

The Bridge,
A Markham Community Church

(A Provincial Corporation)

GENERAL OPERATING BY-LAW

No. 1B

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**GENERAL OPERATING
BY-LAW
No. 1A**

A By-law relating generally to the transaction of the affairs
of THE BRIDGE, A MARKHAM COMMUNITY CHURCH (a Provincial Corporation)

BE IT ENACTED as a By-law of THE BRIDGE, A MARKHAM COMMUNITY CHURCH (hereinafter referred to as the "Church") as follows:

ARTICLE 1 DEFINITIONS

In this By-law, unless the context otherwise requires,

- 1.1 "Act" means the *Corporations Act* (Ontario) as amended from time to time. On the coming into effect of the *Not-for-Profit Corporations Act, 2010* (Ontario), "Act" shall mean the latter statute as amended from time to time and any statute enacted in substitution thereof, 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;
- 1.2 "Adherent" means a Person who regularly attends public worship services of the Church, professes faith in Jesus Christ, respects the Church Constitution and submits to the authority therein but who has not made formal application and been accepted for Membership in the Church;
- 1.3 "Board" means the Board of the Church, which shall be deemed to be the Board of Directors of the Corporation pursuant to the Act;
- 1.4 "By-law" means any By-law of the Church from time to time in force and effect, including the General Operating By-law;
- 1.5 "Call" means to extend an invitation to accept the position of Pastor to the person who has been voted on to become the Pastor;
- 1.6 "Church" means the legal entity incorporated as a corporation without share capital under the Act by Letters Patent dated the 11th day of July, 2003, and named THE BRIDGE, A MARKHAM COMMUNITY CHURCH, through which its Members may fellowship together as a New Testament Church;
- 1.7 "Church Constitution" or "Constitution" means the Letters Patent (including the Objects and Statement of Faith), and the General Operating By-law;
- 1.8 "Corporation" means the Church as defined herein;
- 1.9 "Discipline" means seeking to reconcile Individuals to one another through mutual forgiveness and restoring offenders to fellowship with God and the Church while ensuring that Members adhere to the Church Constitution;
- 1.10 "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, transfer and assignments of shares, bonds, debentures or other securities and all paper writing;
- 1.11 "Family Member" includes a parent, spouse, child, sibling, uncle, aunt, niece, nephew, mother-in-law, father-in-law, sister-in-law, brother-in-law, grandparent or grandchild;
- 1.12 "Fundamental Resolution" means a resolution passed by a vote of at least seventy-five percent (75%) of the members of the Board present and voting at a meeting called for the purpose of considering the said resolution and

confirmed by an affirmative vote of at least seventy-five percent (75%) of the Members present and voting at a meeting duly called for the purpose of considering the said resolution; provided that notice of such Meeting of Members, stating the proposed amendment and the purpose thereof, shall be given in each of the public services of the Church on four consecutive Sundays not less than three days and not more than 45 days prior to the date of the Membership Meeting;

- 1.13 "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;
- 1.14 "Individual" means both Members and Adherents as defined herein;
- 1.15 "Letters Patent" means the Letters Patent incorporating the Church, as from time to time amended or supplemented by Supplementary Letters Patent, and any articles of incorporation or amendment in effect under the Act from time to time;
- 1.16 "Meeting of Members" or "Membership Meeting" means any annual or special meeting of Members;
- 1.17 "Member" means a member of the Church as described in Article 3;
- 1.18 "Members" or "Membership" means the collective membership of the Church;
- 1.19 "Membership Application Form" means such form as is prescribed by the Board from time to time for application into Membership;
- 1.20 "Membership Committee" means the committee established by this By-law for the review of membership applications;
- 1.21 "Membership Covenant" means the document established by the Board and signed by all Members during the admission process, establishing their commitment and responsibilities as a Member of the Church;
- 1.22 "Nominating Committee" means the committee that is established according to Article 9 of this General Operating By-law;
- 1.23 "Objects" means the charitable objects or purposes of the Corporation as contained in the Letters Patent;
- 1.24 "Officer" means an officer of the Church as described in Article 7;
- 1.25 "Pastor" means the person elected lead pastor pursuant to Article 6 who has accepted a Call from the Church;
- 1.26 "Person" means an individual person, but does not include corporations, partnerships, trusts, or unincorporated organizations;
- 1.27 "Resolution" means a resolution passed by either the Board or Members (as the case may be) by a majority vote of those present at such meeting, unless the act or this By-law otherwise requires;

ARTICLE 2 Letters Patent, Interpretation and Headings

2.1 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 Objects contained in the Letters Patent of the Church, 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.

2.2 Interpretation

In this General Operating By-law and all other By-laws and Resolutions of the Church, unless the context otherwise requires, the following interpretations shall apply:

- 2.2.1 words importing the singular number include the plural and vice versa;
- 2.2.2 words importing the masculine gender include the feminine and neutral genders unless this By-law otherwise specifically provides; and
- 2.2.3 words importing or referring to Person or Persons shall include individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations.

2.3 Headings

Headings used in this General Operating By-law are for convenience of reference only and shall not affect the construction or interpretation thereof.

ARTICLE 3 MEMBERSHIP

3.1 Membership

Membership in the Church shall consist of those Persons who have been admitted into Membership in accordance with the Church Constitution and who have not been removed from Membership in accordance with the provisions of the General Operating By-law.

3.2 Qualifications

Qualifications for Membership are set out in Appendix A: The Bridge Qualifications for Membership

3.3 Procedure for the Admission of Members

- 3.3.1 Persons desiring to be admitted into Membership shall complete a Membership Application Form and submit the application to the Membership Committee.
- 3.3.2 Persons shall have attended and successfully completed the requirements of all Membership classes prescribed by the Membership Committee for new Members.
- 3.3.3 The Membership Committee shall be entitled to make such investigations relating to each application it receives as it deems proper, and may approve for admission into Membership those applicants who it reasonably believes meet all of the requirements of a Member.
- 3.3.4 Membership shall be limited to persons whose application for admission as a Member has received the approval of the Membership Committee of the Church.
- 3.3.5 Each applicant who has been approved by the Membership Committee for admission as a Member shall be publicly received into the Membership. (Galatians 2:9)
- 3.3.6 The Pastor shall be deemed a Member by virtue of office in accordance with the provision of subsection 6.1.1.

3.4 Membership Committee

The Membership Committee shall be composed of the Pastor and those Members appointed to such committee by the Board from time to time and in the absence of the appointment of any Members shall mean the Pastor and the Board.

3.5 Waiver of Claim

Notwithstanding any provision contained herein, Membership in the Church shall be granted upon the condition that suspension of the Member, termination and/or withdrawal of Membership in the manner herein provided shall not give the suspended Member cause for legal action against the Pastor, any Board Member, Officer, Member, Adherent, employee, or agent of the Church taking part in the suspension proceedings; and the acceptance of Membership shall be evidence of a waiver by the Member of all rights of action, causes of action, and all claims and demands against the Church, the Pastor, every Board Member, Officer, Member, Adherent, employee or agent of the Church by virtue of suspension proceedings, termination and/or withdrawal of Membership in the Church under the foregoing.

3.6 Termination of Membership

3.6.1 Voluntary Withdrawal

3.6.1.1 Provided that a Member is not under Discipline of the Church as defined herein, any Member may withdraw at any time as a Member from the Church by delivering to the Church a written resignation and lodging a copy of the same with the Secretary of the Church.

3.6.1.2 Any Member who lodges a written resignation with the Secretary of the Church may request a letter of transfer addressed to the church to which the Member is relocating. Upon removal of the Member from the Membership list of the Church, the Secretary may issue a letter of transfer to the Member.

