

BRAMALEA BAPTIST CHURCH

By-Law No. 1

CONSTITUTIONAL BY-LAW

Passed by the
Board of Directors on
January 10, 2008.

Confirmed by the
Members on
February 24, 2008.

A By-Law relating general to the transaction of the affairs
of **BRAMALEA BAPTIST CHURCH** (a Federal Corporation)

BE IT ENACTED as a By-Law of **BRAMALEA BAPTIST CHURCH** (hereinafter referred to as the "Church") as follows:

SECTION 1: DEFINITIONS

1.01 In this By-Law and all other By-laws and Resolutions of the Church. As a religious order it is acknowledged that the Bible is the main arbitrator and final authority for practice and unless the context otherwise requires, the following definitions shall apply:

"Act" means the *Canada Corporations Act* R.S.C. 1970, c.C.32 as amended from time to time and any statute enacted in substitution hereof, and in the case of such substitution, any references in the By-law of the Church to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;

"Affirmation of Faith" means the Affirmation of Faith of the Church as set out in the Letters Patent.

"Board of Directors" means the Board of Directors of the Church which shall be deemed to be the Board of Directors of the Church pursuant to the Act;

"Board Resolution" means a resolution passed by Board of Directors by a simple majority of the Directors present, unless this Act or this By-law otherwise requires;

"By-law" means any By-law of the Church from time to time in force and effect, including this General Operating By-law;

"Chair of the Board of Directors" means the Chair of the Board of Directors, who shall be the Chair of the Board of Directors for purposes of the Act or as otherwise provided for in this By-law;

"Chair of the Elders" means the Chair of the Elders as provided for in this By-law;

"Church" means the legal entity incorporated as a corporation without share capital under the Act by Letters Patent dated the 16th day of November, 2007, and named **BRAMALEA BAPTIST CHURCH**;

"Church Constitution" or "Constitution" means the Letters Patent (including the objects and Affirmation of Faith, General Operating By-law and any other by-laws adopted by the Church from time to time) and the Christian Lifestyle Statement attached as Appendix "A" to this By-Law No. 1;

"Congregational Meeting" means a meeting called by the Elders of the Church for the purpose of keeping the Members and attendees of the Church informed of developments and for the purpose of developing consensus;

"Director" means a member of the Board of Directors of the Church;

"Discipline" means seeking to reconcile individuals to one another through mutual forgiveness and restoring offenders to fellowship with God and the Church;

SECTION 1: DEFINITIONS - Continued

"Documents" includes deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all paper writing;

"Elder" means a Member of the Church who has been recognized to have the required spiritual gifting to be a member of the Elders by the Members of the Church;

"Elders' Resolution" means a resolution passed by the Elders by a simple majority of the Elders present at such meeting of the Elders;

"General Operating By-law" means this By-law and any other By-laws of the Church intended to amend or replace the General Operating By-law herein;

"Letters Patent" mean the Letters Patent incorporating the Church, as from time to time amended or supplemented by Supplementary Letters Patent;

"Meeting of the Members" means any regular or special Meeting of the Members;

"Member" means a Member of the Church;

"Members" or "Membership" means the collective Membership of the Church;

"Members' Resolution" means a resolution passed by the Members by a simple majority of the votes cast by Members present in person, unless this Act or this General Operating By-Law otherwise requires.

"Nominating Team" means a nominating team of the Church as established in accordance with this By-Law;

"Officer" means an officer of the Church as described in this General Operating By-Law;

"Objects" means the charitable Objects of the Corporation as contained in the Letters Patent;

"Pastoral Team Member" means any member of the pastoral team of the Church, save and except the Senior Pastor.

"Person" means an individual person, either male or female, but does not include corporations, partnerships, trusts, or unincorporated organizations;

"Senior Pastor" means the Senior Pastor of the Church; and

"Special Resolution" means a resolution passed by the Members by at least seventy-five percent (75%) of the total Members present at a Meeting of the Members;

"Vice-Chair of the Board of Directors" means the vice-chair of the Board of Directors, who shall be the Vice-Chair of the Church for purposes of the Act or as otherwise provided for in this By-Law.

SECTION 2: LETTERS PATENT, INTERPRETATION AND HEADINGS

- 2.01 **Letters Patent.** This General Operating By-law and any other By-laws of the Corporation shall be strictly interpreted at all times in accordance with and subject to the Affirmation of Faith (see *attached*) contained in the Letters Patent of the Corporation, which for purposes of this General Operating By-law are incorporated by reference and made a part hereof. If any of the provisions contained in this General Operating By-law are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.
- 2.02 **Interpretation.** In this General Operating By-law, all other By-laws, Board Resolutions and Members' 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; and
 - (b) words importing the masculine gender include the feminine gender unless this General Operating By-Law otherwise specifically provides;
- 2.03 **Headings.** Headings used in this General Operating By-law are for convenience of reference only and shall not affect the construction or interpretation thereof.

SECTION 3: MEMBERSHIP

- 3.01 **Qualification for Membership.** The initial Members of the Corporation shall be the first Directors of the Church. Thereafter, Membership shall be the Members of the Church. Members shall:
- (a) have a personal relationship with the Lord Jesus Christ and salvation through faith in Him alone;
 - (b) have been baptized by immersion as a confession of their faith in Christ;
 - (c) demonstrate and confess a life-style appropriate for a Christian in conformity to Biblical standards;
 - (d) have subscribed in writing to the entire Church Constitution; and
 - (e) have been admitted into Membership in accordance with the Church Constitution.
- 3.02 **Application Process.** Applicants may apply to become Members of the Church on the basis of conversion and baptism, a letter of recommendation from another church of like faith and practice or Christian experience, subject to the procedure set forth in this paragraph. Applicants for membership will be required to complete an application form and church membership classes. Applicants for membership shall be received into the church after first being interviewed by a member of the Pastoral Team, an Elder and/or a person or persons designated by the Elders. After the applicant's name has been published in the church bulletin, for membership comments, the applicant may be admitted into the Membership by the Elders and welcomed at a public worship service or at a time arranged. Upon Resolution of the Board of Directors, existing members of the unincorporated church from which this Church has been formed shall be deemed to be Members of the Church.

