

**GENERAL OPERATING BYLAW 1**  
**A Bylaw relating generally to the transaction of the affairs of**  
**HURON CHAPEL EVANGELICAL MISSIONARY CHURCH**  
**(a Federal Corporation)**

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## I DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATIONS

### 1 Definitions

- 1.1 In this Bylaw and all other Bylaws and Resolutions of the Church unless the context otherwise requires, the following definitions shall apply:
- (a) "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c. 23 as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the Bylaw of the Corporation to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes.
  - (b) "Administrative Staff" means all employees of the Church other than the Lead Pastor and members of Ministry Staff.
  - (c) "Board" or "Board of Elders" means the Board of Elders of the Church, which shall be deemed to be the Board of Directors of the Corporation pursuant to the Act.
  - (d) "Bylaw" or "Bylaws" means any Bylaw of the Corporation from time to time in force and effect, including the General Operating Bylaw.
  - (e) "Chairman" means Chairman of the Board, unless the context requires otherwise.
  - (f) "Church" means the legal entity incorporated as a Corporation without share capital under the Canada Not-for-profit Corporations Act by Articles of Incorporation dated the 27<sup>th</sup> day of October, 2017 and named HURON CHAPEL EVANGELICAL MISSIONARY CHURCH, through which its Members and adherents may fellowship together as a New Testament Church.
  - (g) "Church Constitution" or "Constitution" means the Articles of Incorporation (including the Objects), the Statement of Faith, General Operating Bylaw and such other Bylaws as may be adopted from time to time.
  - (h) "Committee" (also known as "Team") means Committee of the Board as established in accordance with this General Operating Bylaw.
  - (i) "Corporation" means the Church as defined herein.
  - (j) "Discipline" means seeking to reconcile individuals to one another through repentance, forgiveness and restoring offenders to fellowship with God and the Church.
  - (k) "Documents" includes deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities, all writing, audio recordings, video recordings, photographs, charts, graphs, plans, surveys, books of account and information recorded or stored by means of any device.

- (l) "Elder" (also known as "Director") means a member of the Board of Elders.
- (m) "General Operating Bylaw" means this Bylaw and any other Bylaws of the Church intended to amend or replace the General Operating Bylaw herein.
- (n) "Lead Pastor" means the Lead Pastor of the Church as described herein.
- (o) "Meeting of Members" (or "Meeting" when the context is Members) means any meeting to which Members are called to conduct the business of the Church, including the Annual Meeting and Election Meeting.
- (p) "Member" means a person who has been admitted into Membership in accordance with the Church Constitution.
- (q) "Ministry Staff" means the employees of the church directly engaged in its various ministries, but not those employees whose work is primarily administrative.
- (r) "Objects" means the charitable Objects of the Corporation as contained in the Articles of Incorporation.
- (s) "Officer" means an Officer of the Church as described in Section 27.1 of this General Operating Bylaw.
- (t) "Person" means an individual person, but does not include corporations, partnerships, trusts, or unincorporated organizations;
- (u) "Policy Statements" and "Policies" mean any Policy Statements adopted pursuant to the Church Constitution from time to time concerning practical applications of Biblical principles, doctrinal considerations and Christian conduct.
- (v) "Resolution" means a Resolution passed by either the Board or Members by a Majority Vote, or such larger proportion of votes as may be required by the Act or this Bylaw.
- (w) "Statement of Faith" means the document of the Church with this title, as from time to time amended.
- (x) "Team Leader" (also known as "Deacon") means a Member of the Church appointed to the position of Team Leader pursuant to the General Operating Bylaw.
- (y) "[Majority] Vote" means more than half of valid votes cast are in favour, abstentions and blank or spoiled ballots being ignored, and "majority" being understood if no other proportion be stated explicitly.
- (z) "\_\_ Vote" (where \_\_ is replaced by some fraction) means at least the specified fraction of valid votes cast are in favour, abstentions and blank or spoiled ballots being ignored.

## **2 Fundamental Terms and Interpretation**

- 2.1 Objects - This General Operating Bylaw and any other Bylaws of the Corporation shall be strictly interpreted at all times in accordance with and subject to the Objects contained in the Articles of Incorporation, which for purposes of this General Operating Bylaw are incorporated by reference and made a part hereof. If any of the provisions contained in this General Operating Bylaw are inconsistent with those contained in the Certificate of Continuance or the Act, the provisions contained in the Articles of Incorporation or the Act, as the case may be, shall prevail.
- 2.2 Interpretation - In this General Operating Bylaw and all other Bylaws and Resolutions of the Church, unless the context otherwise requires, the following interpretations shall apply:
  - (a) words importing the singular number include the plural and vice versa;
  - (b) words importing the masculine gender include the feminine and neuter genders unless this Bylaw otherwise specifically provides; and
  - (c) words importing or referring to Person or Persons shall include individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations.
  - (d) Headings - Headings used in this General Operating Bylaw are for convenience of reference only and shall not affect the construction or interpretation thereof.

## **II MEMBERSHIP**

### **3 Qualification for Membership**

- 3.1 The Members shall be those who have been admitted into Membership and continue as Members in accordance with the Church Constitution.
- 3.2 Any Person shall qualify to be a Member if he or she:
  - (a) Professes faith in Jesus Christ as Lord and Saviour ;
  - (b) Has been baptized as a believer;
  - (c) Has been recommended for Membership by at least one Elder and one other Member;
  - (d) Would not be under the discipline of the Church as set out in Section 31.1, if he were a member; and
  - (e) Has completed the procedure for admission into Membership set out in Section 4.1 to 4.5

### **4 Admission to Membership**

- 4.1 Any person eligible for Membership may initiate an Application for Membership by either a verbal or written request to an Elder or an employee of the Church.
- 4.2 A Person transferring from another member church of the Evangelical Missionary Church of Canada or any other church may apply for membership in the Church but must satisfy the requirements for admission into

membership as set out in Section 4.3.

- 4.3 The applicant shall be required to sign a written Application for Membership, a profession of faith in Jesus Christ as Lord and Saviour, a declaration of acceptance of the basic doctrines of the Church as expressed in the Statement of Faith, and a commitment to adhere to and be subject to the authority of the Church as expressed in the Church Constitution and Policies.
- 4.4 The form of application and the procedures for assessing an application shall be as set out in the Rules for Admission to Membership, established in accordance with Section 51.
- 4.5 Once the Board is satisfied that the applicant fulfils all the qualifications for Membership as set out in Section 3.2 herein, and understands and commits to the fundamental tenets of the Christian faith, the Board may in its absolute discretion approve such Person as a Member.
- 4.6 After the Person's application for Membership is approved by Resolution of the Board, then such Person shall immediately be deemed to have become a Member.