3.6.2 Termination Due to Absence

3.6.2.1 If after proper investigation the Board determines that a Member has been absent from the regular public services of the Church for three consecutive months without valid reason, the Board may, after giving reasonable notice and an opportunity to provide an explanation, by a two-thirds (2/3) majority vote of the Board then present, remove the Member from the Membership roll of the Church. If the Board removes a Member from the Membership roll of the Church then the Individual shall automatically cease to be a Member upon the date that the decision by the Board is made. Notice of such a decision shall be provided to the Member.

3.6.2.2 Members removed pursuant to this subsection shall be entitled to reapply for Membership provided they meet the requirements for members at the time of submitting their application and complete the normal process for admission of Members.

3.6.3 Grounds for Discipline

An Individual's conduct shall be deemed to be Grounds for Discipline if the Board determines by Resolution that the Member has breached any provision of the Constitution, including without limitation, any of the following:

3.6.3.1 an Individual has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian and contrary to biblical principles;

3.6.3.2 an Individual's conduct evidences an unwillingness to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution;

3.6.3.3 an Individual has propagated doctrines and practices contrary to those set forth in "The Bridge Statement of Faith" (Appendix B) or the general teachings of the Church;

3.6.3.4 an Individual has wronged another Individual causing discord or dissension in the Church, with or without malicious intent, that is not repented of, nor has been resolved through the mechanism for dispute resolution set out in Article 4.

3.6.4 Restoration through Discipline

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

3.6.5 Procedure for Discipline

- 3.6.5.1 Should a Member be alleged to be guilty of conduct which is Grounds for Discipline, the Pastor may use his discretion in proceeding with an investigation. The Pastor should consult with the Board prior to such investigation. The Board may refer the matter to a committee, established by the Board from time to time, which committee may investigate the matter and make a recommendation to the Board.
- 3.6.5.2 No allegation giving rise to disciplinary action against a Member or Adherent (defined hereafter collectively as an "Individual") pursuant to subsection 3.6.5.1 above shall be considered by the Board unless such allegation is first set out in a signed written statement given to the Board setting out the nature of the allegation and an explanation of the basis upon which it is made.
- 3.6.5.3 If the Board determines on a preliminary basis that the written allegation is invalid, then the allegation shall be dropped and no further disciplinary action against the Individual shall be proceeded with.
- 3.6.5.4 If the Board determines on a preliminary basis that the written allegation requires further investigation, then the Board shall conduct a hearing and the Individual against whom the allegation is made shall be deemed to be under the Discipline of the Church and shall not be entitled to withdraw as a Member without the consent of the Board.
- 3.6.5.5 The Board shall then convene a hearing to consider the allegation. The Individual shall be given not less than fourteen (14) days written notice by registered and regular mail at his last known address (which period of time shall include the date of mailing but shall exclude the date of the hearing), of the date, time and place at which the hearing will be held. The notice shall briefly explain the nature of the allegation and advise the Individual that the allegation will be considered by the Board at the hearing. The Individual shall be entitled to attend the hearing to listen to the details of the allegation made and to respond thereto.
- 3.6.5.6 The hearing shall be conducted as a board of inquiry by the Board. The Board shall ensure that due process and procedural fairness as provided for in this General Operating By-law are complied with in relation to all aspects of the hearing and that any decision to discipline made by the Board is duly and fairly implemented.
- 3.6.5.7 The hearing shall not be open to the public nor to the Members or Adherents of the Church. The Individual shall be entitled to be accompanied at the hearing by two Members who may act as observers during the hearing but who shall not be entitled to participate thereat.
- 3.6.5.8 Both the Individual and the Board may call any witnesses or evidence that is relevant to the allegation being made. No party to the hearing shall be represented by legal counsel. However, either the Individual or the Board may require that the Church, at the expense of the Church, retain a lawyer or other person with experience in the law of evidence to act as an adjudicator to determine the admissibility of evidence before the hearing.
- 3.6.5.9 There shall be an equal allocation of time for the presentation of evidence by both the Board and the Individual. The Board may designate a time limitation on the hearing, provided that such limitation is applied equally to the presentation of evidence by both the Board and the Individual and provided further that notice of such limitation of time is first given to the Individual at least three hours before the hearing is required to end.

- 3.6.5.10 All evidence presented before the hearing shall be kept confidential, except such summary of facts that the Board determines needs to be given to the Membership at a subsequent Meeting of Members.
- 3.6.5.11 At the end of the hearing, the Board shall convene in private to deliberate on the evidence presented. A two-thirds (2/3) majority vote by secret ballot by the Board present shall be required to conclude that the Individual is guilty of conduct which is Grounds for Discipline; failing which the allegation will be deemed not to be proven, with the result that the Individual shall no longer be subject to disciplinary proceedings by the Church and shall be reinstated as a Member in good standing.
- 3.6.5.12 If the Board determines that Grounds for Discipline exist, then the Board shall decide the appropriate disciplinary action to be implemented, which decision shall be determined by a two-thirds (2/3) majority vote of the Board then present. Disciplinary action shall be determined and implemented with the intent of protecting the integrity of the Church Constitution and the ministry of the Church while, to the extent possible, restoring the Individual into fellowship. (Luke 17:3 and Galatians 6:1)
- 3.6.5.13 The Board may implement such disciplinary action that it deems appropriate by a two-thirds (2/3) majority vote of the Board then present, including but not limited to the removal of the Member from a teaching position within the Church, the prohibition of the offending conduct or behaviour, the requirement that an apology be given, or the requirement that the Individual evidence an attitude of submission to the authority of the Church or a spirit of contrition, and may include the removal of the Member from the Membership role of the Church.
- 3.6.5.14 The decision of the Board on the type of discipline action to be administered shall be final and binding. If the decision of the Board is to terminate the Individual's Membership in the Church, then the Individual shall automatically cease to be a Member upon the date that the decision by the Board is made.
- 3.6.5.15 No pronouncement on matters of Discipline by the Church shall be made unless given orally from a prepared text approved by the Board and only after careful and sober consideration has first been made by the Board to avoid, as much as possible, undue or unnecessary embarrassment to the Individual or other undue or unnecessary prejudicial consequences to either the Individual or to the Church as a whole.
- 3.6.5.16 A Member who has been disciplined or whose Membership in the Church has been terminated shall not be barred from public worship unless his presence is disruptive to the peaceful proceedings of the public worship service as determined in the sole opinion of the Board; in which event such Individual agrees that he may be removed from such public worship service without the necessity of legal action, whether or not such Individual is at that time a Member or Adherent of the Church.

ARTICLE 4 RESOLUTION OF DISPUTES AMONG MEMBERS AND ADHERENTS

4.1 Resolution of Disputes

Disputes amongst Members and Adherents should, as much as possible, be resolved in accordance with the principles set out in Matthew 18:15-20, Luke 17:3, Galatians 6:1, 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 or Adherents (defined hereafter collectively as an "Individual"):

- (i) an Individual who believes that he has been wronged by another Individual for whatever reason shall provide that Individual with an explanation of the wrong which is alleged to have occurred;
- (ii) if the matter is not resolved, then the Individual who is alleged to have been wronged shall attempt to resolve the dispute by meeting with the Individual who is alleged to have caused the wrong in the presence of one or two other Individuals;
- (iii) if the Individual who is alleged to have done the wrong still does not listen or if the dispute is not resolved, then the Individual who is alleged to have been wronged shall refer the matter to the Pastor, or in his absence to a Board Member; and
- (iv) the Pastor, or in his absence a Board Member, may then meet with the Individual who is alleged to have

caused the wrong in an attempt to resolve the dispute, failing which the matter shall be referred to the Board, and the Board may:

- (a) from time to time appoint a committee to attempt to resolve the dispute; or
- (b) investigate the matter pursuant to the procedure for Discipline set out in this General Operating By-law.

ARTICLE 5 BOARD

5.1 Definition of Board

The property and business of the Church shall be managed by a Board of seven Directors of whom a majority of that number from time to time shall constitute a quorum.