SECTION 3: MEMBERSHIP - Continued

- 3.03 **Rights of Membership.** Every Member shall have the privilege of:
- a) attending all public worship services of the Church;
 - b) participating in the ministries of the Church;
 - c) casting a single vote in person at any Meeting of the Members on any issue properly before such meeting; and
 - d) speaking at and participating at any Meeting of the Members.
- 3.04 **Duties of Membership.** Every Member shall have the duty to:
- a) minister to one another's needs as part of the Body of Christ;
 - b) participate in Church activities and ministries as the Lord directs and personal circumstances permit;
 - c) financially support the work of the Church as the Lord directs and personal circumstances permit;
 - d) respect and submit to the spiritual authority and procedures of the Church as expressed in the Church Constitution; and
 - e) attend all Meetings of the Members.
- 3.05 **Transferability.** Membership in the Church is not transferable. Church Members are encouraged to identify with another church of like faith and practice when they move from the area. A letter of recommendation shall be sent by the Church Elders upon request of a Member. Upon receiving such a request from a Member, the membership of such person in the Church shall be terminated and the name of such person shall be removed from the membership register.
- 3.06 **Withdrawal from Membership.** A Member may withdraw at any time as a Member of the Church. In the event that such Member is withdrawing in order to attend another church, such Member may request the Elders to provide a letter of recommendation as set out in Section 3.05.
- 3.07 **Absence.** In the event that a Member is absent from the Church for an extended period without a reasonable explanation, the Elders may pass a Resolution limiting the rights and duties of such Member as the Elders see fit in their sole discretion. The Elders may thereafter initiate the removal of the name of such Member from the membership register.
- 3.08 **Discipline.** All believers are subject to the authority of Christ, the sole and supreme law-giver and head of the Church. The Church, through its Elders, reserves the right to restrict ministry involvement, exclude or suspend from Membership those Members who do not fulfill the requirements of this Constitution or any By-law established herein or subsequently or who in the opinion of the Elders are in contravention of the moral, ethical or spiritual expectations of evangelical Christianity as provided for in 2 Thessalonians 3:6, Matthew 18:15-17, 1 Corinthians 5:1-13 or Romans 12:1-2.

SECTION 3: MEMBERSHIP - Continued

- 3.09 Disputes Amongst Members and Adherents. Disputes amongst Members and/or Adherents should, as much as possible, be resolved in accordance with principles set out in Matthew 18:15-20, Luke 17:3-4, Galatians 6:1-5, and 1 Corinthians 5:1-5. Without limiting the generality of the said passages of scripture, the following procedure should, as much as possible, be adopted where a dispute occurs amongst Members:
- (a) a Member who believes that he has been wronged by another Member for whatever reason shall approach such Member calmly and in love, with an explanation of the wrong which is alleged to have occurred;
 - (b) if the Member so approached does not listen to the Member who has approached him or her, or if the matter is not resolved, then the Member who is alleged to have been wronged shall approach the Member who is alleged to have caused the wrong in the presence of one or two impartial other Members;
 - (c) if the Member who is alleged to have done the wrong still does not listen or if the dispute is not resolved, then the Member who is alleged to have been wronged shall bring the matter to the attention of an Elder or a pastor; and
 - (d) the Elder, together with another Elder or pastor, shall then meet with both Members in an attempt to resolve the dispute, failing which the matter shall be referred to the Elders to determine an appropriate course of action which may include mediation or Discipline.
- 3.10 Waiver of Legal Action. Notwithstanding anything else contained herein, Membership in the Church is given upon the strict condition that disciplinary proceedings or any other proceedings or matters arising out of the Church Constitution shall not give a Member cause for any legal action against either the Church, the Senior Pastor, any member of the Pastoral Team, any staff member of the Church, any Elder, any Director, any Officer or any Member of the Church, and the acceptance of Membership in the Church shall constitute conclusive and absolute evidence of a waiver by the Member of all rights of action, causes of action, and all claims and demands against the Church, the Senior Pastor, Pastoral Team Member, any staff member of the Church, any Elder, any Director, any Officer or any Member of the Church in relation to disciplinary proceedings or any other proceedings or matters arising out of the Church Constitution. This provision may be pleaded as a complete estoppel (i.e., the prevention of an action) in the event that such action is commenced in violation hereof.
- 3.11 Christian Mediation. In the event that a Member is dissatisfied with any matters of procedure involving that Member and the Church as set out in the Church Constitution, then such Member may seek to have his or her concerns resolved through a process of Christian mediation as determined by the Elders provided that such Member does not violate or circumvent the waiver contained in Section 3.10 above or attempt to do so. Such mediation shall not be binding upon either the Church or the Member in question.