## **5 Privileges, Rights and Duties of Membership**

- 5.1 Membership carries the following duties, privileges and rights:
- (a) the duty to minister to one another's spiritual needs as part of the Body of Christ;
  - (b) the duty to financially support the work of the Church as the Lord directs and personal circumstances permit;
  - (c) the duty to respect and submit to the spiritual authority and procedures of the Church as expressed in the Church Constitution and Policies;
  - (d) the duty and privilege to participate in Church ministries as the Lord directs and personal circumstances permit to the extent that the Board determines is appropriate from time to time;
  - (e) the privilege to attend all public meetings of the Church, subject to Section 33.15;
  - (f) the duty and privilege to participate in the ordinance of the Lord's Supper subject to I Corinthians 11:27-29;
  - (g) the right to attend, speak and participate at all Meetings of Members; and
  - (h) the right to a single vote either in person or by proxy at all Meetings of Members (if aged 18 or over), unless the Member is under discipline pursuant to Section 31.1 or inactive pursuant to section 7.4.
- 5.2 A Member may not transfer his membership to a third party.

## **6 Service in the Church**

- 6.1 Service in the Church is normally restricted to Members. The Board shall establish and maintain Guidelines for Service in the Church, in accordance with Section 51, which shall set out when service may be performed by a non-member.

## **7 Withdrawal and Removal**

- 7.1 Provided that a Member is not under Discipline of the Church as defined herein, a Member may withdraw at any time as a Member and upon request by a Member, such Member may be given a letter of reference addressed to the church to which the Member is relocating.
- 7.2 Every Person withdrawing as a Member must do so by notification to the Board together with an explanation of the reasons for the request for withdrawal.
- 7.3 Upon receipt of a request for withdrawal as a Member and upon the Board confirming that such Person is not under Discipline of the Church, such Person shall cease to be a Member and shall be deemed to have also resigned from all positions in the Church. If a Member is under the Discipline of the Church, then notwithstanding his or her request for withdrawal, such Person shall continue as a Member and be subject to the authority of the Church as set out in the Church Constitution until such time that the discipline process is complete, after which time such Member is free to withdraw as a Member.
- 7.4 In the event that a Member is habitually absent from the Church for a period of six consecutive months without a reasonable explanation, the Board, in its sole discretion, may place that Person's Membership on the inactive roll, with the result that such Member shall not have the right to vote at Meetings of Members, provided that the Board has first sent written notice by regular or electronic mail to such Person of its intention to place that Person's Membership on the inactive roll.
- 7.5 Any Member may request that his or her name be placed on the inactive roll, which request may be granted by the Board in its absolute discretion.
- 7.6 A Member who is on the inactive roll may request that his or her Membership be reinstated onto the active roll of Members, in which event the Board in its sole discretion shall determine whether such request shall be granted.
- 7.7 In the event that a Member has been on the inactive roll for a period of six months, then that Person's Membership may be terminated by a Resolution of the Board, in which event the Clerk shall thereafter send, or cause to be sent, written notice by regular or electronic mail to such inactive Member at his or her

last known address to advise such Person of the termination of Membership. The Member's Membership shall be deemed to have ceased on the date of such Resolution.

## **8 Membership Record**

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

## **III BOARD OF ELDERS**

### **9 Definition of Board of Elders**

- 9.1 The spiritual, administrative and temporal affairs of the Church shall be the responsibility of the Board of Elders. For purposes of the Act, the Board of Elders shall be deemed to be the Board of Directors and in this regard an Elder shall be deemed to be a Director of the Corporation. The Board shall be comprised of the number of directors specified in the Articles of Incorporation or as subsequently determined from time to time by Resolution of the Members.
- 9.2 The Lead Pastor shall be entitled to attend all Board of Elders meetings in an advisory capacity per Section 21.1 (g) and shall be able to fully participate at meetings, but will not have voting privileges.

### **10 Qualification for Board of Elders**

- 10.1 A male Member in good standing may be considered for election to the Board if he:
- (a) is over the age of 21;
  - (b) is personally committed to Jesus Christ as Lord and Saviour and gives evidence thereof;
  - (c) has an active involvement within the Church;
  - (d) fulfils the spiritual qualifications of an Elder listed in I Timothy 3:2-7, Titus 1:5-10; and 1 Peter 5:1-5;
  - (e) agrees to submit to the authority of the Church Constitution and current Church Policies;
  - (f) recognizes that membership on the Board is a commitment to humble service, not a position of honour or status, nor a reward for past service;
  - (g) recognizes that membership on the Board is not only an administrative role but shall involve active participation in, and leadership of, ministries of the Church as they are needed; and
  - (h) is not an undischarged bankrupt.

### **11 Election of Elders**

- 11.1 The Nominating Committee shall recommend candidates for the positions on the Board that will become vacant each year. Nominees for election to the position of Elder shall be nominated by the Board in consultation with the Lead Pastor by a 75% Vote of the Board. These nominations shall be posted at least four weeks prior to the Election Meeting.
- 11.2 Any Member may also nominate a qualified Member by notifying a member of the Nominating Committee, provided that the nomination is agreed to by the candidate and supported by two other Members. Nominations by members must be made by October 31 of each year.
- 11.3 If the number of nominees does not exceed the number of positions to be elected, the nominees may be elected by a Resolution of the Members, at the Election Meeting.
- 11.4 If the number of nominees exceeds the number of positions to be elected, or if any Member requests a ballot, election of the Board shall be by secret ballot. Each Member present at the Election Meeting, or voting by proxy, may vote for a number of candidates up to the number of positions to be elected. The positions will be filled by the nominees receiving the most number of votes, to the point of filling the number of positions to be elected. To be elected a nominee must receive a number of votes equaling at least 75% of the ballots cast. If positions remain vacant after the first ballot, the Members present at the Election Meeting shall determine by Majority Vote if subsequent ballots will be taken.

### **12 Term of Elders**

- 12.1 An Elder shall hold office for a term of three years commencing at the start of the next fiscal year following the election, or such shorter term as specified in the nomination. The terms of Elders shall be set so that approximately one third of the terms expire each year.
- 12.2 No Elder shall be elected for more than two consecutive terms unless the Members Vote to permit the Elder to be elected for one additional three-year term or part thereof, if applicable, where the Members believe that extraordinary circumstances warrant such extension of the maximum number of consecutive terms; provided, however, that no further extension for such Elder shall be granted.
- 12.3 Upon the completion of the maximum number of consecutive terms, as set out above, a minimum of a one year absence is required before eligibility for re-election as an Elder is restored.

