to a maximum of nine years with at least one year of absence from the position before re-election. All other elected or appointed positions shall be as determined by resolution of the Board. Upon election, Board Members shall sign a declaration indicating they agree to act as a director for that year.



#### **5.06 Resignation of Board Members**

A Member of the Board ceases to hold office when he or she dies or resigns, or when he or she is removed in accordance with this Bylaw. Resignation shall be by written notice delivered to the Chairperson of the Board.

#### **5.07 Suspension and Removal of Elected Members of the Board and Officers**

The Members may at any time, by special resolution, suspend or remove an elected Member or Members of the Board from that position. In addition, any elected Board Member may, by unanimous resolution of the other Board members, be removed from serving if he or she fails to regularly attend Church services or Board Meetings, or becomes subject to disciplinary action, or otherwise fails to maintain his/her Membership in good standing. As well, any Officer, upon a majority vote of the Board, may be removed from his or her Office for any cause which the Board may deem reasonable. Such a Board Member or Officer shall be given reasonable opportunity to respond to any allegations and to speak to the meeting at which such removal or discipline is to be considered. The person in question shall withdraw during the deliberation and discussion of the matter.

#### **5.08 Vacancies on the Board**

A quorum of the Board may, by ordinary resolution, appoint an individual to fill a vacancy on the Board. This Member is so appointed to hold office until the next Meeting of the Membership.

#### **5.09 Calling and Notice of Meetings**

Meetings of the Board shall be called and held at least six (6) times each fiscal year at such time and at such place as the Board, the Chairperson of the Board, or any three Members of the Board may determine, and the Secretary or any other authorized office shall give notice of meetings. Notice of each meeting of the Board shall be given to each Member of the Board not less than forty-eight (48) hours before the time when the meeting is to be held. Notice of a meeting of the Board may be given verbally, in writing or by telephone or any other means of communication. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting, except where required by the Bylaws. Notwithstanding the foregoing, The Board may from time to time fix a day or days during the year or in any month or months for regular meetings of the Board at a place and hour to be named. Emergency meetings may be held without notice. In the case of an emergency meeting held without notice, any decisions shall be subject to ratification at the next meeting called with due notice.

#### **5.10 Place of Meeting**

Meetings of the Board may be held at any place in Ontario. A Member of the Board who attends a meeting of the Board, in person, video call, or by telephone, is deemed to have consented to the location of the meeting except when he or she attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

#### **5.11 Meetings by Video or Teleconference**

The Directors of the Corporation may meet by video or teleconference provided that either a majority of the Directors consents to meeting by video or teleconference or meetings by video or teleconference have been approved by resolution passed by the Board of Directors at a meeting of the Directors of the Corporation. The Directors of the Corporation may meet by other electronic means that permits each Director to communicate adequately with each other, provided that:

- a) the Board of Directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum, and recording votes;
- b) each Director has equal access to the specific means of communication to be used;
- c) each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

#### **5.12 Quorum**

The quorum for the transaction of business at any meeting of the Board shall consist of the majority of the voting Members of the Board.

### **5.13 Chairperson**

The Chairperson shall be elected by the Board of Directors from among themselves and shall chair meetings of the Board of Directors and the meetings of members. The Chairperson will prepare the agenda for meetings of the Board and meetings of the Members in consultation with the Pastors.

### **5.14 Secretary**

The Secretary shall be elected annually by the Board of Directors from among their number at the first meeting of the Board after elections. The Secretary shall be *ex officio* clerk of the Corporation and is responsible to ensure that accurate and complete minutes are kept of all meetings of Members and Board meetings. The Secretary shall give all required notices to Members and to Directors. The Secretary shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which shall be delivered up only when authorized by a resolution of the Board of Directors to do so and to such person(s) as may be named in the resolution, and shall perform such other duties as may from time to time be determined by the Board of Directors. The Secretary also shall see that an accurate and up to date record of all the Members of the Local Fellowship and their addresses is kept. In the absence of the Secretary, the Chairperson shall appoint a Secretary *pro tem*.

### **5.15 Treasurer**

The incumbent shall hold office until a successor is elected. The Treasurer shall cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board. The Treasurer shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required, an account of all transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors. The Treasurer shall provide annual audited or reviewed financial statements to the Membership. The treasurer is responsible to ensure all filings required by law are prepared and filed prior to deadlines. Additionally, the Treasurer shall serve as the Chairperson of a Finance Committee if such a Committee has been established by Board resolution.

### **5.16 Action by the Board**

Unless otherwise stated in this Bylaw, every question shall be decided by a majority of the votes cast by the Board Members on the question. In case of an equality of votes, the chairperson shall then be entitled to vote. The powers of the Board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the Members of the Board who would be entitled to vote on that resolution at a meeting of the Board. Resolutions in writing may be signed in counterparts. All business sessions of the Board shall produce minutes of action taken and shall be circulated for approval at its next meeting.