SECTION 4: MEMBERS' MEETINGS

- 4.01 Spring Meeting of the Members. The Board of Directors shall call an annual Spring Meeting of the Members, which shall be held during either the month of May or June at a date, time and place to be determined by the Board of Directors. At this Spring Meeting of the Members, in addition to any other business that may properly come before the meeting, the Board of Directors shall present to the Members the proposed budget for the upcoming fiscal year of the Church for their consideration and approval, the Nominating Team shall present to the Members the slate of candidates eligible for the Elders and the Board of Directors, the Members shall confirm the Elders and appoint the Board of Directors and an auditor for the ensuing fiscal year.
- 4.02 Fall Meeting of the Members. The Board of Directors shall call an annual Fall Meeting of the Members, which shall be held during either the month of September or October at a date, time and place to be determined by the Board of Directors. At this Fall Meeting of the Members, in addition to any other business that may properly come before the meeting, the Board of Directors shall present to the Members the auditor's report and the financial statements relating to the past fiscal year for their consideration and approval.
- 4.03 Special Meetings. In addition to the Spring Meeting of the Members and the Fall Meeting of the Members, the Board of Directors may at any other time pass a Board Resolution calling for a special Meeting of the Members. The Chair of the Board of Directors shall call a special Meeting of the Members in the event that the Board of Directors receive a written requisition from at least twenty-five (25) percent of the Members requesting a special Meeting of the Members, in the event that the Senior Pastor requests the Board of Directors to call a special Meeting of the Members or in the event that a majority of the Elders request the Board of Directors to call a special Meeting of the Members. The Board of Directors may also call a Congregational Meeting when they deem it necessary or useful or in the event that a majority of the Elders request the Board of Directors to call a special Meeting of the Members.
- 4.04 Notice of Meetings of Members. Notice of any Meeting of the Members shall be given to the Members by notice in the Church bulletin at least two (2) Sundays prior to the date of such meeting. Every notice of a Meeting of the 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 any decision to be taken at such meeting.
- 4.05 Quorum. A quorum for any Meeting of the Members shall be constituted by the presence of at least 25 Members of the Church in person at such Meeting of the Members.
- 4.06 Chair. The Chair of the Board of Directors, or in his absence, the Vice-Chair of the Board of Directors, or in their absence, a designate appointed by the Board of Directors by Board Resolution, shall act as chair of all Meetings of the Members and shall only be entitled to vote in the event of an equality of votes.
- 4.07 Voting. At every Meeting of the Members, every question shall be determined by Member's Resolution, unless otherwise provided for by the Act or elsewhere in the Constitution.

SECTION 4: MEMBERS' MEETINGS - Continued

- 4.08 Voting Procedure. Every motion submitted to any Meeting of the Members shall be decided by Members' Resolution by a show of hands with members age 18 and over voting, unless the Act or this General Operating By-Law requires otherwise. In the case of an equality of votes, the Chair of the Meeting of the Members shall have the deciding vote. At any Meeting of the Members, a declaration by the Chair that a motion has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact. Voting by secret ballot may be requested and if approved by the members present, used for the decision process.
- 4.09 Procedural Code. The rules of procedure for any Meeting of the Members shall generally follow the Roberts Rules of Order, by the most current edition, except where varied by the Constitution.
- 4.10 Adjournment. The chair of a Meeting of the Members may, with the consent of the Members present, adjourn the same 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 of the Members that might have been brought before or dealt with at the original Meeting of the Members in accordance with the notice calling the same.
- 4.11 Presentation of Motions at Meetings of the Members. No motion shall be presented before the Membership at any Meeting of the Members unless such motion has been presented in writing to the Board of Directors at least thirty (30) days before the Meeting of the Members and has been sanctioned by a Board Resolution in favour of presenting such motion to the Membership.

SECTION 5: ELDERS

- 5.01 Elders. The Elders shall consist of a minimum of six (6) and a maximum of eight (8), in addition to the Senior Pastor. The Elders shall be nominated by the Nominating Team in accordance with the procedures set forth in Section 13.01 of this General Operating By-Law at least sixty (60) days prior to the Spring Meeting of the Members or at times throughout the year as required. The Nominating Team shall present to the Elders the names of Members who are recognized within the Church as exhibiting the qualifications set forth in Section 5.02.
- 5.02 Qualifications of Elders. A candidate may be considered for confirmation as an Elder, provided that such candidate:
- (a) fulfills the biblical qualifications of an overseer listed in 1 Timothy 3:1-7, Titus 1:5-10 and 1 Peter 5:1-10;
 - (b) is a Member of the Church in good standing;
 - (c) is at least twenty-one (21) years of age;
 - (d) is personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
 - (e) has an active involvement within the Church;
 - (f) agrees to uphold and be subject to the Church Constitution;
 - (g) recognizes that confirmation as an Elder, is a commitment to humble service, not a position of honour or status, nor a reward for past service; and
 - (h) is in full agreement with and fully committed to the mission statement, vision and values of the Church.

SECTION 5: ELDERS - Continued

- 5.03 Appointment of Elders. Elder candidates who permit their names to be submitted shall be urged to engage in self-appraisal and personal evaluation in light of the scriptural qualifications. Any candidate may withdraw at this point if they do not aspire to the position of Elder or do not believe that they adequately meet the qualifications. After prayerful consideration by the Elders, those candidates who are approved by the Elders will be presented to a duly called Meeting of the Members for confirmation by the Members.
- 5.04 Term. An Elder who is confirmed by the Members of the Church shall serve for a three (3) year term. At completion of the first three (3) years the Elder shall be eligible for nomination for a further two (2) years. After two (2) consecutive terms, totalling five (5) years of service, an Elder shall take one (1) year sabbatical before being eligible to serve again. The terms shall be arranged to provide continuity of membership where possible. An Elder who is on a one (1) year sabbatical is not eligible to serve as a Director.
- 5.05 General Authority. The Elders shall have the authority to govern the spiritual affairs of the Church and in particular:
- (a) to exercise overall responsibility for Membership care;
 - (b) to support the Senior Pastor to provide spiritual leadership for the Church;
 - (c) to oversee the Discipline of Members for the purpose of reconciliation whenever possible;
 - (d) and to ensure that all employed personnel and lay leaders of the Church are accountable to the Senior Pastor and are followers of the Christian faith, confessing Jesus Christ as their personal Saviour and Lord and that they adhere and are subject to the authority of the Church pursuant to the Church Constitution.
- 5.06 Elders' Report. When needed, the Elders shall communicate with the Members through the Chair of the Board of Directors, and shall give their report at any Meeting of the Members. The Elders shall make themselves available at any Meeting of the Members to answer any questions from Members arising from the floor concerning the proceedings of the Elders, with the exception of proceedings dealing with issues that are considered to be of a private nature.
- 5.07 Resignation. If the personal circumstances of any Elder make it difficult for such Elder to devote the necessary time or energy to the work of the Elders, then such Elder shall be free to resign from the Elders without embarrassment or stigma. If for any reason an Elder chooses to resign, then such Elder shall give a minimum of thirty (30) days written notice, if possible, to the Chair of the Elders who shall call it to the attention of the Elders. The Elders may then accept the resignation.
- 5.08 Automatic Vacancy. The position of Elder shall be automatically vacated if an Elder:
- (a) resigns as an Elder by delivery of a written resignation to the Chair of the Board of Elders, as set out in Section 5.07 above;
 - (b) no longer fulfils all the qualifications of an Elder;
 - (c) is found by a medical doctor to be mentally incompetent or of unsound mind;
 - (d) ceases to be a Member of the Church;
 - (e) in the opinion of a two-thirds majority vote of the rest of the Elders, has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian or is contrary to biblical principles, or is no longer willing to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution; or
 - (f) dies.