5.2 Qualification for Board

A Member may be considered for election to the Board if they fulfill the qualifications outlined in Appendix C: "The Bridge Board Member Qualifications."

5.3 Election of Board

The Board shall be elected by the Members of the Church at the annual Meeting of Members from the list of nominees presented by the Nominating Committee by a ballot, in accordance with Section 9.1. The list of nominees presented by the Nominating Committee shall be voted on individually by the Members. To be elected a nominee must receive a majority of the ballots cast. Should any person thus nominated fail to receive a majority of votes, that nominee shall not be accepted for the position. The position will be deemed vacant as per Section 9.1.

5.4 Term of Office of Board

A Person elected as a member of the Board shall hold office for a term of three (3) years.

5.5 Rotating Term of Board

The members of the Board shall be elected and shall retire in rotation every three (3) years. At each annual Meeting of Members, members of the Board shall be elected to fill the position of those members of the Board whose term of office expires at the close of such meeting and each member of the Board so elected shall hold office until the close of the third annual Meeting of Members after his election.

5.6 Maximum Term of Board

No member of the Board shall serve on the Board for more than six consecutive years.

5.7 One Year Absence

Upon the completion of the maximum terms on the Board, a minimum of a one year absence is required before eligibility for re-election to membership on the Board is restored.

5.8 Authority of Board

5.8.1 General Authority

The Board is chosen to serve the Church and, therefore, shall act in an advisory and administrative capacity with the Pastor in matters pertaining to the Church, its spiritual life and financial affairs and shall be responsible with the Pastor for the overall affairs of the Church as a governing board, approving policy, plans, budgets and audits, and shall make or cause to be made for the Church in its name any kind of contract which the Church may lawfully enter into, save as hereinafter provided, and generally may exercise with the Pastor 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.

There are four decisions that the Board may not make without approval of Membership:

- (i) the Board may not appoint nor dismiss the Pastor;
- (ii) the Board may not approve debt in excess of 10% of the previous year's general fund receipts for the organization;
- (iii) the Board may not change or establish the denominational affiliation of the Church; and
- (iv) the Board may not change the Constitution.

5.8.2 Specific Duties, Responsibilities and Authority

Without limiting the generality of the foregoing, the Board shall be authorized to carry out the following duties and responsibilities:

- (i) to assist the Pastor in setting the vision and direction of the Church;
- (ii) to establish, and review on a regular basis, the remuneration and compensation to be provided to all employees of the Church including the Pastor;
- (iii) to see that all necessary books and records of the Church required by the Act, the By-laws of the Church or by any applicable statute or law are regularly and properly kept;
- (iv) to act in an advisory capacity regarding matters for the Church provided that they shall respect the authority of the Pastor to provide leadership for the Church;
- (v) to consult with the Chairperson regarding matters to be included on the Agenda for meetings of the Board;
- (vi) to oversee the Discipline of Members and Adherents in accordance with the procedure set out in the this By-law;
- (vii) 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;
- (viii) to appoint such agents and engage such employees (with the exception of the Pastor which shall require Membership approval) as the Pastor recommends from time to time, subject to the Board determining that the appointment or employment is financially viable, and such Persons shall have such authority and shall perform such duties as shall be prescribed by the Pastor from time to time; and
- (ix) to establish other offices and/or agencies elsewhere in Canada or internationally on behalf of the Church as may be approved by the Membership on the recommendations of the Board.

5.9 No Remuneration of Board Members

The members of the Board shall serve as such without remuneration and no member of the Board shall directly or indirectly receive any profit from his position as such, nor shall any member of the Board receive any direct or indirect remuneration from the Church, provided that a member of the Board may be paid for reasonable expenses incurred by him in the performance of his duties.

5.10 Conflict of Interest

A Board Member shall disclose to the Church, in writing or by requesting to have it entered in the minutes of meetings of the Board or of committees of Board Members, the nature and extent of any interest that the Board Member has in a material contract or material transaction, whether made or proposed, with the Church, if the Board Member

- (i) is a party to the contract or transaction;
- (ii) is a Director or an Officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (iii) has a material interest in a party to the contract or transaction.

For the purposes of this Section, a Board Member has a material interest in a contract or transaction if a Family Member has a material interest in such contract or transaction. Except as provided by the Act, no such Board Member shall attend any part of a meeting of Board Members or vote on any resolution to approve any such contract or transaction.

5.11 Vacancy on Board

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

- (i) such Person resigns his position as a member on the Board by delivery of a written resignation to the Chairperson of the Board;
- (ii) such Person is found to be mentally incompetent or of unsound mind;
- (iii) such Person has a receiving order made against him pursuant to the provisions of the *Bankruptcy and Insolvency Act (Canada)* or other similar legislation or makes an assignment for the general benefit of creditors;
- (iv) such Person has the status of an “ineligible individual” pursuant to the *Income Tax Act (Canada)*
- (v) such Person ceases to be a Member of the Church;
- (vi) such Person, in the opinion of two-thirds (2/3) of the Members present in person at a Meeting of Members called for the purpose of considering the matter, no longer fulfils all the qualifications of a Board Member set out in subsection 5.3;
- (vii) such Person has, in the opinion of two-thirds (2/3) of the Members present in person at a Meeting of Members called for the purpose of considering the matter, evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to biblical principles, or is no longer willing to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution;
- (viii) such Person is, in the opinion of two-thirds (2/3) of the Members present in person at a Meeting of Members called for the purpose of considering the matter, unfit to hold office as a member of the Board for any reason; or
- (ix) such Person dies.

5.11.2 If one or more vacancies on the Board should occur for any reason set out in subsection 5.12.1 above, provided there remains a quorum for the holding of a meeting of the Board, the Board may by Resolution appoint any Member that meets the qualifications for Board Member to fill each vacancy until the next annual Meeting of Members. Upon the filling of such vacancy, the Board shall notify the Membership. Prior to the next annual Meeting of Members the Nominating Committee shall accept nominations in the manner set out in Article 9 for a Member to be elected to the Board to complete the balance of the unexpired term of each Board Member that did not complete his full term.

5.12 Board Meetings

5.12.1 Regular Meetings

Regular meetings of the Board shall be held at such time and place as shall be determined by the Chairperson of the Board but not less than nine (9) times a year. The dates for the regular meetings of the Board may be published in a schedule by the Chairperson of the Board and distributed to all members of the Board and no further notice need be given for such meetings provided the schedule is distributed to the Board not less than ten (10) days prior to the date of the first meeting on the schedule.

5.12.2 Special Meetings of the Board

Special meetings of the Board may be called by the Chairperson of the Board upon written notice or upon written request of one third (1/3) of the Board to the Chairperson who shall then give notice of a special meeting of the Board as soon as possible thereafter.

5.12.3 Notice of Meeting

All special meetings of the Board shall be held on seven (7) days notice or at the call of the Chairperson upon 24

hour telephone notice in the event of an emergency. No notice shall be required for a meeting of the Board if each Board Member has provided to the Chairperson a written waiver of notice prior to the meeting.

5.12.4 Omission of Notice

The accidental omission to give notice of any meeting of the Board to, or the non-receipt of any notice by, any Board Member shall not invalidate any resolution passed or any proceeding taken at such meeting, providing that no Board Member objects to such omission or irregularity within ten (10) days of receipt by such Board Member of a printed copy of the minutes of such meeting.

5.12.5 Chairperson

The Pastor shall be the Chairperson of the Board. If the Pastor is temporarily unable to fulfil the duties of the Chairperson, the Chairperson shall be appointed by the Board from amongst its members. The duties of Chairperson of the Board shall be those set out in subsection 7.2.1 herein.

5.12.6 Quorum

A quorum for a meeting of the Board shall be a majority of the members of the Board.

5.12.7 Voting Rights

All members of the Board shall have one vote. Should a member of the Board be temporarily serving as Chairperson, the Chairperson shall only vote in the event of an equality of votes.