### **13 Authority and Duties of the Board of Elders**

- 13.1 General Authority - The Board shall be responsible for the overall affairs of the Church, spiritual,

administrative and temporal, and shall make or cause to be made for the Church in its name any kind of contract which the Church may lawfully enter into, save as hereinafter provided, and generally may exercise such other powers and do such other acts and things as the Church is by its Articles of Incorporation.

- 13.2 Specific Authority - Without limiting the generality of the foregoing, the Board shall be authorized to carry out the following duties and responsibilities:
- (a) with the assistance of the Lead Pastor and Ministry Staff, under the authority of Jesus Christ, to oversee the ministry of the Church and serve the spiritual and pastoral needs of the Church;
  - (b) to respect the leadership position of the Lead Pastor and to assist in implementing such ministries and programs as are determined appropriate in support of such spiritual leadership;
  - (c) to formulate and recommend Policy Statements, in accordance with Section 43, to the Members in conjunction with the Lead Pastor and to implement those Policy Statements approved by the Members;
  - (d) together with the Lead Pastor, to oversee the Discipline of Members, as necessary, in accordance with the procedures set out in the General Operating Bylaw;
  - (e) to oversee the day to day administration and operations of the Church and the expenditure of Church funds in general accordance with the approved annual budget referred to in Section 29.2;
  - (f) to ensure that Ministry Staff and Administrative Staff are accountable to the Lead Pastor and are followers of the Christian faith, confessing Jesus Christ as their personal Lord and Saviour and agree to be subject to the authority of the Church pursuant to the Church Constitution and the current Church Policies;
  - (g) to examine the relationship of the Lead Pastor and Ministry Staff to the Church and to make changes if deemed appropriate;
  - (h) to take such steps as are necessary to enable the Church to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Objects of the Church;
  - (i) to engage Ministry Staff and Administrative Staff, on the recommendation of the Lead Pastor, as it deems necessary from time to time;
  - (j) to carry out such other duties and responsibilities as the Members may direct by Resolution from time to time.
- 13.3 Remuneration of Employees - The Board shall fix the remuneration of all employees and agents by Resolution, in consultation with the Finance Committee, provided that such remuneration does not exceed the last approved budget of the church. Otherwise such Resolution shall require the approval of the Members before coming into force and effect.
- 13.4 Board Report - The Board shall through the Chairman report to the Members at the Annual Meeting. At each Meeting of Members, the Chairman, or other Elder, shall be available to answer any questions by Members and to entertain any motion arising from the floor concerning the proceedings of the Board.
- 13.5 No Remuneration of Elders - The Board shall serve without remuneration and no Elder shall directly or indirectly receive any profit from his position, nor shall any Elder receive any direct or indirect remuneration from the Church, provided that the Elder may be paid for reasonable expenses incurred by him in the performance of his duties.
- 13.6 Conflict of Interest - Elders must at all times comply with the Policy concerning Conflict of Interest. Specifically, where an elder is a related person to an employee, agent or individual receiving remuneration either directly or indirectly from the Church (the "Related Person"), the elder shall remove himself from all Board meetings and discussions with respect to the remuneration or discipline of the Related Person.

## **14 Resignation from Board of Elders**

- 14.1 If his personal circumstances make it difficult for any Elder to devote the necessary time or energy to the work of the Board, then that Elder shall be free to resign from the Board without embarrassment or stigma regardless of the remainder of the term of that Elder.
- 14.2 If for any reason an Elder chooses to resign, then he shall give 30 days written notice, if possible, to the Chairman who in turn shall call it to the attention of the Board who shall then have the power to accept such resignation. Such letter of resignation shall set out the reasons for the departure of the Elder.

## **15 Vacancy on Board of Elders**

- 15.1 The position of an Elder shall be automatically vacated if any of the following situations occur:
- (a) he resigns his position as Elder by delivery of the written resignation to the Chairman and its acceptance by the Board;
  - (b) he no longer fulfils all the qualifications of an Elder set out in Section 10.1;
  - (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 a two-thirds Vote of the Board, has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles, is no longer qualified to hold the office of Elder for any other reason, or is no longer willing to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution and Policies;
  - (f) his position is terminated by Resolution of the Members at a Meeting of Members called for that purpose.
  - (g) he becomes bankrupt;
  - (h) he dies.
- 15.2 If any vacancies should occur for any reason, provided there remains a quorum of Elders, the Board by Resolution may fill the vacancy. The term of the Elder filling the vacancy shall expire on December 31 following the next Election Meeting. Upon the filling of such vacancy, the Board shall notify the Members by a notice in the church Bulletin.

## **16 Board of Elders Meetings**

- 16.1 Regular Meetings - Regular meetings of the Board shall be held at such time and place as shall be determined by the Chairman but not less than nine times a year. The dates for the Regular Meetings shall be published in a schedule by the Chairman and distributed to all Elders as soon as practicable after each Election Meeting.
- 16.2 Special Meetings - Special meetings of the Board may be called by the Chairman upon written notice or upon written request of any three Elders to the Chairman who shall then give notice of a special meeting of the Board as soon as practicable thereafter.
- 16.3 Notice of Meeting - All regular and special meetings of the Board shall be held on 14 days notice by regular or electronic mail to each Elder or at the call of the Chairman upon 24 hours notice in person or by telephone in the event of an emergency.
- 16.4 Waiver of Notice - An Elder may waive notice of a meeting of the Board and attendance of any Elder at such meeting shall constitute a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 16.5 Omission of Notice - The accidental omission to give notice of any meeting of the Board to, or the non-receipt of any notice by, any Elder shall not invalidate any Resolution passed or any proceeding taken at such meeting, provided that no Elder objects to such omission or irregularity.
- 16.6 Quorum - A quorum for a meeting of the Board shall be a majority of the members of the Board, but not less than three.
- 16.7 Voting Rights - With the exception of the Chairman, who shall vote only in the event of an equality of votes, all members of the Board shall have one vote.
- 16.8 Minutes - The Board shall keep written minutes of each meeting. Due to the potentially confidential nature of matters discussed at the Board, the minutes shall not be made public or available for review by Members with the exception of matters dealing with financial considerations which shall be disclosed to a Member upon written request or such other matters upon the unanimous consent of the Board.
- 16.9 Written Resolutions - A Resolution in writing, to which all of the members of the Board entitled to vote on the Resolution at a meeting of the Board consent, is as valid as if it had been passed at a meeting of the Board. Consent given by electronic means is as valid as a handwritten signature.