SECTION 5: ELDERS - Continued

If any vacancies should occur for any reason as set out in this Section 5.08, and the number of Elders remaining is less than the minimum set out in Section 5.01, then the remaining Elders may by Elders' Resolution appoint a Member or Members to fill the vacancy until the next Spring Meeting of the Members. Upon the filling of such vacancy, the Elders shall notify the Membership.

SECTION 6: MEETINGS OF THE ELDERS

- 6.01 **Regular Meetings.** Regular meetings of the Elders shall be held at such time and place as shall be determined by the Chair of the Elders but not less than six (6) times a year. The dates for the regular meetings shall be published in a schedule by the Chair of the Elders and distributed to the Elders as soon as possible after each Spring Meeting of the Members.
- 6.02 **Special Meetings.** Special meetings of the Elders may be called by the Chair of the Elders upon written notice or upon written request of any three (3) Elders to the Chair who shall then give notice of a special meeting of the Elders as soon as possible thereafter.
- 6.03 **Notice of Meeting.** All regular and special meetings of the Elders shall be held on ten (10) days notice either addressed and mailed or emailed or delivered to each Elder or published in the Church bulletin on two (2) consecutive Sunday mornings prior to such meeting or at the call of the Chair upon twenty-four (24) hour telephone notice in the event of an emergency.
- 6.04 **Omission of Notice.** The accidental omission to give notice of any Meeting of the Elders to, or the non-receipt of any notice by, any Elder shall not invalidate any Elders' Resolution passed or any proceedings taken at such meeting, providing that no Elder objects to such omission or irregularity.
- 6.05 **Chair, Vice-Chair and Secretary.** The Chair of the Elders, Vice-Chair of the Elders and Secretary shall be appointed by the Elders from amongst themselves at the first meeting of the Elders following the Spring Meeting of the Members. Each shall serve for a term of one (1) year. Elders may hold any one Office for a maximum of three (3) years.
- 6.06 **Quorum.** A quorum for a meeting of the Elders shall be a majority of the Elders.
- 6.07 **Voting Rights.** With the exception of the Chair, who shall only vote in the event of an equality of votes, all Elders shall have one (1) vote.
- 6.08 **Minutes.** The Elders shall keep written minutes of each meeting. The Elders shall appoint an Elder to prepare and maintain such minutes. Due to the potentially confidential nature of matters discussed at the meetings of the Elders, the minutes shall not be made public or available for review by the Members.
- 6.09 **Meetings by Teleconference.** If all of the Elders consent thereto generally or in respect of a particular meeting, an Elder may participate in a meeting of the Elders by means of a conference telephone or other communication facility as permits all Persons participating in the meeting to hear each other, and an Elder participating in such meeting by such means is deemed to be present at the meeting.

SECTION 7: BOARD OF DIRECTORS

- 7.01 Range of Directors. The Board of Directors shall be responsible for the temporal and financial affairs of the Church and generally may exercise such other powers and do such other acts and things as the Church is by its Letters Patent, the Act or otherwise authorized to do. The Board of Directors shall consist of no fewer than six (6) Directors and no greater than eight (8) Directors. The specific number of Directors shall be determined by Members' Resolution.
- 7.02 Provisional Directors. The applicants for incorporation herein shall become the provisional Board of Directors upon incorporation and shall serve as the provisional Board of Directors until their successors are appointed by the Members of the Church at a Meeting of the Members. At the first Meeting of the Members following incorporation, the Directors then appointed shall replace the provisional Board of Directors named in the Letters Patent.
- 7.03 Qualification of Directors. In order to be considered for service on the Board of Directors, a person must:
- (a) be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
 - (b) be a Member of the Church in good standing;
 - (c) be known to be full of the Holy Spirit and wisdom and be worthy of respect.
 - (d) be at least twenty-one (21) years of age;
 - (e) agree to uphold and be subject to the Church Constitution;
 - (f) recognize that membership on the Board of Directors is a commitment to humble service, not a position of honour or status, nor a reward for past service;
 - (g) not be receiving remuneration from the Church; and
 - (h) be in full agreement with and fully committed to the mission statement, vision and values of the Church.
- 7.04 Appointment. At the Spring Meeting of the Members, the Members shall appoint a Board of Directors from the names provided by the Nominating Team.
- 7.05 Term. A Director who is appointed to the Board of Directors by the Members of the Church shall serve for a three (3) year term. At the completion of the first three (3) years the Director shall be eligible for nomination for a further two (2) years. After two consecutive terms, totalling five (5) years of service, a Director shall take one (1) year sabbatical before being eligible to serve again. A Director who is on a one (1) year sabbatical is not eligible to serve as an Elder. The terms shall be arranged to provide continuity of membership where possible.
- 7.06 Specific Authority. Without limiting the generality of the foregoing, the Board of Directors shall be authorized to carry out the following duties and responsibilities:
- (a) to borrow money upon the credit of the Church;
 - (b) to limit or increase the amount to be borrowed;
 - (c) to issue debentures or other securities of the Church;
 - (d) to pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
 - (e) to secure any such debentures, or other securities, or any other present or future borrowing or liability of the corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Church, and the undertaking and rights of the Church;

