



By-Law No. 3

CONSTITUTIONAL BY-LAW

Replacing By-Law No. 2
Repealed by the Membership
June 12, 2016.

Approved by the
Board of Directors on
May 18, 2016.

Passed by the Membership on
June 12, 2016.

BY-LAW NO. 3

A By-Law relating generally 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 Not-for-profit Corporations Act*, S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Affirmation of Faith" means the Affirmation of Faith of the Church as set out in the Articles;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Church;

"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 the 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 *Canada Corporations Act R.S.C. 1970 Act* by Letters Patent dated the 16th day of November, 2007, and named **BRAMALEA BAPTIST CHURCH** under Part III of the *Canada Corporations Act, R.S.C. 1970, c. C. 32* and continued under the Act;

"Church Constitution" or "Constitution" means the Articles (including the objects and Affirmation of Faith, General Operating By-law and any other by-laws adopted by the Church from time to time);

"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 restoration of fellowship with God and the Church;

“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 and selected by the Members of the Church to serve as such under Section 5;

"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;

“Members Meeting” means a meeting called by the Directors 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, and is not considered a formal 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 seventy-five percent (75%) majority of the votes cast by Members present in person, unless the 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;

“Pastoral Team Member” means any member of the staff leadership team of the Church, except the Senior Pastor;

“Staff Leadership Team” means a group of employed persons who are formally hired to provide oversight to various ministries, volunteers and support staff;

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

“Purposes” means the charitable purposes of the Church as contained in the Articles;

“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;

“Senior Pastor” means the Senior or Lead Pastor of the Church;

"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: ARTICLES, INTERPRETATION AND HEADINGS

- 2.01 Articles. 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 Articles of the Corporation, which for purposes of this General Operating By-law are incorporated by reference and made a part hereof. If any of the provisions contained in this General Operating By-law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles 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. Members shall:
- (a) have a personal relationship with the Lord Jesus Christ and salvation through faith in Him alone;
 - (b) unless otherwise specified by the Elders, have been baptized by immersion as a confession of their faith in Christ;
 - (c) agree to uphold a lifestyle of Biblical standards for Christian conduct as prepared by the Elders and attached as "Appendix 1", to include the following Scripture references in their entirety - John 17-14:19, Romans 12:1-2, Philippians 1:9-11, 1 Thessalonians 4:3-7, and 2 Peter 1:5-9;
 - (d) agree in writing to the content, procedures and requirements as stipulated in this Church Constitution; and
 - (e) have been admitted into Membership in accordance with the Church Constitution.
- 3.02 Application Process.
- In order to be considered for membership, an applicant must have successfully completed the membership application process which includes registering and attending membership class(es) as conducted by the Church.
- 3.03 Rights of Membership. Every Member shall have the privilege of:

- a) at age 18 years or older, casting a single vote in person at any Meeting of the Members; and
- b) speaking at and participating in any Meeting of the Members.

3.04 Expectations of Membership. Every Member shall be expected to:

- a) minister to one another's needs as part of the Body of Christ;
- b) regularly attend public worship services of the church;
- c) participate in Church activities and ministries;
- d) financially support the work of the Church as able;
- e) respect and submit to the spiritual authority and procedures of the Church as expressed in the Church Constitution; and
- f) attend Meetings of the Members as able.

3.05 Transferability. Membership in the Church is not transferable.

3.06 Withdrawal from Membership. A Member may withdraw at any time as a Member of the Church by providing said notice in writing to the Church office. 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.

3.07 Absence. The Elders have the right to limit or terminate the membership of a Member who has been absent from the Church for an extended period of time without a reasonable explanation.

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 (through the appropriate designate), 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 Romans 12:1-2, Philippians 1:9-11, 1 Thessalonians 4:37, and 2 Peter 1:5-9.

3.09 Disputes Amongst Members and Non-Members. Disputes amongst Members and/or Non-Members 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, 1 Corinthians 5:1-5, and Romans 16:17-19.