## **IV TEAM LEADERS**

### **17 Qualification of Team Leaders**

- 17.1 Any Member in good standing may be considered for appointment as a Team Leader (also known as "Deacon") if he or she:
- (a) is actively involved within the Church;
  - (b) fulfils the spiritual qualifications of a Team Leader ("Deacon") as set out in I Timothy 3:8-15;
  - (c) agrees to submit to the Church Constitution and to all current Church's Policies;
  - (d) recognizes that appointment as a Team Leader is a commitment to humble service, not a position of honour or status, nor a reward for past service; and
  - (e) recognizes that Team Leader is not only an administrative role but shall involve active participation in and leadership of the spiritual ministries of the Church as needed.

### **18 Appointment of Team Leaders**

- 18.1 Team Leaders shall be appointed by a Resolution of the Board for a term specified in the Resolution. The Chairman shall notify the Members of the appointment by a notice in the church Bulletin.

## **19 Vacancy of a Position of Team Leader**

- 19.1 The position of a Team Leader shall be automatically vacated if the Team Leader:
- (a) resigns his or her position as a Team Leader by delivery of a written resignation to the Chairman;
  - (b) no longer fulfils the qualifications of a Team Leader set out in Section 17.1;
  - (c) is found to be mentally incompetent or of unsound mind;
  - (d) ceases to be a Member;
  - (e) in the opinion of a 2/3 Vote of the Board, has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles, is unfit to hold office as a Team Leader for any reason, or is no longer willing to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution and Policies; or
  - (f) dies.

## **20 Duties of Team Leaders**

- 20.1 The duties and responsibilities of the Team Leaders are as follows:
- (a) to lead the team to which he or she has been appointed;
  - (b) to ensure that the duties and ministries of the particular team are carried out in a manner consistent with the Constitution and Policies of the Church;
  - (c) to assist the Board in designing and implementing Church ministries and in formulating and implementing Church policies;
  - (d) to ensure effective co-operation and integration with the decisions and activities of other teams of the Church;
  - (e) to carry out such other duties as the Board and/or Members direct by Resolution from time to time; and
  - (f) to be accountable to the Board.

# **V EMPLOYEES**

## **21 Definition and Duties of the Lead Pastor**

- 21.1 The Lead Pastor shall be a spiritual overseer and shall meet the qualifications for an Elder as set out in Section 10.1(a)-(g). The duties and rights of the Lead Pastor shall be as follows:
- (a) the duty to provide spiritual leadership to the Church and to work in conjunction with the Board in implementing such spiritual leadership;
  - (b) the duty to work in conjunction with the Board in formulating and recommending Policy Statements to the Church as may be necessary from time to time;
  - (c) the duty to exercise general supervisory authority over Ministry Staff and Administrative Staff, ;
  - (d) the duty to ensure that his lifestyle does not evidence unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to biblical principles;
  - (e) the duty to uphold and be subject to the Church Constitution and the current Church Policies;
  - (f) the right to participate without the power to vote in the meetings of each team or to appoint a delegate to a team;
  - (g) the right to receive notification and minutes of all meetings of the Board, to be present and fully participate at all such meetings, provided that the Lead Pastor shall not for the purposes of this Bylaw be considered an Elder nor have a vote at such meetings and shall not be present when the Board is discussing his position, salary or benefits; and
  - (h) such other duties as are from time to time set out in a written job description in consultation with the Board and the Lead Pastor.

## **22 Definition and Duties of Ministry Staff**

- 22.1 If the Lead Pastor and the Board by Resolution determine it is necessary, additional Ministry Staff may be called for the purpose of undertaking such ministries as the Lead Pastor and the Board determine are necessary for the Church. However, no one may be added to the staff if doing so would exceed the salary budget by more than \$10,000 on an annualized basis. The duties of such Ministry Staff shall be as follows:
- (a) to fulfil the ministry description established for his or her position by the Lead Pastor and the Board;
  - (b) to provide spiritual leadership and to work in conjunction with the Board in implementing such spiritual leadership;
  - (c) to work in conjunction with the Board, the Lead Pastor and/or appointed teams in formulating and recommending Policy Statements to the Church as may be necessary from time to time;
  - (d) to fulfil the spiritual qualifications for a Team Leader as set out in paragraph 17.1 herein, provided that if such Ministry position, in the opinion of the Lead Pastor and the Board, includes eldership functions such person shall meet the qualifications for an Elder as set out in Section 10.1(a)-(g) herein, and to ensure that his or her lifestyle and conduct does not evidence unethical or immoral activities or behaviour that is unbecoming of a Christian contrary to biblical principles;
  - (e) to be subject to the Church Constitution and the current Church Policies; and



- (f) to be subject to the authority and direction of the Lead Pastor.

## **23 The Calling of Lead Pastor and Ministry Staff**

- 23.1 Establishment of Pastoral Search Committee - Whenever a vacancy occurs in the position of Lead Pastor, a Pastoral Search Committee shall be established.
- 23.2 Composition of Pastoral Search Committee - The Pastoral Search Committee shall consist of four Members in good standing. One shall be appointed by the Board and the remaining three shall be elected by the Members at a Meeting called for that purpose.
- 23.3 Duties of Pastoral Search Committee -
  - (a) Having first taken into consideration what is in the best interest of the Church as a whole, to search for and interview prospective candidates for the office, and to recommend a candidate to the congregation.
  - (b) To present to the congregation a detailed report on the background and qualifications of the recommended candidate.
  - (c) To officially communicate the call, and negotiate with the approved candidate on behalf of the church.
- 23.4 Term and Removal - The Pastoral Search Committee shall remain in effect until such time that the Board determines that its useful purpose has ended. Any member of the Pastoral Search Committee may be removed from such committee by a 2/3 Vote of the Members at a Meeting called for that purpose.
- 23.5 Recommendation - As much as possible, the Pastoral Search Committee shall make its recommendation to the Board on a unanimous basis, but where that is not possible, a recommendation to the Board may proceed where at least 75 % percent of the members of the Pastoral Search Committee support the recommendation. When the Pastoral Search Committee is prepared to make a recommendation, the recommendation shall be presented to the Board for its approval.
- 23.6 When the Board receives a recommendation from the Pastoral Search Committee, a 75% Vote of the Board shall be required to place a recommendation before the Members. Such recommendation shall be placed before the Members at a Meeting called for that purpose and for voting upon such recommendation.
- 23.7 Vote on Recommendation - Only one name for the position of Lead Pastor may be presented to the Members at any one time for consideration. Upon approval by a 80% Vote of Members at the special meeting called for that purpose, a formal call may then be extended to the prospective Lead Pastor. In the event that the recommended name loses an 80% Vote of Members, or in the event that the prospective Lead Pastor does not accept the call, then the Pastoral Search Committee shall resume its function in finding an alternative recommendation to be made to the Members until such time that an acceptable Lead Pastor is found.
- 23.8 Whenever a vacancy occurs in Ministry Staff, the Lead Pastor and Board may establish whatever process they deem appropriate. At a minimum, for a candidate to receive a call to Ministry Staff, he or she must be approved by the Lead Pastor and by a 75% Vote of the Board. The Lead Pastor and the Board may also decide to require the approval of Members by a 75% Vote at a Meeting called for that purpose. Approval of Members is required if the current budget for staff compensation would be exceeded by more than \$10,000 on an annualized basis by calling the candidate.