### **5.17 Adjourned Meeting**

Any meeting of the Board may be adjourned from time to time by the chairperson of the meeting, with the consent of the majority of Members in attendance, to a fixed time and place. The adjourned meeting shall be duly constituted if a quorum is present and if it is held in accordance with the terms of the adjournment. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

### **5.18 Remuneration and Expenses**

The Members of the Board and Officers shall receive no remuneration for their services as such, but they shall be entitled to reimbursement for reasonable travelling and other expenses properly incurred by them in their conduct of the business or activities of the Corporation and the Board. Nothing herein contained shall preclude any Member of the Board from serving the Corporation in any other capacity and receiving remuneration therefore.

### **5.19 Pastor as Board Member**

Pastors are Members of the Board with voice but not vote. Pastors have the right (1) to be notified of all Board meetings; (2) to attend all Board meetings, except the portion of a meeting where the pastor's performance, tenure or remuneration is discussed, and (3) to speak to all the issues, but not to make motions and vote. In the case where the Pastor's performance, tenure or remuneration is discussed it is the prerogative of the Board to ask the Pastor to withdraw.

## SECTION SIX

### COMMITTEES AND LEADERS IN AREAS OF MINISTRY

#### 6.01 Committees

- a) The Board shall appoint such Committees as it may from time to time require to carry out the objects of the Corporation effectively and efficiently in keeping with policy governance model.
- b) All leaders or Directors of Committees shall be appointed by the Board for such term as the Board shall determine, unless otherwise specified in this Bylaw.
- c) Committees shall be responsible to keep minutes of its actions and report to the Board in the manner that the Board determines.
- d) A Pastor is an ex-officio Member of all Boards, ministries, and Committees (except the Board of Directors of which the Pastor is an advisor), attending such meetings as seems advisable.

#### 6.02 Standing Committees

There shall be a Nominating Committee and a Finance Committee. The Board may appoint other Standing Committees as it may determine from time to time.

#### 6.03 Finance Committee

The Finance Committee shall be comprised of the Treasurer and at least one other elected Member of the Board and any others as the Board may determine. In addition to any other responsibilities, which may from time to time be outlined by the Board, the Finance Committee shall:

- a) review and consider budget and financial matters referred to it by the Board;
- b) review and recommend to the Board the proposed annual Corporation budget;
- c) monitor the financial performance of the Corporation over its fiscal year against the budget approved by the Board;
- d) recommend to the Board any adjustments or actions, or procedures thought appropriate by the Finance Committee.

Other responsibilities and guidelines for the work of this Committee shall be determined by the Board and incorporated into the Policy Manual.

#### 6.04 Nominating Committee

A Nominating Committee shall be appointed annually by the Church Board. The Nominating Committee shall prepare a slate of nominees to serve on the board for election by the Church. The slate shall include a nominee to serve as the treasurer. Additionally, the Nominating Committee shall bring forward nominations to the Board for those who will lead committees as it may be determined necessary from time to time. Additional policy for nominations and orientation of those duly appointed may be determined by the Board and incorporated into the Policy Manual as may be amended from time to time. The Committee shall be composed of at least four, two who are elders, one who is a member-at-large and one who is a Board member that is not an elder. A Pastor shall serve ex-officio.

## SECTION SEVEN

### RECORDS OF THE CORPORATION

#### 7.01 Inspection of Records

The books and records of the Corporation (other than matters undertaken by the Board or its Committees subject to obligations or undertakings of confidentiality) may be inspected by any Member of the Local Fellowship at any time upon giving reasonable notice and arranging a time satisfactory to the office or Officers having charge of same. Each Member of the Board shall at all times have access to such books and records (again, subject to applicable obligations or undertakings of confidentiality).

## **7.02 Location of Records**

The permanent records of the Corporation shall be kept at the administrative offices of the Local Fellowship by the Secretary of the Corporation or such other person named by the Board.

# **SECTION EIGHT**

## **PROTECTION OF MEMBERS OF THE BOARD**

### **8.01 Limitation of Liability**

No Member of the Board or its Committees, nor any Officer of the Corporation, shall be liable for the acts of any other Member of the Board or Committee or of any Officer or employee which causes any loss, damage or expense to the Corporation, whether by neglect or default or intent, unless the loss, damage or expense happens by or through his or her failure to exercise the powers and to discharge the duties of his or her office honestly and in good faith.

### **8.02 Indemnity**

The Corporation shall, to the maximum extent permitted under the Act, indemnify a Member of the Board or Committee or an office, or a former Member of the Board or Committee or a former Officer, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, which are reasonably incurred by him in respect or any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a such Member of the Board or Committee or an Officer.