Without limiting the generality of the said passages of scripture, the following procedure should, as much as possible, be adopted where a dispute occurs solely amongst Members:

- (a) a Member who believes that he/she 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;

- (d) the Elder or Pastor, 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; and
- (e) in the event that the Member is dissatisfied with the result, he/she may opt to seek external mediation at their own expense, at which point the Church's involvement in the matter shall be concluded.

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.

SECTION 4: MEMBERS' MEETINGS

4.01 Spring Meeting of the Members. The Board of Directors shall call an annual Spring Meeting of the Members. 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, as well as presenting to the Members the slate of candidates eligible for the Elders and the Board of Directors, to confirm (in the case of the Elders) and appoint (in the case of the Board of Directors).

4.02 Fall Meeting of the Members. The Board of Directors shall call an annual Fall Meeting of the Members. 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, as well as seeking approval for the appointment of auditors for the current fiscal year forward. The Board may recommend appointment of the Auditors for more than one fiscal year if it deems it is beneficial to the Church. [Sect 15.07]

The Church may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172 (1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172 (1) are available at the registered office of the Church and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

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 Members Meeting when they deem it necessary or useful.

4.04 Notice of Meetings of Members. Notice of the time and place of a meeting of the Members shall be given to each Member entitled to vote at the meeting by any of the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held;
- (b) by telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held;
- (c) by affixing the notice of meeting, no later than 30 days before the day on which the meeting is to be held to a notice board where information respecting the Church's activities is regularly posted and that is located in a place frequented by the Church's members; or
- (d) by publishing the notice of meeting at least once in a publication of the Church that is sent to all Members, during the period of 21 to 60 days before the meeting.

Pursuant to subsection 197 (1) (Fundamental Changes) of the Act, a special resolution of the Members is required to make any amendment to the by-laws of the Church to change the manner of notice to Members entitled to vote at a meeting of the Members.

4.05 Quorum. A quorum for any Meeting of the Members shall be constituted by the presence of at least 10% of the Members of the Church in person at the commencement of such Meeting of the Members.

4.06 Chair. The Chair of the Board of Directors, or in his/her 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.

4.08 Voting Procedure. In order to vote in a Members meeting, a Member must be 18 years of age or older. Unless otherwise specified by the Act or in the case of voting by secret ballot, the voting procedure occurs as follows:

- The motion being presented is read aloud by the Chair of the Board of Directors
- The Chair shall ask for one of the Members present to recommend the motion
- The Chair shall then ask for a seconder to confirm the motion
- A time of discussion will then ensue in order for the Membership to have an opportunity to discuss the motion should any further clarification be required
- The Chair will then ask by a show of hands all who are in favour
- The Chair will then ask by a show of hands if any are opposed
- Provided at least 75% of the Membership present are in favour, the motion shall be passed

NOTE: the Church may opt to additionally publish the motion and instructions on-screen or provide a 'sign-language' interpreter to accommodate any hearing impaired Members.

Voting by secret ballot may be requested and if approved by the members present, used for the decision process.

- 4.09 Deferral of Meeting. The chair of a Meeting of the Members may, with the consent of the Members present, adjourn the meeting-in-progress 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.
- 4.10 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 work alongside the Board of Directors and Pastoral Team, with specific oversight in regard to the spiritual affairs of the church. The Elders shall consist of a minimum of six (6) and a maximum of eight (8), in addition to the Senior Pastor (who is a non-voting member). 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 and at least twenty-one (21) years of age;
 - (c) is personally committed to Jesus Christ as Saviour and Lord;
 - (d) has shown a commitment to this church by prior active involvement in ministry;
 - (e) agrees to uphold and be subject to the Church Constitution;
 - (f) 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
 - (g) is in full agreement with and fully committed to the mission statement, vision and values of the Church.
- 5.03 Appointment of New Elders. At the Spring Meeting of the Members, the Members shall appoint Elders as recommended by the Nominating Team. For further information regarding the nomination process, refer to Section 13: Nominating Team.
- 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 three (3) years. After two (2) consecutive terms, totalling six (6) years of service, an Elder shall take one (1) year sabbatical before being eligible to serve again. The terms shall coincide

with the start of the fiscal year. 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 and oversee the discipline of Members for the purpose of reconciliation whenever possible;
- (b) to support the Senior Pastor and Staff Leadership Team to provide spiritual leadership for the Church;
- (c) to ensure that all pastoral team members and ministry leaders of the Church are accountable to the Senior Pastor, and confess Jesus Christ as their personal Saviour and Lord, and that they adhere and are subject to the authority of the Church pursuant to the Holy Bible and the Church Constitution;
- (d) In consultation with the Senior Pastor, recommend new Pastoral Team candidates for hire by the Church through the Board of Directors.