## **24 Resignation of Lead Pastor or Ministry Staff**

- 24.1 If the Lead Pastor or a member Ministry Staff wishes to resign, he or she shall first notify the Board in writing together with an explanation and shall provide no less than 30 days notice prior to the effective date of his or her resignation. Such resignation will be deemed to include a resignation by the employee from all teams as applicable.

## **25 Removal of Lead Pastor or Ministry Staff**

- 25.1 The Lead Pastor or a member of Ministry Staff may be removed from his or her position with the Church for any reason upon an eighty percent Vote of the Board.
- 25.2 Nothing contained in the said procedure shall preclude the employee from receiving whatever notice or equivalent monetary settlement is legally appropriate in the circumstances, if any. In the event of a disagreement between the Church and the employee concerning the amount of notice or monetary settlement, if any, that is appropriate, then before any legal action is commenced the matter shall first be referred to a Person or Persons mutually acceptable to the Church and the employee to resolve such dispute in a spirit of conciliation worthy of maintaining a Christian witness to the Church and the community.
- 25.3 The removal of the employee shall be deemed to constitute his or her removal from all teams as applicable and as a Member unless otherwise agreed by the Board.

## **26 Terms of Employment**

- 26.1 All employees shall:

- (a) be personally committed to Jesus Christ as Lord and Saviour and give evidence thereof; and
- (b) review and sign an engagement agreement with the Church that provides that the employee recognizes and agrees that employment or permanent contract work with the Church requires that the lifestyle of such employee must not evidence unethical or immoral conduct or behaviour that in the opinion of the Board is unbecoming of a Christian or contrary to biblical principles, and as such, the employee will be subject to the authority of the Church as expressed in the Church Constitution and all Church policies, including provisions dealing with Discipline, in the same manner as if such person is a Member.

## VI OFFICERS

### 27 Officers of the Church

- 27.1 The Officers of the Church shall be:
- (a) Chairman;
  - (b) Vice-Chairman;
  - (c) Clerk; and
  - (d) Treasurer.
- 27.2 The Chairman and Vice-Chairman shall be appointed by Resolution of the Elders from among themselves as soon as practicable after the Election Meeting. For the purpose of this Resolution only, the composition of the Board shall be taken as Elders whose terms are continuing and newly elected Elders if the vote takes place between the Election Meeting and the start of the next fiscal year. The outgoing Chairman and Vice-Chairman shall hold office until the appointment of the next Chairman and Vice-Chairman takes effect.
- 27.3 The duties of Chairman shall be those set out as follows:
- (a) to call all meetings of the Board and the Members;
  - (b) to preside at all such meetings as the Chairman;
  - (c) to ensure the fairness, objectivity and completeness occurring at such meetings;
  - (d) to seek prayerfully the guidance of God in all matters of the Church;
  - (e) to vote only when a deciding vote is necessary at any meeting of the Board;
  - (f) to ensure that all directives and Resolutions of the Board are carried into effect; and
  - (g) to carry out such other duties as are directed from time to time by a Resolution of the Members or the Board.
- 27.4 In the event that the Chairman is not able to fulfill his duties, then the Vice-Chairman shall exercise all of the authority and comply with all of the obligations of the Chairman.
- 27.5 Election and Term of Clerk and Treasurer:
- 27.6 (a) The Clerk shall be elected as required at the Election Meeting for a two-year term beginning January 1 of the next year. The Board shall ensure that at least one Member is nominated for the position to be elected. Any three Members may also nominate a candidate by notifying a member of the Nominating Committee by October 31, subject to the approval of the nominee. If there is only one candidate for an office, the election shall be by a Resolution of the Members. If there is more than one nominee for an office, the election for that office shall be by secret ballot.
- 27.7 (b) The Treasurer shall be elected as required for a two-year term beginning July 1. The Board shall ensure that at least one Member is nominated for the position to be elected. Any three Members may also nominate a candidate by notifying a member of the Nominating Committee by April 30, subject to the approval of the nominee. If there is only one candidate for an office, the election shall be by a Resolution of the Members. If there is more than one nominee for an office, the election for that office shall be by secret ballot.”
- 27.8 The Clerk as the secretary of the Corporation, shall satisfy the qualifications for Team Leader as set out in Section 17.1, and shall:
- (a) ensure the recording of all of the business of Meetings of Members;
  - (b) ensure that all correspondence on behalf of the Church arising out of such Meetings is completed;
  - (c) attend meetings of the Board upon request of the Board;
  - (d) be the custodian of the seal of the Church which he or she shall deliver only when authorized by Resolution of the Board to do so and to such Person or Persons as may be named in the said Resolution;
  - (e) be the custodian of all papers and documents of the Church;
  - (f) give notice all Meetings of Members in accordance with procedures set out in the Constitution;
  - (g) keep a record of Members, both active and inactive;
  - (h) carry out such other duties from time to time as deemed necessary by the Board or by the Members; and
  - (i) file such reports as governments may require from time to time.
- 27.9 In his or her absence, the duties of the Clerk shall be performed by an Elder or Team Leader designated by the Board.
- 27.10 The Treasurer shall satisfy the qualifications for Team Leader as set out in Section 17.1, and shall:

- (a) be responsible for the disbursing of monies on behalf of the Church;
- (b) ensure an accurate cheque register is kept;
- (c) have authority to sign cheques on behalf of the Church;
- (d) ensure payroll records are maintained and provide for the withholding, remitting and reporting of taxes and contributions as required by law;
- (e) ensure accounts payable records are maintained;
- (f) ensure that all accounts and authorized expenses are paid by cheque whenever practical and possible;
- (g) invest funds belonging to the Church as directed by the Board;
- (h) be responsible for the collection of monies received by the Church;
- (i) ensure that monies received by the Church are deposited into the proper bank accounts;
- (j) ensure that proper accounts are kept of all monies received by the Church and that full and accurate accounts are kept of all assets, liabilities, receipts and disbursements of the Church including the following:
  - (i) recording the Church income and receipts;
  - (ii) recording the Church fund disbursements;
  - (iii) preparation of monthly bank reconciliations; and
  - (iv) preparation of monthly financial statements.
- (k) ensure that accurate and confidential records are kept of all contributions made through envelopes to the general, building and other funds of the Church as exist from time to time;
- (l) ensure that accurate income tax receipts are issued to donors;
- (m) ensure that no Elder receives any remuneration from the Church unless such monies are for purposes of reimbursing such Person for legitimate expenses incurred on behalf of the Church;
- (n) attend meetings of the Board upon request of the Board;
- (o) not be an Elder;
- (p) carry out such other duties as directed from time to time by Resolution of the Board or the Members; and
- (q) ensure timely filing of such financial reports as governments may require.