SECTION 7: BOARD OF DIRECTORS - Continued

7.06 Specific Authority - Continued

- (f) to take such steps as are necessary to enable the Church to acquire, accept, solicit or receive, either directly or as Director, legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Objects of the Church, and to own, hold in trust, use, sell, convey, mortgage, lease or otherwise dispose of any real estate or chattels as may be necessary for the furtherance of its purpose;
- (g) and to appoint such agents and engage such employees (with the exception of the Senior Pastor, whose employment shall require the approval of the Members in accordance with Section 11.04) as it deems necessary from time to time and such agents and employees shall have such authority and shall perform such duties as shall be prescribed by the Senior Pastor or in his absence Directors, at the time of such appointment.

7.07 No Remuneration of Directors – The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such, nor shall any Director receive any direct or indirect remuneration from the Church, provided that a Director may be reimbursed for reasonable expenses incurred by them in their performance of their duties.

7.08 Conflict of Interest. Directors shall remain free from any conflict of interest between their duties as Directors and their other interests. Every Director who is in any way directly or indirectly interested in an existing or proposed contract, transaction or arrangement with the Church shall declare such conflict of interest fully at a meeting of the Board of Directors and shall thereafter refrain from participating in any discussion on the issue and shall not vote on the issue.

7.09 Board Report - The Board of Directors shall report to the Members of the Church through the Chair of the Board of Directors to the Membership at any Meeting of the Members. At the said Meeting of the Members, the Directors shall make themselves available to answer any questions put forward by the Members and to entertain any questions arising from the floor concerning the proceedings of the Board of Directors.

7.10 Resignation. If the personal circumstances of any Director make it difficult for such Director to devote the necessary time or energy to the work of the Board of Directors, then such Director shall be free to resign from the Board of Directors without embarrassment or stigma regardless of the remainder of the term of such Director. If for any reason a Director chooses to resign, then such Director shall give thirty (30) days written notice, if possible, to the Chair of the Board of Directors, who in turn shall call it to the attention of the Board of Directors. The Directors may then accept such resignation.

7.11 Automatic Vacancy. The position of Director shall be automatically vacated if a Director:

- (a) resigns as a Director by delivery of the written resignation to the Chair of the Board of Directors as set out in Section 7.10 above;
- (b) no longer fulfils all the qualifications of a Director;
- (c) is found by a medical doctor to be mentally incompetent or of unsound mind;
- (d) becomes bankrupt;
- (e) ceases to be a Member of the Church;
- (f) in the opinion of a two-thirds vote of the rest of the Board of Directors and confirmed by a two thirds vote of the Members at a Meeting of the Members duly called for that purpose, has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian or is contrary to biblical principles, or is no longer willing to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution; or

(g) dies.

SECTION 7: BOARD OF DIRECTORS - Continued

7.11 Automatic Vacancy – Continued

If any vacancies should occur for any reason as set out in this Section 7.11, and the number of Directors remaining is less than the minimum set out in Section 7.01, then the remaining Board of Directors may by Board Resolution appoint a Member or Members to fill the vacancy until the next Spring Meeting of the Members. Upon the filling of such vacancy, the Board of Directors shall notify the Membership.

SECTION 8: MEETINGS OF THE BOARD OF DIRECTORS

- 8.01 Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as shall be determined by the Chair of the Board of Directors but not less than six (6) times a year. The dates for the regular meetings shall be published in a schedule by the Chair of the Board of Directors and distributed to the Directors as soon as possible after each Spring Meeting of the Members.
- 8.02 Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board of Directors upon written notice or upon written request of any three (3) members of the Board of Directors to the Chair of the Board of Directors who shall then give notice of a special meeting of the Board of Directors as soon as possible thereafter.
- 8.03 Notice of Meeting. All regular and special Meetings of the Board of Directors shall be held on ten (10) days notice either addressed and mailed or emailed or delivered to each Director or published in the Church bulletin on two (2) consecutive Sunday mornings prior to such meeting or at the call of the Chair of the Board of Directors upon twenty-four (24) hour telephone notice in the event of an emergency.
- 8.04 Omission of Notice. The accidental omission to give notice of any meeting of Board of Directors to, or the non-receipt of any notice by, any Director shall not invalidate any Board Resolution passed or any proceedings taken at such Meeting, providing that no Director objects to such omission or irregularity.
- 8.05 Chair, Vice-Chair, Secretary and Treasurer. The Chair of the Board of Directors, the Vice-Chair of the Board of Directors, the Secretary and the Treasurer shall be appointed by the Directors from amongst themselves at the first meeting of the Board of Directors following the Spring Meeting of the Members. Each shall serve for a term of one (1) year and each shall be an Officer of the Church. Directors may hold any one office for a maximum of three (3) years. Each shall be responsible for carrying out the duties of their respective office as set forth in Section 10.02, 10.03, 10.04 and 10.05 of this General Operating By-Law.
- 8.06 Quorum. A quorum for a meeting of the Board of Directors shall be a majority of the members of the Board of Directors.

- 8.07 Voting Rights. With the exception of the Chair of the Board of Directors, who shall only vote in the event of an equality of votes, all members of the Board of Directors shall have one (1) vote.