5.06 Elders' Report. When needed, the Elders shall formally communicate with the Members through the Chair of the Board of Directors, and shall then 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 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 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 and notify the membership.

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 unable to fulfill their duties;
- (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.

5.09 Interim Appointment. 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 Meetings. 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 at the start of each fiscal year.
- 6.02 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 in the new fiscal year. Each shall serve for a term of one (1) year. Elders may hold any one Office for the duration of their service, but this decision shall be made collectively by the Elders on an annual basis.
- 6.03 Quorum. A quorum for a meeting of the Elders shall be a majority of the voting Elders.
- 6.04 Voting Rights. With the exception of the Chair, who shall only vote in the event of an equality of votes, and the Senior Pastor who is a non-voting member per section 5.01, all Elders shall have one (1) vote.
- 6.05 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.

SECTION 7: BOARD OF DIRECTORS

- 7.01 Responsibilities of Directors. The Board of Directors works alongside the Elders and Pastoral Team, with specific oversight of the financial and legal affairs of the church. The Board of Directors shall consist of no fewer than seven (7) Directors and no greater than ten (10) Directors. The specific number of Directors shall be determined by Members' Resolution.
- 7.02 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;
 - (b) be a Member of the Church and twenty-one (21) years of age;
 - (c) be known to be full of the Holy Spirit and wisdom;
 - (d) agree to uphold and be subject to the Church Constitution;
 - (e) 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;
 - (f) not have an undischarged bankruptcy
 - (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.
- 7.03 Appointment of New Directors. At the Spring Meeting of the Members, the Members shall appoint Directors as recommended by the Nominating Team. For further information regarding the nomination process, refer to Section 13: Nominating Team.

- 7.04 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 three (3) years. After two consecutive terms, totalling six (6) 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 coincide with the start of the fiscal year.
- 7.05 Specific Authority. Without limiting the generality of the foregoing, the Board of Directors is 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;
 - (f) 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, 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 Board of Directors) and Elders in the case of pastoral roles, at the time of such appointment, subject to the approval of the Directors.
- 7.06 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.
- 7.07 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 Meeting of the Members, the Directors shall make themselves available to answer questions put forward by the Members relating to the meeting agenda and the proceedings of the Board of Directors.
- 7.08 Resignation. 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 and notify the membership.
- 7.09 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 7.09 above;

- (b) no longer fulfils all the qualifications of a Director;
- (c) is found by a medical doctor to be unable to fulfill their duties;
- (d) becomes bankrupt (*a government mandate for corporations*);
- (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, 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.

7.10 Interim Appointment. If any vacancies should occur for any reason as set out in this Section 7.09, 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 Meetings. 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 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 the start of each fiscal year.
- 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. When possible, notice of a special meeting shall be provided in writing by the Board Secretary at the Chair's direction. In the event of an emergency, notice may be given by telephone by the Board Chair within a minimum of twenty-four (24) hours.
- 8.03 Omission of Notice. The 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.
- 8.04 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 in the new fiscal year. 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 the duration of their service, but this decision shall be made collectively by the Board of Directors on an annual basis. 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.
- 8.05 Quorum. A quorum for a meeting of the Board of Directors shall be a majority of the members of the Board of Directors.

- 8.06 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.
- 8.07 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.
- 8.08 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 Meetings and Purpose. 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. These combined meetings are for the purpose of communication, prayer, consensus-building, or for any other purpose deemed necessary by the Elder & Director Chairs (Luke 20:26, Rom. 12:3, Eph. 5.21).
- 9.02 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.
- 9.03 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.
- 9.04 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.