27.11 In his or her absence, the duties of the Treasurer shall be performed by such other Member designated by the Board.

## **VII PROTECTION AND INDEMNITY**

### **28 Protection and Indemnity to Team Leaders, Elders, Pastor and Officers**

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

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

## VIII MEETINGS OF MEMBERS

### 29 Meetings of Members

- 29.1 Annual Meeting - There shall be an annual Meeting of Members at such time and place determined by the Board to be no later than six months following each fiscal year end. The purpose of the Annual Meeting will be to do the following:
- (a) review and approve, if acceptable, the financial statements for the immediately preceding year, including the Auditor's report thereon;
  - (b) appoint the Auditors for the upcoming year;
  - (c) approve the proposed budget for the current fiscal year;
  - (d) consider the Annual Report of church ministries; and
  - (e) transact any other necessary business.
- 29.2 Election Meeting - An election Meeting of Members shall be held at such time and place as determined by the Board, prior to the beginning of each fiscal year, to do the following:
- (f) elect Elders as required for the next fiscal year;
  - (g) elect the Clerk and Treasurer as required for the next fiscal year; and
  - (h) transact any other business.
- 29.3 Other Meetings - At the request of a majority of the Board, or upon the request of the lesser of ten Members and 5% of Members, other meetings of the Members shall be called by the Chairman within 21 days of the request.
- 29.4 Notice of Meeting - Notice of all Meetings of Members (Annual, Election and other) shall be given by electronic or regular mail to each Member eligible to vote at least 21 days in advance of the Meeting. The notice for all Meetings of Members shall include the date, time, place and purpose of the meeting and shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken, and shall include the text of motions to be presented. Notice of each Meeting of Members must remind the Member that the Member has the right to vote by proxy.
- 29.5 Waiver of Notice - A Member may waive notice of a Meeting of Members and attendance of any such Person at a Meeting of Members shall constitute a waiver of notice of the Meeting, except where such Person 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.
- 29.6 Omission of Notice - The accidental omission to give notice of any Meeting of Members 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 Meeting of Members, provided that no Member objects to such omission or irregularity.
- 29.7 Quorum - A quorum for a Meeting of Members shall be 33% of Members who are on the active list, who are of voting age and whose right to vote has not been terminated. Members present in person or by proxy count toward quorum. No business shall be transacted at any Meeting of Members unless the requisite quorum is present at the opening of the Meeting. If a quorum is not present at the time appointed for a Meeting of Members or within such reasonable time thereafter as the Members present may determine, the Members may by Resolution adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 29.4 with regard to notice shall apply to such adjournment.
- 29.8 Chairman - The Chairman (or in his absence the Vice-chairman, or in his absence a designate appointed by the Board by Resolution) shall act as Chairman of Meetings of Members and shall only be entitled to vote in the event of an equality of votes (in which event the Chairman, or acting Chairman as the case may be, shall have the casting vote), or in the event of a secret ballot.
- 29.9 Voting Procedure - Every question submitted to any Meeting of Members shall be decided by a show of hands, except where a secret ballot is provided for or requested as stated below. In the case of an equality of votes, the Chairman of the Meeting 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 request of any Member and shall be taken in such 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.

- 29.10 Voting Rights and Proxies - Votes at Meetings of Members may be given either personally or by proxy, provided that the proxy appointed is a Member and represents no more than two other Members at such meeting. At every meeting at which a Member is entitled to vote, every Member present shall have one vote and one vote for each proxy held. A proxy shall be executed by the Member or the Member's attorney authorized in writing. A proxy may be in the following form or some similar form:

"I appoint \_\_\_\_\_ (the name of the member whom you want to vote for you) to vote on my behalf at the meeting of members of Huron Chapel Evangelical Missionary Church on \_\_\_\_\_, 20\_\_ (the date of the meeting).

This appointment applies to all votes of the meeting.

My signature: \_\_\_\_\_

Today's date \_\_\_\_\_, 20\_\_"

- 29.11 Procedural Code - The rules of procedure for Meetings of Members, Board meetings and all Committee meetings shall follow Roberts Rules of Order, by the most current edition, except where varied by the General Operating Bylaw.
- 29.12 Adjournment - The Chairman may, with the consent of the Meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned Meeting which might have been brought before or dealt with at the original Meeting in accordance with the notice calling the same.

## IX DISCIPLINE

### 30 Resolution of Disputes

- 30.1 Disputes amongst Members should, as much as possible, be resolved in accordance with principles set out in Matthew 18:15-20, Luke 17:3, Galatians 6:1, 1 Corinthians 5:1-5 and 1 Corinthians 6:1-8. Without limiting the generality of the said passages of scripture, the following procedure should, as much as possible, be adopted where a dispute occurs amongst Members (defined hereafter as an "Individual"):
- (a) an Individual who believes that he has been wronged by another Individual for whatever reason should confront such Individual with an explanation of the wrong which is alleged to have occurred;
  - (b) if the Individual so confronted does not listen to the Individual who has confronted him or her, or if the matter is not resolved, then the Individual who is alleged to have been wronged should confront the Individual who is alleged to have caused the wrong in the presence of one or two other Individuals;
  - (c) if the Individual who is alleged to have done the wrong still does not listen or if the dispute is not resolved, then the Individual who is alleged to have been wronged may refer the matter to the Board, pursuant to the procedure for Discipline set out in Section 33.1 to 33.14 herein.

### 31 Circumstances Giving Cause for Discipline

- 31.1 An Individual shall be deemed to be under the Discipline of the Church if the Board determines by Resolution that any of the following circumstances have occurred:
- (a) an Individual has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles;
  - (b) an Individual's conduct evidences an unwillingness to either comply with, adhere to or submit to the authority and procedures in the Church Constitution and the current Church Policies;
  - (c) an Individual has propagated doctrines and practices contrary to those set forth in the Statement of Faith or which differ from the Church's traditional understanding of Biblical teaching to a degree which is divisive; or
  - (d) an Individual has wronged another Individual causing discord or dissension in the Church, with or without malicious intent, that is not repented of, nor has been resolved through the mechanism for dispute resolution set out in Section 30.1 hereof.

### 32 Restoration through Discipline

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

the Church.