SECTION 8: MEETINGS OF THE BOARD OF DIRECTORS - Continued

- 8.08 Minutes. The Board of Directors shall keep written minutes of each meeting. The Board of Directors shall appoint a Director to prepare and maintain such minutes. Due to the potentially confidential nature of matters discussed at the Board of Directors, the minutes shall not be made public or available for review by Members with the exception of matters dealing with financial considerations which shall be disclosed to a Member upon written request or such other matters upon the unanimous consent of the Board of Directors.
- 8.09 Meetings by Teleconference. If all of the members of the Board of Directors consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board of Directors by means of a conference telephone or other communication facility as permits all Persons participating in the meeting to hear each other, and a Director participating in such meeting by such means is deemed to be present at the meeting.

SECTION 9: COMBINED MEETINGS OF THE ELDERS AND BOARD OF DIRECTORS

- 9.01 Purpose. These combined meetings are for the purpose of communication, prayer and consensus-building among the Church leaders (Luke 20:26, Rom. 12:3, Eph. 5.21).
- 9.02 Regular Meetings. Regular combined meetings of the Elders and the Board of Directors shall be held at such time and place as shall be determined by the Chair of the Elders and the Chair of the Board of Directors. The dates for the Meetings shall be published in a schedule by the Chair of the Elders and the Chair of the Board of Directors and distributed to the Elders and to the Directors.
- 9.03 Special Meetings. Special meetings of the combined Elders and Board of Directors may be called by the Chair of the Elders or Chair of the Board of Directors upon written notice or upon written request of any Elder or Director to the Chair of the Board of Directors, who shall then give notice of a special meeting of the Elders and Board of Directors as soon as possible thereafter.
- 9.04 Notice of Meeting. All regular and special meetings of the Combined Elders and Board of Directors shall be held on at least seven (7) days notice either addressed and mailed, sent by e-mail or delivered to each Elder or Director or at the call of the Chair upon twenty-four (24) hours telephone notice in the event of an emergency.
- 9.05 Omission of Notice. The accidental omission to give notice of any meeting of the Combined Elders and Board of Directors to, or the non-receipt of any notice by, any Elder or Director shall not invalidate any Resolution passed or any proceeding taken at such meeting, provided that no Elder or Director objects to such omission or irregularity.
- 9.06 Chair, Vice-Chair and Secretary. At all combined meetings of the Elders and Board of Directors, the Chair of the Elders shall serve as the chair of the combined meeting. In his absence, the Vice-Chair of the Elders shall serve as the chair of the combined meeting. The Secretary of the

Elders shall serve as Secretary of the meeting. In the event that the Secretary of the Elders is absent, the combined Elders and Directors shall appoint an Elder from among themselves to act as secretary of the meeting.

SECTION 9: COMBINED MEETINGS OF THE ELDERS AND BOARD OF DIRECTORS – Cont'd

- 9.07 Quorum - A quorum for any combined meeting of the Elders and Board of Directors shall be constituted by a simple majority of the Elders and Directors present at the meeting.
- 9.08 Voting Rights – With the exception of the Chair of the Elders and the Chair of the Board of Directors, who shall have no vote, the Elders and Directors present shall be entitled to exercise one (1) vote on any motion that is before the meeting.
- 9.09 Electronic Meetings - If all of the Elders or Directors consent thereto, generally or in respect to a particular meeting, an Elder or Director may participate in a meeting of the Combined Elders and Board of Directors by means of a telephone conference or other communication facility as permits all Elders or Directors participating in the meeting to communicate with each other, and an Elder or Director participating in such meeting by such means is deemed to be present at the meeting.

SECTION 10: OFFICERS OF THE CORPORATION

- 10.01 Officers. The Officers of the Church shall be the Chair of the Board of Directors, the Vice-Chair of the Board of Directors, the Secretary and the Treasurer, all of whom shall be Directors.
- 10.02 Chair of the Board of Directors – The Chair of the Board of Directors shall call and chair all meetings of the Board of Directors and all Meetings of the Members in accordance with the procedures set out in this General Operating By-Law. The Chair of the Board of Directors shall vote at such meetings only when a deciding vote is necessary. The Chair shall ensure that all directives and Board Resolutions and Members' Resolutions are carried into effect.
- 10.03 Vice-Chair of the Board of Directors - In the event that the Chair of the Board of Directors is not able to function in the position, then the Chair of the Board of Directors shall be replaced by the Vice-Chair of the Board of Directors, who shall exercise all of the authority and perform the duties of the Chair.
- 10.04 Secretary - The Secretary shall give notice of all meetings of the Board of Directors and all Meetings of the Members in accordance with the notice provisions of this General Operating By-Law. The Secretary shall take accurate minutes of the business undertaken at the meetings of the Board of Directors and at the Meetings of the Members. The Secretary shall be the custodian of the seal of the Church, note and record all of the business undertaken at the meetings of the Board of Directors and at the Meetings of the Members.
- 10.05 Treasurer - The Treasurer shall keep or cause to be kept an accurate account of all receipts and disbursements of the Church in proper books of account, and shall deposit or shall cause to be deposited all monies or other valuable effects in the name and to the credit of the Church in such bank or banks as may be designated from time to time by the Board of Directors. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation under the direction of the board, receiving proper vouchers therefore and shall render to the Board of Directors, at its

SECTION 10: OFFICERS OF THE CORPORATION – Continued

regular meetings or whenever required, an account of all of his transactions as Treasurer, and of the financial position of the Church.