With the exception of financial or legal matters, 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.

When dealing with financial or legal matters, which are considered the business of the Church as a corporation, the Board of Directors Secretary or Board appointed designate must record the minutes, along with any formal motions or resolutions.

- 9.05 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.

9.06 Voting Rights. If the matter in question is of a spiritual nature, with the exception of the Chair of the Elders and the Senior Pastor, each Elder present shall be entitled to exercise one (1) vote on any motion that is before the meeting. A quorum will be that of the Elders only.

If the matter in question is of a legal or financial nature, with the exception of the Chair of the Board of Directors, each Director present shall be entitled to exercise one (1) vote on any motion that is before the meeting. A quorum will be that of the Directors only.

9.07 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 unavailable, then the Chair of the Board of Directors shall be replaced by the Vice-Chair of the Board of Directors, who may 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 note and record all of the business undertaken at the meetings of the Board of Directors and at the Meetings of the Members. In the event that the Secretary is unavailable, the Board of Directors shall designate an appropriate party to perform these duties.

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

10.06 Other Parameters. Board Officers are subject to all other parameters for Board Members as stated in Sections 7 and 8 of this Constitution.

SECTION 11: SENIOR PASTOR

- 11.01 Senior Pastor Role. The Senior Pastor is 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 team of the Church, except the Board of Directors. He reports to the Elders and Board of Directors, and is accountable for the effective leadership and ministry of the Pastoral Team; and such duties as are assigned to him by the Elders and Board of Directors.
- 11.03 Pastoral Searches. Whenever there is a vacancy in the position of Senior Pastor, the Board of Directors, in co-operation with the Elders, shall be responsible for selecting members to form a pastoral search team. The pastoral search team shall present a single candidate to the Elders and Directors, who shall consider the candidate. If approved, the Board of Directors shall arrange for a special Meeting of the Members for the purpose of considering the candidate.
- 11.04 Vote on Recommendation. Upon approval of at least seventy-five percent (75%) of the Members present at the meeting, a formal call will 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 resigns, he shall provide a minimum of sixty (60) days written notice to the Board of Directors and Elders, unless otherwise agreed to by the Board of Directors. Resignation includes a resignation as Elder and ex-officio member of all teams 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 called for the purpose of voting on the removal of the Senior Pastor. This removal is deemed to include the removal of the Senior Pastor as Senior Pastor, Elder and ex-officio member of all teams 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 may appoint an interim pastoral team leader. This appointment will be communicated to the congregation as soon as practicable.

SECTION 12: PASTORAL TEAM MEMBERS AND OTHER CHURCH STAFF

- 12.01 Pastoral Team Members. The Board of Directors may hire Pastoral Team members, on recommendation of the Senior Pastor and Elders, to assist the Senior Pastor in meeting the ministry needs of the Church. The Pastoral Team Members shall perform such duties as are assigned to them by the Senior Pastor and Elders, as approved by the Board of Directors. Upon appointment, Pastoral Team Members shall be admitted as Members of the Church. The Board of Directors may remove Pastoral Team Members as recommended by the Senior Pastor and Elders. All Pastoral Team Members shall be required to subscribe in writing to the Church Constitution, including the Christian Lifestyle Statement.

- 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.
- 12.03 Resignation. Unless the terms of their contract stipulate an end date or the Board approves an alternative time period, all Pastoral Team members and other employees of the church are required to provide thirty (30) days written notice of resignation to the Senior Pastor (or designate in the case of non-pastoral staff).
- 12.04 Hiring of Staff in Senior Pastor's Absence. In the case of hiring staff during a period when the Senior Pastor post is vacant, the Interim Team Leader, Pastoral Team, Elders and Directors will work collectively to discern the need, engage in the search process, and provide a recommendation to the Board of Directors for final approval.