### **33 Procedure for Discipline**

- 33.1 No allegation giving rise to disciplinary action against a Member (defined hereafter as an "Individual") pursuant to Section 31.1 hereof shall be considered by the Church unless such allegation is first set out in a signed written statement given to the Board setting out the nature of the allegation and an explanation of the basis upon which it is made.
- 33.2 If the Board determines on a preliminary basis that the written allegation is invalid, then the allegation shall be dropped and no further disciplinary action against the Individual shall proceed.
- 33.3 If the Board determines on a preliminary basis that the written allegation requires further investigation, then the allegation shall be referred for a hearing as set out in Section 33.4, and the Individual against whom the allegation is made shall be deemed to be under the Discipline of the Church and shall not be entitled to withdraw as a Member without the consent of the Board. The Board, in its discretion, may temporarily suspend the said Individual from any position within the Church until the completion of the Discipline process.
- 33.4 The Board shall convene a hearing to consider the allegation. The Individual shall be given at least 14 days written notice by registered and regular mail at his last known address (which period of time shall include the date of mailing but shall exclude the date of the hearing), of the date, time and place at which the hearing will be held. The notice shall briefly explain the nature of the allegation and advise the Individual that the allegation will be considered by the Board at the hearing. The Individual shall be entitled to attend the hearing to listen to the details of the allegation made and to respond thereto.
- 33.5 The hearing shall be conducted as a board of inquiry by the Board and an Elder shall be appointed by the Board to act as the Chairman of the hearing. The Board shall have responsibility for carriage of the hearing and shall make the determination concerning whether an Individual is to be disciplined at the end of the hearing and if so, what discipline is to be imposed.
- 33.6 The hearing shall not be open to the public nor to the Members. The Individual shall be entitled to be accompanied at the hearing by two Members who may act as observers during the hearing but who shall not be entitled to participate thereat.
- 33.7 Both the Individual and the Board may call any witnesses or evidence that is relevant to the allegation being made. No party to the hearing shall be represented by legal counsel. However, either the Individual or the Board may require that the Church, at the expense of the Church, retain a lawyer or other person with experience in the law of evidence to act as an adjudicator to determine the admissibility of evidence before the hearing.
- 33.8 There shall be an equal allocation of time for the presentation of evidence by both the Board and the Individual. The Board may designate a time limitation on the hearing, provided that such limitation is applied equally to the presentation of evidence by both the Board and the Individual and provided further that notice of such limitation of time is first given to the Individual at least three hours before the hearing is required to end.
- 33.9 All evidence presented before the hearing shall be kept confidential, except such summary facts that the Board determines need to be given to the Members at a subsequent Meeting of Members.
- 33.10 At the end of the hearing, the Board shall convene in private to deliberate on the evidence presented. A two-thirds Vote of the Board shall be required to conclude that the allegation is true; failing which the allegation will be deemed not to be proven, with the result that the Individual shall no longer be subject to disciplinary proceedings by the Church and shall be reinstated as a Member in good standing.
- 33.11 In the event that the Board determines that the allegation is true, then the Board shall decide the appropriate disciplinary action to be implemented, which decision shall be determined by a two-thirds Vote of the Board. Disciplinary action shall be determined and implemented with the intent of both protecting the integrity of the ministry of the Church and restoring the Individual into fellowship pursuant to Luke 17:3 and Galatians 6:1.
- 33.12 Termination of Membership as a disciplinary action shall be deemed appropriate only where no other alternative is available.
- 33.13 The decision of the Board on disciplinary action shall be communicated to the Individual orally or in writing together with reasons therefore as soon as is practical after the decision has been made.
- 33.14 In the event of a serious disciplinary action, the Board shall inform the Members at the next Meeting of Members, or at a special Meeting if deemed necessary. No pronouncement on matters of Discipline by the Church shall be made unless given orally from a prepared text at a Meeting of Members and only after

careful and sober consideration has first been made by the Board to avoid, as much as possible, undue or unnecessary embarrassment to the Individual or other undue or unnecessary prejudicial consequences to either the Individual or to the Church as a whole. The facts present shall be only those necessary for Members to understand the seriousness of the matter, and to the extent feasible, names other than that of the Individual shall not be given.

- 33.15 An Individual who has been disciplined or whose Membership has been terminated shall not be barred from public worship unless his presence is disruptive to the peaceful proceedings of the public worship service as determined in the sole opinion of the Board and such Individual is deemed to agree that he may be removed from such public worship service without the necessity of legal action, whether or not such Individual is at that time a Member.
- 33.16 In the event that an Individual who has been disciplined or whose Membership has been terminated attends any other church and that other church does not seek a letter of reference from the Church, then the Lead Pastor or any Elder shall be authorized to advise the other church verbally that the Individual in question has been disciplined by the Church.
- 33.17 In the event that the Individual in question is under the age of 18 when an allegation is made, then the discipline procedure described in this Section shall be modified to require that any notification provided for herein shall also be given to the parents or legal guardians of the Individual who shall be entitled to attend and speak on behalf of such Individual at any hearing provided for herein.

#### **34 Waiver, Mediation and Arbitration**

- 34.1 Notwithstanding anything else contained herein, Membership is given upon the strict condition that disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with the Church Constitution shall not give a Member cause for any legal action against either the Church, any Elder, Team Leader, Officer, employee, or Member, that the acceptance of Membership shall constitute conclusive and absolute evidence of a waiver by the Member of all rights of action, causes of action, and all claims and demands against the Church, any Elder, Team Leader, Officer, employee, or Member in relation to disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with the Church Constitution or involving the Church in any manner whatsoever, and that this provision may be pleaded as a complete estoppel in the event that such action is commenced in violation hereof.
- 34.2 In the event that a Member is dissatisfied with any proceedings or the results thereof, or any other matter arising out of the Church Constitution, involving the Member and the Church, if the Member does not violate or circumvent the waiver contained in Section 34.1 or attempt to do so, then that Member may seek to have his concerns resolved through a process of Christian dispute resolution as follows:
- (a) The matter shall first be submitted to a panel of mediators, who are pastors or members of the governing boards of churches which are members of The Evangelical Missionary Church of Canada, whereby the Member appoints one mediator, the Church appoints one mediator and the two mediators so appointed jointly appoint a third mediator.
  - (b) The number of mediators may be reduced from three to one or two upon the agreement of both the Church and the Member.
  - (c) The mediators so appointed shall then meet with the Board and the Member in an attempt to mediate a resolution.
  - (d) If the matter is not resolved through mediation, then the mediators shall arbitrate and decide all issues in accordance with the provisions of the Arbitrations Act of Ontario and the award of the mediators in their role as arbitrators shall be final and binding upon the parties and the judgment once given may be entered by any Court having jurisdiction.
  - (e) All costs of the mediators appointed in accordance with this Section shall be borne equally by the Member and the Church.