- 10.06 Appointment. The Board of Directors shall appoint from amongst themselves the Chair of the Board of Directors, the Vice-Chair of the Board of Directors, the Secretary and the Treasurer at the first meeting of the Board of Directors following the spring Meeting of the Members at which the Members appoint the Board of Directors.
- 10.07 Term. An Officer shall serve for a three (3) year term.
- 10.08 No Remuneration for Officers – The Officers shall serve as such without remuneration and no Officer shall directly or indirectly receive any profit from his or her position as such, nor shall any Officer receive any direct or indirect remuneration from the Church, provided that an Officer may be reimbursed for reasonable expenses incurred by them in the their performance of their duties.
- 10.09 Resignation. If for any reason any Officer chooses to resign, a letter of resignation together with an explanation shall be directed to the Board of Directors at least thirty (30) days prior to the effective date of such resignation and the Board of Directors shall then have the power to accept such resignation on behalf of the Church.
- 10.10 Vacancy. The position of an Officer shall be automatically vacated in the event that an officer:
- (a) resigns their position as an Officer by delivery of the written resignation to the Chair of the Directors as set out in Section 10.06 above;
 - (b) no longer fulfils all the qualifications of an Director;
 - (c) is found by a medical doctor, to be mentally incompetent or of unsound mind;
 - (d) becomes bankrupt;
 - (e) ceases to be a Member of the Church;
 - (f) in the opinion of a two-third vote of the rest of the Board of Directors, has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian or is contrary to biblical principles, or is no longer willing to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution; or
 - (g) dies.

If any vacancies should occur for any reason as set out in this Section 10.07, then the remaining Board of Directors may by Board Resolution appoint a Director or Directors to fill the vacancy until the next Spring Meeting of the Members. Upon the filling of such vacancy, the Board of Directors shall notify the Membership.

SECTION 11: SENIOR PASTOR

- 11.01 Senior Pastor. The Senior Pastor shall be the lead spiritual overseer of the Church with the responsibility for assisting the Church in fulfilling its mission, vision and values. He shall be deemed to be a Member of the Church, an Elder of the Church and an ex-officio member (without the right to vote) of every committee of the Church, save and except the Board of Directors, by virtue of his appointment as Senior Pastor.

SECTION 11: SENIOR PASTOR – Continued

- 11.02 **Duties.** The Senior Pastor shall be responsible for the development and promotion of the Church's mission, vision and values. He is accountable for the effective leadership and ministry of the Pastoral Team; and such duties as are assigned to him from time to time by the Elders.
- 11.03 **Pastoral Searches.** Whenever notice of a vacancy in the position of Senior Pastor is delivered pursuant to Section 11.05 or a Senior Pastor is removed pursuant to Section 11.06, the Board of Directors, in co-operation with the Elders, shall be responsible for nominating members to form a pastoral search team. After prayer, discussions and interviews, the pastoral search team shall present a single candidate to the Elders who shall consider the candidate and, on approval, shall present the candidate to the Board of Directors. The Board of Directors shall arrange for a special Meeting of the Members duly called for the purpose of considering the candidate.
- 11.04 **Vote on Recommendation.** Only one (1) candidate for the position of Senior Pastor shall be presented to the Members at any one time for their consideration. Upon approval of at least seventy-five percent (75%) of the Members present at the meeting, a formal call will then be extended to the prospective Senior Pastor. In the event that the candidate does not receive the requisite approval of the Members, or in the event that the candidate does not accept the call, then the pastoral search team shall resume its function in finding and presenting an alternate candidate until such time as an acceptable candidate is found.
- 11.05 **Resignation.** If the Senior Pastor desires to resign, the Senior Pastor shall first notify the Board of Directors, in writing, with a copy to the Elders, together with an explanation and shall provide at least sixty (60) days notice prior to the effective date of the resignation, unless otherwise agreed to by the Board of Directors. Such resignation shall be deemed to include a resignation by the Senior Pastor as Elder and ex-officio member of all committees of the Church.
- 11.06 **Removal.** The Senior Pastor may be removed from his position by a joint Resolution of the Elders and the Board of Directors, and approval by at least seventy-five percent (75%) of the Members present at a special Meeting of the Members duly called for the purpose of voting on the removal of the Senior Pastor. The removal of the Senior Pastor in this manner shall be deemed to institute the removal of the Senior Pastor as Senior Pastor, Elder and ex-officio member of all committees of the Church.
- 11.07 **Vacancies.** In the event that the office of the Senior Pastor is vacant, the Directors in conjunction with the Elders shall appoint an interim pastoral team leader on a temporary basis.

SECTION 12: PASTORAL TEAM MEMBERS AND OTHER CHURCH STAFF

- 12.01 **Pastoral Team Members.** The Board of Directors may appoint Pastoral Team Members, on recommendation of the Senior Pastor to assist the Senior Pastor in ministry needs of the Church. The Pastoral Team Members shall perform such duties as are assigned to them by the Senior Pastor. Upon appointment, Pastoral Team Members shall be admitted as Members of the Church by virtue of their appointment as Pastoral Team Members. The Board of Directors may remove Pastoral Team Members at any time, as recommended by the Senior Pastor.

SECTION 12: PASTORAL TEAM MEMBERS AND OTHER CHURCH STAFF - Continued

- 12.02 Employees, Etc. The Board of Directors, in consultation with the Senior Pastor, may hire employees and contract workers who shall perform the duties assigned to them by the Board of Directors. All Pastoral Team Members, employees and permanent contract workers shall be required to subscribe in writing to the Church Constitution, including the Christian Lifestyle Statement.