5.12.8 Minutes

The Board shall keep written minutes of each meeting. Due to the potentially confidential nature of matters discussed at the Board, the minutes shall not be made public or available for review by Members except upon the unanimous consent of the Board.

5.12.9 Means of Meeting

If all of the members of the Board consent thereto generally or in respect of a particular meeting, a member of the Board may participate in a meeting of the Board by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a member of the Board participating in such meeting by such means is deemed to be present at the meeting.

ARTICLE 6 PASTOR

6.1 Definition and Duties of the Pastor

6.1.1 The Pastor shall be the overseer of the Church and shall be deemed by virtue of his position to be a Member of the Church and shall ensure that his lifestyle does not evidence unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to biblical principles; the duties and rights of the Pastor shall be as follows:

- (i) the duty to provide leadership to the Church and to work in conjunction with the Board in implementing such leadership;
- (ii) the duty to plan for and provide for all the public services, events and campaigns of the Church and to arrange for all special meetings;
- (iii) the exclusive right to approve every person invited to speak or preach in the Church and to approve all communication content, expressed both inside and outside of the church;
- (iv) the duty to exercise general supervisory authority over all staff members / pastors of the Church;
- (v) the duty to hire or remove staff members / pastors, provided such is done in consultation with the Board;
- (vi) the duty to be in full agreement with, uphold and be subject to the Church Constitution; and
- (vii) the right to be an ex-officio member of, or appoint a designate to, all committees of the Church.

- 6.1.2 The Pastor shall not be a member of the Board, but shall be given notice of and entitled to attend all meetings of the Board, except when his remuneration or position is the subject matter of decision.

6.2 Qualifications

A Person may be considered for the position of Pastor if he fulfills the qualifications outlined in Appendix D: "Qualifications of Lead Pastor."

6.3 Calling the Pastor

6.3.1 Establishment of Pastoral Search Committee

Whenever a vacancy in the position of Pastor occurs a Pastoral Search Committee shall be established within a reasonable period of time being mindful of the current condition of the Church.

6.3.2 Composition of the Pastoral Search Committee

The Pastoral Search Committee shall consist of not less than six (6) Members and not more than ten (10) Members to be appointed in the following manner:

- (i) not less than one third (1/3) and not more than two-thirds (2/3) of the members of the Pastoral Search Committee shall be Board Members appointed by Resolution of the Board; and
- (ii) not less than one third (1/3) and not more than two-thirds (2/3) of the members of the Pastoral Search Committee shall be Members who are not either Board Members or spouses of Board Members who shall be appointed by Resolution of the Board.

6.3.3 Duties of Pastoral Search Committee

The Pastoral Search Committee shall be responsible to recommend to the Membership the calling of a Pastor having first taken into consideration what is in the best interest of the Church as a whole. As much as possible, the Pastoral Search Committee shall make its recommendation to the Church on an unanimous basis but where that is not possible, a recommendation to the Church may proceed where at least seventy-five percent (75%) of the members of the Pastoral Search Committee support the recommendation.

6.3.4 Term and Removal

The Pastoral Search Committee shall remain in effect until such time as the Board determines that its useful purpose has ended. Any member of the Pastoral Search Committee may be removed from such committee by a seventy-five percent (75%) vote of the Board members present and voting at the meeting of the Board.

6.3.5 Recommendation

When the Pastoral Search Committee is prepared to make a recommendation, the recommendation shall first be presented to the Board for approval. If the Board then approves the recommendation by a two-thirds (2/3) majority vote of the Board members present and voting at such meeting, then the recommendation shall be placed before the Membership at a special Meeting of Members called for the purpose of hearing the report from the Pastoral Search Committee and voting upon such recommendation.

6.3.6 Vote on Recommendation

Only one name for the position of Pastor shall be presented to the Membership at any one time for consideration. Upon approval of two-thirds (2/3) of the Members present and voting at the special meeting called for that purpose, a Call will then be extended to the prospective Pastor. If the recommended name does not receive the required approval at the said special Meeting of Members, or if the prospective Pastor does not accept the Call, then the Pastoral Search Committee shall, with the approval of the Board, resume its duties

6.3.7 Moving Expenses of Pastor Accepting a Call

The Church recognizes its responsibility to pay for the moving expenses of any Pastor who has accepted a Call to the Church. The type and extent of the expenses to be paid for by the Church shall be subject to the agreement of the Pastor and approval of the Board.

6.4 Resignation of Pastor

The Church shall ensure that the terms of employment of a Pastor shall include the provision that if the Pastor resigns, he shall first notify the Board in writing and shall provide no less than thirty (30) days' notice prior to the effective date of his resignation. His resignation will be deemed to include the resignation of his roles as Chairperson of the Board, as an ex-officio member of all committees and as a Member of the Church.

6.5 Removal of Pastor

- 6.5.1 If difficulties arise between the Pastor and the Church, or between the Pastor and the Board, or an accusation is made concerning the Pastor's conduct, his ability to fulfill his duties, his doctrinal soundness, or his integrity, whoever perceives those difficulties shall first attempt to address them with the Pastor by meeting with the Pastor in person. Should that meeting fail to resolve the situation, the difficulties shall be brought to the attention of the Board by a written statement. The Board will attempt to resolve the issue with the Pastor. Should the Board and Pastor be unable to resolve the situation to the Board's satisfaction, the matter shall be brought before a special Meeting of Members. That meeting shall be chaired by a person selected by the Board and cannot proceed without a quorum of 50% of the Membership list in attendance. The Chairperson may call for a vote of confidence in the Pastor. The vote shall require a two-thirds (2/3) majority of the Members present and voting in support of the Pastor for him to retain his position as Pastor. If the Pastor does not receive the votes of a two-thirds (2/3) majority of the Members present voting on the motion of confidence, the Pastor's duties shall be terminated immediately.
- 6.5.2 Nothing contained in the procedure in Section 6.5.1 shall preclude the Pastor from receiving whatever monetary settlement, if any, that is legally appropriate in the circumstances. In the event of a disagreement between the Church and the Pastor concerning the amount of notice or monetary settlement, if any, that is appropriate, then before any legal action is commenced the matter shall first be referred to a Person or Persons mutually acceptable to the Church and the Pastor to resolve such dispute in a spirit of conciliation worthy of maintaining a Christian witness to the Church and the community.
- 6.5.3 The removal of the Pastor from the Church shall be deemed to constitute his removal as Chairperson of the Board, as an ex-officio member of all committees and as a Member of the Church.

6.6 Vacancy

When the office of Pastor is vacant, the Board shall arrange to supply the pulpit with suitable pulpit ministry until such time as the office of Pastor has been filled.

ARTICLE 7 OFFICERS

7.1 Names of Officers

The Officers of the Church shall be:

- (i) Chairperson of the Board;
- (ii) Secretary; and
- (iii) such other Officers as the Board may from time to time deem necessary to appoint.

7.2 Definition of Officers

7.2.1 Chairperson

The duties of the Chairperson of the Board shall be as follows:

- (i) to be a signing officer of the Church;
- (ii) to establish the Agenda for the Board meetings after receiving input from the Board;
- (iii) to call all meetings of the Board;
- (iv) to preside at all such meetings as the Chairperson;
- (v) to ensure the fairness, objectivity and completeness of such meetings;
- (vi) to prayerfully seek the guidance of Jesus Christ in all matters of the Church;
- (vii) to be permitted to express an opinion on any matter discussed by the Board;
- (viii) to receive written reports from all Committee Chairpersons;
- (ix) to ensure that all directives and Resolutions of the Board are carried into effect; and
- (x) to carry out such other duties as are directed from time to time by the Board.