### **X TEAMS (GENERAL PROVISIONS)**

#### **35 Establishment of Teams**

- 35.1 The Board by Resolution may establish such Teams responsible to the Board as it determines necessary from time to time.
- 35.2 The Members may appoint such teams of the Members as are deemed necessary from time to time and to empower such teams with such authority or directives as deemed appropriate.

#### **36 Qualification for Membership on Teams**

- 36.1 Any Member in good standing may be considered for appointment to a Team. Team members are

appointed by the Board on the recommendation of the Team Leader.

- 36.2 Team members shall serve without remuneration, provided that a Team member may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

### **37 Meetings of Teams**

- 37.1 Teams shall meet at such times as are determined by the Team Leader

### **38 Removal of Members from Teams**

- 38.1 Any Team member may be removed for any reason by Majority Vote of the Board.

## **XI FINANCE TEAM**

### **39 Definition and Duties of the Finance Team**

- 39.1 The Board shall establish a Finance Team consisting of not less than four Members and to include the Team Leader for Finance, who shall serve as the Chairperson, the Treasurer, the Treasurer of the Building Committee, if any, and not less than two other members. Subject to the provision hereinafter set out, the Finance Team is responsible for overseeing the financial operations of the Church and the preparation of the financial statements and annual budget for consideration by the Board and approval by the Members, and any such forms or documents as required by governments. All decisions, actions and recommendations by the Finance Team shall be subject to review and approval by the Board.

## **XII NOMINATING COMMITTEE (TEAM)**

- 39.1 The Board of Elders shall establish a Nominating Committee each year consisting of a minimum of three (3) and a maximum of five (5) members. Such persons shall serve for a one (1) year term. The Members shall, at the Annual Election Meeting, elect at least one person to serve on the Nominating Committee for the following year. The Board of Elders shall appoint a majority of the members of the Nominating Committee. There shall be no limit on the number of consecutive terms a Person may serve as a member of the Nominating Committee.

## **XIII OTHER TEAMS**

### **40 Constitution and Specific Duties of Other Teams**

- 40.1 The number of members for each Team and the mandate of such Team shall be determined by the Board from time to time.
- 40.2 The specific duties of each Team shall:
- (a) be determined by such Team in writing and approved by the Board;
  - (b) include the keeping of minutes of each meeting;
  - (c) include the preparation of an annual budget for presentation to the Finance Team and subsequent approval by the Board and by the Members;
  - (d) be task oriented; and
  - (e) require that a report be made to the Election Meeting of Members through the Board.

## **XIV AFFILIATION**

### **41 Church Affiliation**

- 41.1 The Church shall be affiliated with such associations and organizations as the Members may determine from time to time by a two-thirds Vote of the Members at a meeting called for that purpose.
- 41.2 Subject to the above, the Church shall be affiliated with the Evangelical Missionary Church of Canada.

## **XV POLICY STATEMENTS**

### **42 Policy Statements for the Church**

- 42.1 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 Policy Statements on such matters as are deemed necessary from time to time by the Board.
- 42.2 A Policy Statement shall not become operative until first approved by a 75% Vote of the Board and ratified by a two-thirds Vote of the Members at a Meeting called for that purpose.

## **XVI GENERAL PROVISIONS**

### **43 Corporate Seal**

- 43.1 The seal, an impression thereof is stamped in the margin hereof or as changed by Resolution of the Board



from time to time, shall be the seal of the Church.

#### **44 Execution of Documents and Cheques**

- 44.1 Contracts, documents or any instruments in writing requiring the signature of the Church shall be signed by any two 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 Resolution to appoint an Officer(s), Elder(s) or Team Leader(s) 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 appointed.
- 44.2 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or Person or Persons, whether or not an Officer of the Church and in such manner as the Board may from time to time designate by Resolution.

#### **45 Financial Year End**

- 45.1 Unless otherwise ordered by the Board, the fiscal year end of the Corporation shall be December 31 of each year.

#### **46 Head Office**

- 46.1 The head office of the Corporation shall be in the Village of Auburn, in the County of Huron and Province of Ontario.

#### **47 Books and Records**

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

#### **48 Financial Statements and Budget**

- 48.1 The Finance Team shall prepare each year the following:
- (a) financial statements for the preceding year prepared in accordance with the financial reporting standards for Charitable and Non-Profit Organizations as may be in place from time to time; and
  - (b) a budget for the upcoming year prepared in consultation with each Team Leader, and to include the budget and expenditures of at least the previous year.
- 48.2 The financial statements shall be forwarded to the Board for approval at least two weeks prior to the Annual Meeting and shall thereafter be made available to the Members for review at least one week (including one Sunday) prior to the Annual Meeting.
- 48.3 The financial statements shall be presented at the Annual Meeting for approval by the Members.
- 48.4 The budget shall be forwarded to the Board for approval at least four weeks prior to the Election Meeting and shall thereafter be made available to the Members for review at least three weeks prior to the Election Meeting.
- 48.5 The budget shall be presented at the Election Meeting for approval by the Members.

#### **49 Auditor**

- 49.1 The Members shall at each Annual Meeting appoint an auditor for the next fiscal year to do the following:
- (a) to report to the Members on the fairness of the financial statements presented by the Finance Committee at the annual meeting; and
  - (b) to audit the financial statements, accounts, general fund of the Church and other general funds which may be in existence from time to time and to submit the results of such audits to the Members at the next Annual Meeting.
- 49.2 The auditor shall receive notice of Meetings of Members as if a Member.

#### **50 Rules, Regulations and Guidelines**

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

#### **51 Amendments**

- 51.1 Notwithstanding the Act, an application for Articles of Amendment to the Articles of Incorporation may be made if approved by a 90% Vote of the Board at a meeting called for that purpose and sanctioned by an 85% Vote of the Members at a Meeting called for that purpose, provided that the notice shall state the

proposed amendment and the purpose thereof.

- 51.2 The Bylaws of the Church not embodied in the Articles of Incorporation may be repealed or amended by Bylaw and enacted by a 75% Vote of the Board at a meeting called for that purpose and sanctioned by a 2/3 Vote of the Members at a Meeting called for that purpose, provided that the notice shall state the proposed amendment and the purpose thereof.
- 51.3 Amendment to the Statement of Faith shall require a 90% Vote of the Board at a meeting called for that purpose and must be sanctioned by an 85% Vote of the Members at a Meeting called for that purpose, provided that the notice shall state the proposed amendment and the purpose thereof.

*Passed by the Board of Directors of the Corporation this 27<sup>th</sup> day of October, 2017.*

Revised by Huron Chapel EMC Annual Meeting – February 20, 2020.