SECTION 13: NOMINATING TEAM

- 13.01 Nominating Team. The Board of Directors shall establish a Nominating Team as a standing team of the Church, consisting of no fewer than four (4) and no more than six (6) members of the Church, who represent the diversity of the Church. The Nominating Team shall prepare and shall submit a slate of candidates for affirmation as Elders and the Board of Directors at the Meetings of the Members called for this purpose.
- 13.02 Remuneration. Members of the Nominating Team shall be serving without remuneration, except that members of the Nominating Team may be reimbursed for reasonable expenses incurred by them in the performance of their duties.
- 13.03 Term. A member of the Nominating Team shall hold office for a term of one (1) year. The maximum number of consecutive terms of a member of the Nominating Team is three (3) and thereafter a minimum of a one (1) year absence is required before eligibility for re-appointment to the Nominating Team is restored. On approval of this constitution, Directors shall appoint Team members to staggered terms.
- 13.04 Chair. The Nominating Team shall appoint a Chair of the Nominating Team from among them at the first meeting of the Nominating Team following the Spring Meeting of the Members.
- 13.05 Meetings. The Nominating Team shall meet at such times as are determined by the Chair of the Nominating Team. The procedure to be adopted during the meetings of the Nominating Team shall be the same as those set out in Section 5.02 for the Elders with modifications as necessary.
- 13.06 Removal. Any member of the Nominating Team may be removed for any reason by a simple majority vote of the Directors present in person at a meeting of the Directors duly called for that purpose. A vacancy resulting from such removal or from the resignation of a member of the Nominating Team may be filled by appointment by the Board of Directors.

SECTION 14: PROTECTION OF INDEMNITY

- 14.01 Protection of Directors, Elders, Officers and Others. Except as otherwise provided in the Act, no Director, Elder, Pastor or Officer of the Church shall be liable for the acts, receipts, neglects or defaults of any other Director, Elder, Officer or Pastor or employee or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired by the Church or for 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 tortuous act of any

SECTION 14: PROTECTION OF INDEMNITY- Continued

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 Director, Elder, Pastor or Officer's respective office or trust or in relation thereto unless the same shall happen by or through such Person's wilful neglect or default. The Directors, Elders, Pastors or Officers of the Church shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Church, except such as shall have been submitted to and authorized or approved by the Board of Directors.

14.02 Indemnity to Directors, Elders, Pastors, Officers and Others. Every Director, Elder, Pastor, Officer or any 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 reasonable costs, charges and expenses which such Director, Elder, Pastor, Officer or any other Member of the Church or Person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of his or her office or in respect of any such liability, except such costs, charges or expenses as are occasioned by their own wilful neglect or default; or act against the laws of Ontario, Canada or other duly elected government.
- (b) all other reasonable costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own negligence, neglect or default.

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

SECTION 15: GENERAL PROVISIONS

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

15.02 Execution of Documents. The Board of Directors shall appoint signing officers for the Church. All Church contracts, documents and cheques shall be signed by at least two (2) of such signing officers. Any Church contract, document or cheque signed in such manner shall be binding on the Church.

15.03 Fiscal Year End. Unless otherwise determined by the Board of Directors by Board Resolution, the fiscal year end of the Corporation shall be June 30th of each year.

15.04 Head Office. The head office of the Corporation shall be in the City of Brampton, in the Province of Ontario.

SECTION 15: GENERAL PROVISIONS - Continued

- 15.05 Books and Records. The Board of Directors shall see that all necessary books and records of the Church required by the By-laws of the Church or by any applicable statute or law are regularly and properly kept.
- 15.06 Financial Statements and Budget. The Board of Directors shall ensure the preparation of the financial statements for the preceding year prepared in accordance with the financial reporting standards of the Canadian Institute of Chartered Accountants for the Charitable and Non-Profit Organizations as may be in place from time to time prior to the Fall Meeting of the Members. The financial statements shall be presented at the Fall Meeting of the Members for the approval by the Members.
- 15.07 Auditor. At each Annual Meeting of the Members, the Members shall appoint an auditor to audit the accounts and annual financial statements of the Church for report to the Members at the next Annual Membership Meeting. The auditor shall hold office until the next annual Membership Meeting provided that the Board of Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by Resolution of the Board of Directors. The auditor may not be a Director, Officer or employee of the Church without the consent of all Members.
- 15.08 Amendment. Notwithstanding the Act, the Letters Patent, the Constitution and the By-Laws of the Church may be amended by Resolution of the Board of Directors voting at a meeting duly called for that purpose and sanctioned by a Members' Resolution at a meeting duly called for the purpose of considering the said amendment, provided that notice of such Meeting of the Members shall be given in the church bulletin on two (2) consecutive Sundays prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof and shall not be enforced or acted upon until the approval of the Minister has been obtained.
- 15.09 Surrender of Charter. Notwithstanding the Act and other sections of this General Operating By-Law, any resolution in favour of surrendering the Letters Patent of the Church, thereby dissolving the Church, must be affirmed by Special Resolution in order to be effective.

IN WITNESS WHEREOF, we the members of the provisional Board of Directors of the Church have hereunto set our hands this **10th** day of **January, 2008**.

CONFIRMED by the Members of the Church on the **24th** day of **February, 2008**.



Secretary

APPENDIX "A"

CHRISTIAN LIFESTYLE STATEMENT

BRAMALEA BAPTIST CHURCH

We recognize that we, as followers of Christ, are people who are "in the world" and yet not "of the world." Jesus in his John 17 prayer prayed that God would not "take us out of the world" but keep us from the evil one. We live in balance in this matter, knowing that we are to live purposefully in the world without assuming the values of the world. Therefore we call one another as members of Bramalea Baptist Church to live in the world with the values, attitudes and behaviours of God's Kingdom. This Kingdom is coming, and already in our midst. We, therefore, submit ourselves to one another and to the elders of Bramalea Baptist Church to live according to the values, commitments and lifestyle of the New Testament Church as identified in the pages of Holy Scripture and interpreted by the faithful community of Christ at Bramalea Baptist Church as led by the church elders. Our only recourse against the counsel and guidance of our elders is a church meeting to remove them from office if the membership deems that their interpretation of the NT Scriptures in these matters is not faithful to Scripture. As a member of Bramalea Baptist Church I sign my name to the above undertaking:

Name _____ Date _____