7.2.2 Secretary

The duties of the Secretary shall be as follows:

- (i) to be a signing officer of the Church;
- (ii) to record or oversee the recording of all of the business of Membership Meetings and Board meetings;
- (iii) to conduct all correspondence on behalf of the Church arising out of such meetings;
- (iv) to publish the time and place for all Membership Meetings with due notice;
- (v) to be the custodian of all papers and documents of the Church;
- (vi) to maintain a current list of all Members;
- (vii) to carry out such other duties as directed from time to time by the Board; and
- (viii) in his absence, the duties of the Secretary shall be performed by such other Member who is temporarily acceptable to the Board as evidenced by a Resolution of the Board.

7.2.3 Other Officers

The duties of all other Officers of the Church shall be such as the terms of their engagement call for or the Board requires of them.

7.2.4 Delegation of Powers

In the absence or inability to act of any Officer of the Church, or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such Officer to any other Officer or to any Board Member for the time being, subject to such qualifications or restrictions as the Board may determine.

7.3 Qualifications for Officers

7.3.1 A Person may be considered for election as an Officer of the Church if he fulfils all of the following qualifications:

- (i) the Person must be a Member of the Church in good standing;
- (ii) the Person must be at least eighteen (18) years of age;
- (iii) the Person must be one who practices tithing to this local Church;
- (iv) the Person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (v) the Person must have recently demonstrated an active involvement in the activities and ministries of the Church;
- (vi) the Person must be in full agreement with the Church Constitution; and
- (vii) the Person must recognize that appointment as an Officer is a commitment to humble service, not a position of honour or status, nor a reward for past services.

7.3.2 A person may hold more than one office.

7.4 Appointment of Officers

All Officers other than the Chairperson shall be appointed by the Board annually and serve at the pleasure of the Board.

7.5 Term

All Officers other than the Chairperson shall serve for a one (1) year term of office and may be appointed for additional terms.

7.6 Resignation of Officers

If for any reason any Officer chooses to resign his position, a letter of resignation together with an explanation shall be directed to the Board at least thirty (30) days prior to the effective date of such resignation and the Board shall then have the power to accept such resignation on behalf of the Church.

7.7 Vacancy

7.7.1 The position of an Officer shall be automatically vacated if any of the following situations occur:

- (i) such Person resigns by delivery of a written resignation to the Board which is accepted by the Board;
- (ii) such Person is found to be mentally incompetent or of unsound mind;
- (iii) such Person is subject to a receiving order pursuant to the provisions of the *Bankruptcy and Insolvency Act (Canada)* or other similar legislation or makes an assignment for the general benefit of creditors;
- (iv) such Person has the status of an “ineligible individual” pursuant to the *Income Tax Act (Canada)*
- (v) such Person ceases to be a Member of the Church;
- (vi) such Person has, in the opinion of two-thirds (2/3) of the Board present in person at a meeting of the Board called for the purpose of considering the matter, evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to biblical principles, or is no longer willing to comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution;
- (vii) such Person is, in the opinion of two-thirds (2/3) of the Board present in person at a meeting of the Board called for the purpose of considering the matter, unfit to hold office as an Officer of the Church for any reason; or
- (viii) such Person dies.

7.7.2 If any vacancies should occur for any reason as set out above, the Board may by Resolution appoint any Board Member who meets the qualification for such office to fill the vacancy during the remaining term.

7.8 Remuneration of Officers

Any Officer who is not a member of the Board may receive reasonable remuneration for performing his duties as an Officer provided that all such remuneration is first approved by the Board, meeting in the absence of the Officer and any other paid employee of the Church.

ARTICLE 8 PROTECTION AND INDEMNITY TO BOARD, PASTOR AND OFFICERS

8.1 Protection of Board, Pastor, Officers and Others

Except as otherwise provided in the Act, no Board Member, Pastor, Officer or employee of the Church shall be liable for the acts, receipts, neglects or defaults of any other Board Member, Pastor, or Officer 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 or on behalf of the Church or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Church shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any Person including any Person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Church or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Board Member, 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 Board Member, Pastor, Officers and employees 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.

8.2 Indemnity to Board, Pastor, Officers and Others

Every Board Member, Pastor, Officer, employee, Member, Adherent 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:

- (i) all costs, charges and expenses which such Board Member, Pastor, Officer, employee, Member, or Adherent of the Church or Person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of his office or employment or in respect of any such liability, except such costs, charges or expenses as are occasioned by their own wilful neglect or default; and
- (ii) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own negligence, neglect or default.

The Church shall also indemnify any such Person in such other circumstances as the Act or law permits or requires. The Church shall not indemnify a Person unless he or she acted honestly and in good faith with a view to the best interests of the Church; and, if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the Person had reasonable grounds for believing that his or her conduct was lawful. Nothing in this By-law shall limit the right of any Person entitled to indemnity to choose indemnity apart from the provision of this By-law to the extent permitted by the Act or law.

8.3 Insurance

Subject to compliance with the *Charities Accounting Act* (Ontario), the Church may purchase and maintain insurance for the benefit of any Director, Officer, employee, volunteer or other Person acting on behalf of the Church against any liability incurred in his or her capacity as a Director, Officer or other Person acting on behalf of the Church, except where the liability relates to his or her failure to act honestly and in good faith with a view to the best interests of the Church.

ARTICLE 9 NOMINATING COMMITTEE

9.1 Definition and Duties of Nominating Committee

- 9.1.1 There shall be a Nominating Committee composed of a minimum five (5) Members and a maximum ten (10) Members, having the qualifications set out in Section 9.2. The members of the Nominating Committee shall be

- (i) the Pastor, or if the office of Pastor is vacant the person fulfilling the duties of Pastor as set out in this General Operating By-law;
- (ii) at least two members of the Board to be appointed by Resolution of the Board; and
- (iii) at least two other additional Members as the Board shall appoint by Resolution.

- 9.1.2 The Nominating Committee shall invite submissions of nominations for the position of Board Member from the Members. Members shall be entitled to make submissions to the Nominating Committee until a date set by the Committee, which shall not be less than 30 days prior to the date of the annual Meeting of Members at which the Board Members are to be elected. Submissions shall be made according to the procedure communicated to the Membership by the Nominating Committee.
- 9.1.3 The Nominating Committee shall determine if the nominees are qualified to hold the office for which they have been nominated in accordance with the qualification criteria set out in Section 5.2 and Appendix C. The Nominating Committee shall prayerfully consider all eligible nominees and select those who are willing and whom they deem best able to support the vision, mission, strategy, and needs of the church as Board Members.
- 9.1.4 Members of the Nominating Committee shall serve without remuneration; provided that a committee member may be paid reasonable expenses incurred by him in the performance of his duties.
- 9.1.5 The membership of the nominating committee shall be made known to the Membership at the time of the call for nominations.
- 9.1.6 During its considerations, the Nominating Committee has the authority to nominate someone not already nominated by the Membership.
- 9.1.7 The Nominating Committee shall make all reasonable efforts to present to the Members at the annual Meeting of Members a list of nominees, equal to the number of open positions to be filled on the Board. However, should the Nominating Committee be unable to find a sufficient number of qualified candidates to fill the number of open positions on the Board, the Nominating Committee shall present only those candidates who are qualified, leaving the remaining positions open until such time as a qualified candidate can be elected to the Board by the Members. Positions not filled by majority vote shall also remain vacant until a qualified candidate can be elected. Despite any such vacancies on the Board, the remaining directors may exercise all the powers of the board so long as a quorum of the Board remains in office.

9.2 Qualification for Membership on Nominating Committee

A Person may be considered for appointment to a Nominating Committee if he fulfills all of the following qualifications;

- (i) the Person must be a Member in good standing;
- (ii) the Person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (iii) the Person must be one who practices tithing to the Church;
- (iv) the Person must have recently demonstrated an active involvement in the activities and ministries of the Church;
- (v) the Person must be in full agreement with the Church Constitution; and
- (vi) the Person must not have another Family Member on the Nominating Committee.

9.3 Chairperson of Nominating Committee

The Chairperson of the Nominating Committee shall be a person appointed by the Board.