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. After vetting the candidates through the nomination process, the Nominating Team shall provide their final recommendations to the Board of Directors for presentation to the membership.
- 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 be appointed by the Board of Directors and hold office for a term of one (1) year. Should the member be willing to stand for another term, the Board of Directors may reappoint him / her.
- 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 start of the new fiscal year.
- 13.05 Communication. The Nominating Team Chair shall arrange for regular communication with the membership throughout the process, and provide ongoing updates to the Board of Directors Chair.
- 13.06 Removal. Any member of the Nominating Team may be removed by a simple majority vote of the Directors present in person at a meeting of the Directors. 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. In the case that the vacancy is the Nominating Team Chair, in consultation with the Board of Directors, the Nominating Team shall appoint an interim Chair from amongst their remaining team.

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 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 cheques shall be signed by at least two (2) of such signing officers. The Directors shall appoint one of the signing officers as a designate to execute church contracts and documents in accordance with the parameters of the Church's Financial Control Policy. Any such contract or document 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.
- 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 as indicated by Canada's Generally Accepted Accounting Principles which govern a not-for-profit charitable corporation. The financial statements shall be presented at the Fall Meeting of the Members for the approval by the Members.
- 15.07 Public Accountant. At each Annual Meeting of the Members, the Members shall appoint a public accountant to audit the accounts and annual financial statements of the Church for report to the Members at the next Annual Membership Meeting. The public accountant shall be appointed until the next annual Membership Meeting, or for a period of longer than one year as recommended by the Board of Directors and approved by the membership. The remuneration of the public accountant shall be fixed by Resolution of the Board of Directors. The public accountant may not be a Director, Officer or employee of the Church without the consent of all Members.
- 15.08 Surrender of Charter. Notwithstanding the Act and other sections of this General Operating By-Law, any resolution in favour of surrendering the Articles 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 Board of Directors of the Church have hereunto set our hands this 18th day of May, 2016.

CONFIRMED by the Members of the Church on the 12th day of June, 2016.

A handwritten signature in black ink, appearing to read "Hugh Colby", written over a horizontal line.

Secretary



CHRISTIAN LIFESTYLE STATEMENT

We recognize that we, as followers of Christ, are people who are “in the world” and yet not “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.

We 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.

John 17:14-19 *“¹⁴ I have given them your word and the world has hated them, for they are not of the world any more than I am of the world. ¹⁵ My prayer is not that you take them out of the world but that you protect them from the evil one. ¹⁶ They are not of the world, even as I am not of it. ¹⁷ Sanctify them by the truth; your word is truth. ¹⁸ As you sent me into the world, I have sent them into the world. ¹⁹ For them I sanctify myself, that they too may be truly sanctified.”*

Romans 12:1-2 *“¹ Therefore, I urge you, brothers and sisters, in view of God’s mercy, to offer your bodies as a living sacrifice, holy and pleasing to God—this is your true and proper worship. ² Do not conform to the pattern of this world, but be transformed by the renewing of your mind. Then you will be able to test and approve what God’s will is—his good, pleasing and perfect will.”*

Philippians 1:9-11 *“⁹ And this is my prayer: that your love may abound more and more in knowledge and depth of insight, ¹⁰ so that you may be able to discern what is best and may be pure and blameless for the day of Christ, ¹¹ filled with the fruit of righteousness that comes through Jesus Christ—to the glory and praise of God.”*

1 Thessalonians 4:3-7 *“³ It is God’s will that you should be sanctified: that you should avoid sexual immorality; ⁴ that each of you should learn to control your own body in a way that is holy and honorable, ⁵ not in passionate lust like the pagans, who do not know God; ⁶ and that in this matter no one should wrong or take advantage of a brother or sister. The Lord will punish all those who commit such sins, as we told you and warned you before. ⁷ For God did not call us to be impure, but to live a holy life.”*

2 Peter 1:5-9 *“⁵ For this very reason, make every effort to add to your faith goodness; and to goodness, knowledge; ⁶ and to knowledge, self-control; and to self-control, perseverance; and to perseverance, godliness; ⁷ and to godliness, mutual affection; and to mutual affection, love. ⁸ For if you possess these qualities in increasing measure, they will keep you from being ineffective and unproductive in your knowledge of our Lord Jesus Christ. ⁹ But whoever does not have them is nearsighted and blind, forgetting that they have been cleansed from their past sins.”*