### **8.03 Conflict of Interest**

- a) A Member of the Board or of a Committee or an Officer of the Corporation who is:
  - i. a party to a material contract or proposed material contract with the Corporation, or
  - ii. a Director or an Officer of, or who has a material interest in, any business or corporation which is party to a material contract or proposed material contract with the Corporation, shall disclose in writing to the Board or Committee, or request to have entered in the minutes of the meeting, the nature and extent of his or her interest.
- b) A Member of the Board or Committee, or the Officer referred to in the preceding section shall not vote on or speak to any resolution to approve the contract, and shall absent himself from the meeting during discussions and voting.
- c) If a material contract is made between the Corporation and one or more of its Board or Committee Members or Officers, or between the Corporation and another business or corporation of which a Board or Committee Member or Officer of the Corporation is a Director or Officer or in which he or she has a material interest,
- d) the contract is neither void nor voidable by reason only of that relationship, or by reason only that a Member with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of the Board or
  - a. Committee of the Board that authorized the contract, and
- e) A Member or Officer or former Member or Officer of the Corporation to whom a profit accrues as a result of the making of the contract is not liable to account to the Corporation for that profit by reason only of holding office as a Board or Committee Member or Officer, if the Member or Officer disclosed his or her interest in accordance with the above section and the contract was approved by the Board or Committee and it was reasonable and fair to the Corporation at the time it was approved.

### **8.04 Setting Aside Contract for Failure to Disclose**

If Board or Committee Members or Officers of the Corporation fail to disclose their interest in a material contract in accordance with this section, the COURT OF KING'S BENCH OF ONTARIO may, on the application of the Corporation, set aside the contract on any terms that the Court thinks fit.

## SECTION NINE

### PASTORAL STAFF

The Bylaw for calling Pastors shall be in keeping with the Policy of the EMCC.

#### 9.01 Role

Pastors, who normally shall be remunerated based upon criteria established by the EMCC for licensed Pastors, are charged to be part of the leadership team leading the spiritual life and the work of the Church and in the ministry of the Word of God in accordance with all policy statements approved by resolution of the membership.

#### 9.02 Selection

Each Pastor is to be selected in accordance with the following guidelines:

- a) He or she shall be chosen, so far as is reasonably practical, following guidelines established by the Policies and Procedures of the EMCC and the church.
- b) He or she shall be selected, upon recommendation of the Board, by the Members at a duly convened meeting, by a vote of not less than 80% of the Members present.

#### 9.03 Duties

A Pastor shall be considered the spiritual overseer of the areas of ministry of the Local Fellowship as agreed upon at hiring or as amended from time to time by the Board in discussion and discernment with the pastor to best serve the needs of the church. Changes to the role of a pastor will be communicated promptly to the membership. Any increase in hours shall be passed by a resolution of the members.

#### 9.04 Review and Evaluation of Pastoral Ministry

The Pastoral staff's ministry shall be reviewed and evaluated by the Board on a yearly basis. This may be done via the Pastoral Relations Committee, with a report to the Board.

#### 9.05 Resignation

A Pastor may resign by giving a minimum of 30 days written notice to the Board. Terms of separation shall be agreed upon between the Board and the Pastor.

#### 9.06 Removal of a Pastor

- a) The Regional Minister of the EMCC shall be consulted first before any removal process.
- b) The Pastor may be removed, with or without cause,
  - i) upon no less than an [80%] vote of the total Board, or
  - ii) upon no less than [80%] of the votes cast at a meeting of the Members called by the Board for the purpose of authorizing the removal of the Pastor.
- c) Where the Pastor fails to maintain EMCC credentials in good standing and the EMCC has informed the Church Board of either the suspension or termination of credentials, the Board shall act to suspend or remove the Pastor as the situation may require.
- d) Nothing contained herein shall preclude the Pastor from receiving whatever notice or equivalent monetary settlement as may be legally appropriate in the circumstances. In the event of a disagreement between the Local Fellowship and the Pastor concerning the amount of notice or monetary settlement that is appropriate, before any legal action is commenced, the matter shall first be referred to a person or persons mutually acceptable to the Local Fellowship and the Pastor to resolve such dispute through mediation in a spirit of conciliation worthy of maintaining a Christian witness to the Church and the community.
- e) The removal of a Pastor from the Local Fellowship shall be deemed to constitute the Pastor's removal as a Member of the Local Fellowship and, where applicable, as a Member on all Committees.

## SECTION TEN

### EFFECTIVE DATE AND AMENDMENT OF BYLAWS

#### 10.01 Effective Date

This Bylaw shall come into force upon approval by vote of the membership.

#### 10.02 Amendment of Bylaws

The board of directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.

## SECTION ELEVEN

### DISSOLUTION OR WINDING-UP

#### 11.01 Remaining Assets

In the event of dissolution or winding-up of the Corporation, all its remaining assets, after payment of its liabilities, shall be distributed to the Evangelical Missionary Church of Canada (or its successors or assigns) if it is still then a charitable organization which is registered under the Income Tax Act (Canada). If it is not, or upon consultation with the Evangelical Missionary Church of Canada, then the distribution shall be to one or more registered charitable organizations in Canada having cognate or similar objects to those of the Corporation, as designated by the Members at a meeting called for that purpose.

CONFIRMED by the Members of the Church on the 24<sup>th</sup> Day of March in the year 2024