ARTICLE 10 MEETINGS OF MEMBERS

10.1 Annual Meeting

There shall be an annual Meeting of Members at such time and place as determined by the Board to be no later than November 30th of each year. The Board may determine that the meeting shall be held in part or entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting by such means is deemed to be present at the meeting for quorum purposes.

The purpose of the annual Meeting of Members will be to conduct the following business:

- (i) approve the minutes of previous Membership Meetings;
- (ii) hear necessary reports from the Pastor, Chairperson, Officers, and the Board;
- (iii) review and approve the financial statements of the Church for the immediately preceding year, including the Auditor's report thereon, and receive the budget for the upcoming year;
- (iv) elect Members to the Board as required for the next year;
- (v) appoint the Auditors for the upcoming year; and
- (vi) transact any other necessary business properly before the meeting.

10.2 Other Special Meetings

At the request of the Pastor, a majority of the Board, or, subject to the Act, upon the request in writing of not less than ten percent (10%) of the Members, other special Meetings of Members shall be called and convened by the Chairperson of the Board within thirty (30) days of the request. The Board may determine that the meeting shall be held in part or entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Member participating in a meeting by such means is deemed to be present at the meeting for quorum purposes.

10.3 Additional Agenda Items

The Agenda for each Meeting of Members shall be prepared by the Board. Any Member in good standing desiring that an additional item of business be added to the Agenda may submit to the Board for their consideration not less than ten (10) days prior to the date of the Meeting of Members, a written request signed by such Member, for an item of business to be added to the Agenda of the Meeting of Members. The Board may, but shall not be required, to add a requested item to the Agenda for the Meeting of Members.

10.4 Notice of Meeting

Notice of all Membership Meetings (annual, special and other) shall be given to Members by announcement in each of the public services of the Church and by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 10 to 45 days before the day on which the meeting is to be held. The notice for all Membership Meetings shall include the date, time, place and purpose of the meeting and shall contain sufficient information to permit the Member to form a reasoned judgement on the decisions to be taken.

10.5 Omission of Notice

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any Member shall not invalidate any Resolution passed or any proceedings taken at any Meeting of Members, provided that no Member objects to such omission or irregularity within ten (10) days of the date when the Member knew or ought to have known of the holding of such meeting.

10.6 Quorum

A quorum for every Meeting of Members, unless otherwise provided for in this By-law, shall be constituted by the presence of forty percent (40%) of the total Members immediately prior to the time of the meeting in question. A Member participating in a meeting by means of a telephonic, electronic or other communication facility is deemed to be present at the meeting for quorum purposes. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a Meeting of Members or within such reasonable time thereafter as the Members present may determine, the Persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of subsection 10.4 with regard to notice shall apply to such adjournment.

10.7 Chairperson

The Chairperson of the Board (or in his absence a designate appointed by the Board by Resolution) shall act as Chairperson of all Meetings of Members.

10.8 Majority Vote

At every Meeting of Members, every question shall be determined by Resolution unless otherwise provided for by the Act or elsewhere in this General Operating By-law.

10.9 Voting Procedure

Every question submitted to any Meeting of Members shall be decided by a show of hands or on a secret ballot or on the results of electronic voting. If electronic voting is used, the Board will ensure that the procedures for collecting, counting, and reporting the results of any vote, will enable the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Members without it being possible for the Church to identify how each Member voted. In the case of an equality of votes, the Chairperson of the meeting shall either by a show of hands or by secret ballot, as applicable, have the casting vote. At any Meeting of Members unless a secret ballot is provided, a declaration by the Chairperson that a motion has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact. A secret ballot may be held either upon the decision of the Chairperson or upon request of any Member and shall be taken in such manner as the Chairperson directs. The result of a secret ballot shall be deemed to be the decision of the meeting at which the secret ballot was held. A request for a secret ballot may be withdrawn.

10.10 Voting Rights

Votes at meetings of the Members may be given personally or by proxy. At every meeting at which a Member is entitled to vote every Member shall have one vote.

10.11 Proxy Votes

A Member may appoint another Individual, who need not be a Member, to vote in proxy by a written declaration of intent. To be valid, proxies must be completed and delivered to the Church's head office not less than two business days before the meeting date. Members voting by proxy at a meeting of members shall be deemed to be present at the meeting "in person" for the purposes of counting votes.

10.12 Procedural Code

The rules of procedure for each Meeting of Members shall follow *Robert's Rules of Order* by the most current edition, except where varied by the General Operating By-law.

10.13 Adjournment

The Chairperson may with the consent of the majority of Members present at a Meeting of Members adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

ARTICLE 11 COMMITTEES

11.1 Establishment of Committees

11.1.1 The Board may establish from time to time committees as it deems necessary.

11.1.2 The number of members for each committee and the mandate of such committee shall be established by the Board. All committees established by the Board shall be accountable to and report to the Board.

11.2 Qualification of Committee Members

A Person may be considered for appointment to a Committee if he fulfils all of the following qualifications:

- (i) the Person must be a Member or Adherent in good standing; and
- (ii) the Person must be at least eighteen (18) years of age.

11.3 Chairperson of Committees

The Chairperson of each Committee shall be appointed by the Board or, in the absence of the appointment of a Chairperson by the Board, the Chairperson shall be appointed from amongst the membership of the particular Committee at the first meeting of the Committee or as soon thereafter as is reasonably possible.

11.4 Meetings of Committees

Committees shall meet at such times as are determined by the Chairperson of each Committee.

11.5 Procedures for Meetings of Committees

The procedures to be adopted during meetings of each Committee shall be the same as those set out herein for the Board with such reasonable modifications as may be necessary.

11.6 Removal of Members from Committees

The Board may by Resolution remove any member from any Committee for any reason and may, but shall not be required to, fill any vacancy by Resolution.

11.7 Remuneration of Committee Members

Any Committee Member who is not a member of the Board may receive reasonable remuneration for performing his duties as a Committee Member provided that all such remuneration is first approved by the Board, meeting in the absence of the Committee Member and any other paid employee of the Church.

ARTICLE 12 GENERAL PROVISIONS

12.1 Financial Year

The fiscal year end of the Church shall be August 31st of each year.

12.2 Head Office

Until changed in accordance with the Act, the Head Office of the Church shall be in the City of Markham, in the Province of Ontario.

12.3 Amendment

12.3.1 Letters Patent

Notwithstanding the Act, the Letters Patent may only be amended by a Fundamental Resolution.

12.3.2 By-laws

Notwithstanding the Act, the By-laws of the Church not embodied in the Letters Patent may only be repealed or amended by a By-law enacted by a Fundamental Resolution.

12.4 Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Church, shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Church without any further authorization or formality. The Board shall have power from time to time by Resolution to appoint an Officer or Officers on behalf of the Church to sign contracts, documents and instruments or any class thereof in writing. The Board may give the Church's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Church.

12.5 Bank Signing Authority

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

12.6 Auditors

The Members shall, at each annual Meeting of Members, appoint an auditor to audit the accounts of the Church for report to the Members at the next annual Meeting of Members. The auditor shall hold office until the next annual Meeting of Members provided that the Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

12.7 No Private or Secret Meetings

No Member or any number of Members shall call any private or secret meeting of Members or Adherents to conduct any business or devotional without the knowledge and consent of the Pastor and the Board.

ARTICLE 13 AFFILIATION

13.1 Establishment of Affiliation

If the Church determines that it would like to affiliate with an association or denomination of churches, such an affiliation shall require approval by a Fundamental Resolution, provided that the quorum for the Meeting of Members shall be constituted by the presence of at least 50% the total Members immediately prior to the time of the meeting in question.

13.2 Termination of Affiliation

If the Church determines that it would like to disaffiliate with an association or denomination of churches, such a disaffiliation shall require approval by a Fundamental Resolution, provided that the quorum for the Meeting of Members shall be constituted by the presence of at least 50% of the total Members immediately prior to the time of the meeting in question.

ARTICLE 14 CHURCH BELIEFS AND PRACTICES

14.1 Self Governing Church

The Church shall govern itself according to the standards of the New Testament scriptures, "endeavouring to keep the unity of the Spirit in the bond of peace till we all come in the unity of the faith and the knowledge of the Son of God, unto a perfect man, unto the measure of the stature of the fullness of Christ". (Ephesians 4:3,13 KJV)

14.2 Tenets of Faith

The Membership confirms its belief that the Holy Scriptures are God's final revelation and constitute an all-sufficient rule for faith and practice. The Membership affirms basic principles of the Evangelical Christian Faith and confirms that the fundamental principles that the Church accepts are outlined in "The Bridge Statement of Faith" as appended to these By laws, Appendix B.

14.3 Ordinances

- 14.3.1 The Membership agrees that the Church shall encourage the administration of the ordinance of baptism by immersion in water to all those who have repented of their sins, and believed on the Lord Jesus Christ to the saving of their souls, and who give clear evidence of their salvation. (Matthew 28:19 , Romans 6:3-5; Col 2:12)
- 14.3.2 The Membership agrees that the Church shall regularly observe the ordinance of the Lord's Supper as enjoined in the Scriptures. (Luke 22:19-20, I Corinthians 11:23-26)
- 14.3.3 The Membership agrees that in carrying out the Church's objects, the Church shall observe the following practices:
 - (i) dedication of children;
 - (ii) prayer for the sick;
 - (iii) Christian marriages; and
 - (iv) Christian burial of the dead.

ARTICLE 15 PROPERTY AND DEBT

15.1 Limitation on Borrowing

Prior to making application for any loan from any source, incurring any indebtedness for the purchase of either real or personal property or otherwise incurring any indebtedness when repayment is not to be made in full within twelve (12) months of the date of the intended loan, purchase or the incurring of indebtedness or where the loan or indebtedness to be incurred together with all other indebtedness of the Church in the aggregate will exceed ten percent (10%) of the total amount of the previous year's gross receipts, the Church shall obtain the approval of the Members to the proposed loan, or incurring of indebtedness.

15.2 Acquisition and Disposition Real Property

- 15.2.1 All real property owned by the Church shall be registered in the name of the Church.

- 15.2.2 Every Agreement of Purchase and Sale for the acquisition or disposal of real property by the Church negotiated by or on behalf of the Church shall be conditional upon the approval of such agreement by an affirmative vote of at least two-thirds (2/3) of the Members voting in person at a meeting duly called in accordance with the general provisions of the General Operating By-law for the purpose of considering the said agreement.

REPEAL AND DESIGNATION

General Operating By-Law No. 1A, a by-law of the Corporation passed on the 7th day of December, 2013, as amended, is repealed. This By-law is designated as By-Law No. 1B of the by-laws of the Corporation.

Passed by the Directors of the Church on the 7th day of May, 2021, and confirmed without variation at a meeting of the members of the Church held on the 6th day of June, 2021.

Director

Director

Appendix A: The Bridge Qualifications for Membership

Persons desiring to become a Member shall:

- give credible profession of faith in the Lord Jesus Christ as Saviour;
- give evidence of compliance with the biblical standard of Christian practice and manifest spiritual growth by giving evidence of the fruit of the Spirit: "love, joy, peace, patience, kindness, goodness, faithfulness, gentleness and self-control"; (Galatians 5:22,23)
- refrain from "acts of the sinful nature" including but not limited to:
 - sexual immorality, impurity and debauchery, idolatry and witchcraft, hatred, discord, jealousy, fits of rage, selfish ambition, dissensions, factions and envy; drunkenness, orgies, and the like; (Galatians 5:19-21)
 - sexual immorality which shall be interpreted to mean common-law marital relationships, pre-marital and extramarital sexual relationships (1 Corinthians 6:15-18, 7:1-2; 1 Thessalonians 4:3-8 Hebrews 13:4) and all forms of homosexual and lesbian activity, along with other practices deemed inexcusable for Christian conduct, and which place a person under God's judgment; (Romans 1:26-2:11)
- indicate a desire to live in harmony with other Members and Adherents;
- accept the doctrinal standards as set forth in the Church Constitution;
- be regular financial supporters of the Church;
- be in regular attendance at the public services of the Church;
- have committed themselves in writing to live in obedience to Scripture and are willing to be subject to the authority of the Church as expressed in the Church Constitution;
- be at least 18 years of age; and
- be willing to sign and abide by The Bridge Membership Covenant.

Appendix B: The Bridge Statement of Faith

- **In essential beliefs — we have unity.**

“There is one Body and one Spirit...there is one Lord, one faith, one baptism, and one God and Father of us all...”
Eph. 4:4-6

- **In non-essential beliefs — we have liberty.**

“Accept him whose faith is weak, without passing judgment on disputable matters... Who are you to judge someone else’s servant? To his own master he stands or falls... So then each of us will give an account of himself to God... So whatever you believe about these things keep between yourself and God.” Romans 14:1,4,12,22

- **In all our beliefs — we show charity.**

“...If I hold in my mind not only all human knowledge but also the very secrets of God, and if I have the faith that can move mountains — but have no love, I amount to nothing at all.” 1 Cor. 13:2 (Ph)

The Essentials We Believe:

ABOUT GOD

God is the Creator and Ruler of the universe. He has eternally existed in three personalities: the Father, the Son, and the Holy Spirit. These three are co-equal and are one God.

Genesis 1:1, 26, 27, 3:22

Psalm 90:2

Matthew 28:19

2 Corinthians 13:14

1 Peter 1:2

ABOUT JESUS CHRIST

Jesus Christ is the Son of God. He is co-equal with the Father. Jesus, born of a virgin named Mary by a miraculous work of the Holy Spirit, lived a sinless human life and offered Himself as the perfect sacrifice for the sins of all people by dying on a cross. He rose from the dead after three days to demonstrate His power over sin and death. He ascended to Heaven’s glory and will return again someday to earth to reign as King of Kings, and Lord of Lords.

Isaiah 9:6

Matthew 1:22, 23

John 1:1-5; 14:10-30

Acts 1:9-11

Romans 1:3, 4

1 Corinthians 15:3, 4

1 Timothy 6:14, 15

Titus 2:13

Hebrews 4:14, 15

ABOUT THE HOLY SPIRIT

The Holy Spirit is co-equal with the Father and the Son of God. He is present in the world to make people aware of their need for Jesus Christ. He also lives in every Christian from the moment of salvation. He provides the Christian with power for living, understanding of spiritual truth, and guidance in doing what is right. He gives every believer a spiritual gift when they are saved. As Christians, we seek to live under His control daily.

John 16:7-13, 14; 16-17

Acts 1:8

1 Corinthians 2:12; 3:16

2 Corinthians 3:17

Galatians 5:25

Ephesians 1:13; 5:18

ABOUT THE BIBLE

The Bible is God’s Word to us. It was written by human authors, under the supernatural guidance of the Holy Spirit. It is

the supreme source of truth for Christian beliefs and living. Because it is inspired by God, it is the truth without any mixture of error.

Psalm 119:105, 160; 12:6
Proverbs 30:5
2 Timothy 1:13; 3:16
2 Peter 1:20, 21

ABOUT HUMAN BEINGS

People are made in the spiritual image of God, to be like Him in character. People are the supreme object of God's creation. Although every person has tremendous potential for good, all of us are marred by an attitude of disobedience toward God called "sin". This attitude separates people from God and causes many problems in life.

Genesis 1:27
Psalm 8:3-6
Isaiah 53:6a; 59:1, 2
Romans 3:23

ABOUT SALVATION

Salvation is God's free gift to us, but we must accept it. We can never make up for our sin by self-improvement or good works. Only by trusting in Jesus Christ as God's offer of forgiveness can anyone be saved from sin's penalty. When we turn from our self-ruled lives and turn to Jesus in faith, we are saved. Eternal life begins the moment we receive Jesus Christ into our life by faith.

John 14:6; 1:12
Romans 5:1; 6:23
Galatians 3:26
Ephesians 2:8, 9
Titus 3:5

ABOUT SANCTIFICATION

To sanctify someone or something is to set that person or thing apart for the use intended by its designer. According to God's creative plan everything and everyone functioned flawlessly until Adam and Eve believed Satan's lie. Sanctification is the life-long process of God's grace, truth, and purposes having their way in our hearts, minds, and ultimately our lives. As we are influenced by the triune God, through God's Holy Word, we are transformed, becoming what God had intended for us.

Romans 6:22
1 Corinthians 6:11
2 Corinthians 3:18
1 Thessalonians 4:3-7

ABOUT ETERNITY

People were created to exist forever. We will either exist eternally separated from God by sin, or eternally with God through forgiveness and salvation. To be eternally separated from God is Hell. To be eternally in union with Him is Heaven. Heaven and Hell are real places of eternal existence.

John 3:16; 14:17
Romans 6:23; 8:17-18
1 Corinthians 2:7-9
Revelation 20:15

Appendix C: The Bridge Board Member Qualifications

Please read Acts 6:3, 1 Timothy 3:1-13, and Titus 1:6-9. These references give a biblical perspective on the qualifications for church leadership. No one will meet all criteria to perfection, but this should not deter us from seeking to elect those who most closely approximate these standards. A prospective Board member should:

- be a Member in good standing of the Church for at least two years;
 - be at least 18 years of age;
 - not have been found by a court in Canada or elsewhere to be of unsound mind;
 - not have the status of bankrupt;
 - not be an “ineligible individual”, as defined in Section 149.1(1) of the Income Tax Act (Canada);
 - possess the six team building elements of functional leadership as described in the Church’s six C’s of qualified leadership;
- **Calling:** the sense of purposeful direction you receive when you are answering the question, “How might I best serve God with the resources I have?” It is the conviction that a particular point of direction is where your character (person), chemistry (relational abilities), competencies (skills and experience), and capacity (the ability to bring it - to focus) should be spent.
 - **Character (1 Timothy 3:2-7 and Titus 1:6-9):** what a leader possesses when, through his convictions, he demonstrates biblical principles consistently. A Person who is demonstrating Christian and leader-like character is one who exercises himself towards godliness.
 - **Competency:** being true to who God has created you “to be” and “to do”. Both the Church and the leader are responsible for the discernment of how God has “shaped” the leader for the task/role. (S.H.A.P.E. – Spiritual Gift, Heart, Abilities, Personality, Experience).
 - **Chemistry:** the relational ability of the leader to “fit” into and “blend” into the existing team. A Person who fits and blends well is one who adds an intangible value to the cause of the community.
 - **Capacity:** speaks to the leader’s state of being and ability to “bring it” to the task/role. A person who has capacity is one whose heart is devoted and mind is focused. Maintenance of capacity is the responsibility of the leader but must be recognized and respected by the church.
 - **Conviction:** having firm but aligned beliefs and values as to the nature, purpose, pathways, and policies of the church. These convictions stem from experience within the church and from other points of reference.
- be in agreement with the vision and philosophy of ministry that the Church leadership espouses;
 - be prepared to commit his time, talent, expertise, and leadership abilities to the Church for a period of three years;
 - consistently participate in the Life Groups Ministry of the Church;
 - be committed to maintaining the unity, purposes, and values of the Church and its pastors. A positive, supportive attitude does wonders for both pastor and congregation. A cynical, negative, or critical spirit is not conducive to church unity;
 - be able to maintain the confidentiality of information he might receive in the course of performing Board duties;
 - be a good manager of his own home and family, and finances;
 - if married, his spouse should exhibit similar character qualities, and be supportive of his involvement in this ministry;
 - regularly attend services and functions of the Church;
 - support the operation of the Church and its ministries through tithing;
 - have been regularly involved in at least one area of ministry at the Church;
 - have a “servant’s heart”. The Greek word, Diakonos, from which we derive our English word, “deacon”, means one who serves tables. The New Testament uses this word to denote the nature of Board Members – they are servants of Christ and His Church, elected to serve;
 - have a growing walk with Christ, which is exemplified by a life of obedience to God’s Word;
 - not be a Family Member of any other member of the Board;

- not be a spouse, parent, or child of a staff member of the Church; and
- in accordance with the Church's Plan to Protect Policy, provide a recent police check.

Appendix D: Qualifications of Lead Pastor

The Pastor shall possess the six team building elements of functional leadership as described in the Church's six C's of qualified leadership.

Calling

Calling is the sense of purposeful direction you receive when you are answering the question, "How might I best serve God with the resources I have?" It is the conviction that a particular point of direction is where your character (person), chemistry (relational abilities), competencies (skills and experience), and capacity (the ability to bring it - to focus) should be spent.

Character (1 Timothy 3:2-7 and Titus 1:6-9)

Character is what a leader possesses when, through his convictions, he demonstrates biblical principles consistently. A person who is demonstrating Christian and leader-like character is one who exercises himself towards godliness.

Competency

Competency is being true to who God has created you "to be" and "to do". Both the Church and the leader are responsible for the discernment of how God has "shaped" the leader for the task/role. (S.H.A.P.E. – Spiritual Gift, Heart, Abilities, Personality, Experience).

Chemistry

Chemistry is the relational ability of the leader to "fit" into and "blend" into the existing team. A Person who fits and blends well is one who adds an intangible value to the cause of the community.

Capacity

Capacity speaks to the leader's state of being and ability to "bring it" to the task/role. A Person who has capacity is one whose heart is devoted and mind is focused. Maintenance of capacity is the responsibility of the leader but must be recognized and respected by the Church.

Conviction

Conviction means having firm but aligned beliefs and values as to the nature, purpose, pathways, and policies of the church. These convictions stem from experience within the church and from other points of reference.

In addition to the six C's listed above, the Pastor will have the following qualifications as related to competency.

1. Theological Clarity

The Pastor should have a learned and maintained conviction regarding God's Word. He should see scripture as authored by God through human beings and yet without error. The Pastor should be able to "connect the dots" for those under his care and guide them towards a practical theology.

2. Relationship-Building

The Pastor should be a bridge-builder, one who promotes peace and yet is assertive concerning the establishment of healthy relational boundaries in the Church.

3. OnMission

The Pastor should understand and live out the "OnMission" lifestyle. He should know the heart of Jesus for those who are without, for those who have been hurt, for those who do not yet "know" (the good news of Jesus).

4. Leadership Multiplication

The Pastor will have the necessary leadership skills and be adept at understanding and communicating the vision, mission,

and strategy of the Church. He should be systemic and strategic in his thinking and have the ability to oversee all of the working parts of what is our Church. The Pastor should understand and live out the value of shared leadership. He will work with the Board in ensuring that the right persons are in the right places at the right times with the right heart.

5. Team-Builder

With the lead team in place the Pastor will have the ability to facilitate and promote a collegial leadership/ team culture. With a care for each individual staff person, the Pastor will promote a collaborative work environment that builds confidence, mobilizes towards effectiveness, and promotes unity within the Church.

6. Teacher/Communicator

As the primary communicator, the Pastor should have the ability to teach and communicate. He will build principle upon principle into the DNA of the Church using his own communication skill as well as that of the leadership team.

7. Governance/Management

The Pastor will have the ability to develop and maintain a leadership culture that exhibits and facilitates accountabilities, boundaries, authority, and good administrative practice.

8. Credentials

The Church's associations and/or affiliation will determine what credentials the Pastor will need. If he is not currently credentialed with the Church's affiliation, he must be willing and able to work towards being credentialed. The licensing, educational, and experiential background of the Pastor will be determined and monitored by the Church Board.