

**Bylaws
of
Beaumont Community Church
Society**



Beaumont, AB

BY-LAW NO 1

A bylaw to regulate the affairs of

Beaumont Community Church Society

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IT IS HEREBY ENACTED as Bylaw No. 1 of Beaumont Community Church Society (hereinafter called “the Society” or the “Local Fellowship” as follows:

SECTION ONE
INTERPRETATION

1.01 Definitions

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

“**Act**” means the Societies Act, R.S.A. 2000, c.S-14 as from time to time amended.

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

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

“**Articles of Faith and Practice**” refer to part of the bylaw of Evangelical Missionary Church of Canada.

“**Articles of Governance**” refer to part of the bylaw of Evangelical Missionary Church of Canada.

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

“**Board Member**” means those persons who form the Church Board and are described in Section 5.02. and the Directors of the Society.

“**Bylaws**” mean this By-law and all other Bylaws of the Society from time to time in force and effect.

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

“**Congregant**” means anyone who is a regular adherent as recognized and specified in policy by the Board.

“**Corporation**” means the incorporated Society under the Societies Act.

“**Director**” means a member of the governing Church Board and is described in Section 5.02.

“**District**” means the Evangelical Missionary Church, Canada West District.

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

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

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

“**Member**” means a member of the Local Fellowship or Society in accordance with the provisions of Section Three of this By-law.

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

“**signing officer**” means, in relation to any instrument, any person authorized to sign the same on behalf of the Society, as set out in these Bylaws.

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

“**special resolution**” is as defined in the Act.

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

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

1.02 Conflict with the Act

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

1.03 Headings and Sections

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

1.04 Invalidity of any Provision of Bylaws

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

SECTION TWO

OBJECTS, STATEMENT OF FAITH AND AFFILIATION

2.01 Objects and Powers

The objects of the Society shall be those set out in its Application for Incorporation, as amended from time to time.

The powers of the Society shall be:

- a) To collect and raise moneys by way of donations and fund raising campaigns or otherwise to fulfill the objects of the corporation;
- b) To solicit, acquire and receive by purchase, lease, devise, bequest, gift or otherwise any property, real, personal or mixed, and to hold, use and dispose of the same to fulfill the objects of the corporation;
- c) To invest the moneys of the Corporation not immediately required for the purposes of the corporation in such investments as may be permitted by law;
- d) To acquire, hold, sell, manage, lease, mortgage, dispose of and otherwise deal with such properties, both real and personal, as are necessary or advantageous to achieving these objects.

2.02 Affiliations

These Bylaws are consistent with these fundamental relationships.

Subject to the membership provisions of EMCC, the Local Fellowship is a member church with the Evangelical Missionary Church of Canada (“EMCC”) and shall adhere to the requirements, duties, rights, obligations and

privileges of member congregations and shall conduct its affairs in the spirit of unity and co-operation with the EMCC and fraternally with other members thereof.

As such this Local Fellowship shall maintain its operations and practices and its Bylaws consistent with the Bylaws of the EMCC, Articles of Faith and Practice and Articles of Governance, as they may be amended from time to time.

2.03 Doctrine

This congregation as a member church of the EMCC adopts and affirms the Articles of Faith of the EMCC. In accord with these Articles the following essentials are those things which identify us as evangelical and orthodox: The following abbreviated statement appears in the EMCC ‘Christ at the Centre’ Position Paper as a fair distillation of articles that are the non-negotiable Essentials of the Christian faith and fully consistent with the Articles of Faith of the Evangelical Missionary Church of Canada. The statement is *Orthodox* and *Evangelical*. *Orthodox* means in agreement with the historic teaching of the Christian faith as expressed in the historic creeds. *Evangelical* means an emphasis on the biblical gospel about salvation by faith in Christ and new life (regeneration) by the transforming work of the Holy Spirit. This new life is essential to the Christian walk.

- 1 THE HOLY SCRIPTURES as originally given by God, divinely inspired, infallible, entirely trustworthy; and the only supreme authority in all matters of faith and conduct.
- 2 ONE GOD, eternally existent in three Persons, Father, Son and Holy Spirit.
- 3 OUR LORD JESUS CHRIST, God manifest in the flesh, His virgin birth, His sinless human life, His divine miracles, His bodily resurrection, His ascension, His mediatorial work, and His personal return in power and glory.
- 4 THE SALVATION of lost and sinful people through the shed blood of the Lord Jesus Christ by faith apart from works, and regeneration by the Holy Spirit.
- 5 THE HOLY SPIRIT by whose indwelling the believer is enabled to live a holy life to witness and work for the Lord Jesus Christ.
- 6 THE UNITY in the Spirit of all true believers, the Body of Christ. The local church as the tangible expression of the Body of Christ, an organized body of believers in Christ who are voluntarily joined together for public worship and evangelism, teaching the Word, fellowship with the saints, observance of the ordinances, exercise in prayer, and who are commissioned with the responsibility to administer discipline.
- 7 THE RESURRECTION of both the saved and the lost; they that are saved unto the resurrection of life, and they that are lost unto the resurrection of damnation.

Further, in keeping with the EMCC Articles of Faith and Practice, we embrace the following statement on marriage:

1. As a matter of belief, doctrine and religious practice, (church name) reserves the term “marriage” for the public covenant relationship between one man and one woman to the exclusion of all others.
2. Members of our staff or clergy are permitted to arrange for, officiate at or take part in the solemnization or celebration of a marriage only when it conforms to the EMCC and (church name) statements on marriage.

SECTION THREE

BUSINESS OF THE SOCIETY

3.01 Head Office

The head office of the Society shall be at or near Beaumont, Alberta at such address as may be designated from time to time by the Board.

3.02 Corporate Seal

The Corporate seal of the Society, if any, shall be in such form as the Board may from time to time, by resolution, approve and shall be kept in the custody of the Senior Pastor, Secretary or such other officer as may from time to time be directed by the Board to retain custody of the same.

3.03 Financial Year

The financial year of the Society shall end on December 31st, in each year.

3.04 Execution of Instruments

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

3.05 Banking Arrangements

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

3.06 Financial Disclosure to EMCC

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

3.07 Borrowing Powers and Capital Expenditures

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

- a) issue, re-issue, sell or pledge debt obligations of the Society, except debentures which may be issued only pursuant to a special resolution of the Members of the Society;
- b) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any obligation of the Society;

3.08 Rules of Order at Meetings

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

3.09 Governance by Policy

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

SECTION FOUR

MEMBERSHIP AND MEETING OF MEMBERS

4.01 Membership

On incorporation of the Local Fellowship, its membership shall be comprised of all those persons who are shown as members on the active membership roll of Beaumont Community Church Society as at the date of such incorporation. Thereafter the Local Fellowship's Membership roll shall be reviewed at least every second year. A Member may voluntarily withdraw his or her membership by writing to the Local Fellowship requesting that his or her membership be terminated or transferred. An inactive members list may be maintained subject to policy adopted by resolution of the board. An inactive member does not have the right to vote.

4.02 Qualifications for Membership

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

A.

- a) at least sixteen (16) years of age;
- b) has completed BCC membership course
- c) agreement with the Articles of Faith and Practice of EMCC;
- d) demonstrates a clear testimony of the saving faith of Christ in his or her life;
- e) have been baptized, or have expressed a willingness to do so as the Lord leads;
- f) agreement with BCC Membership Commitment (section 12)

OR

B. membership in good standing of another EMCC congregation, supported by a letter of recommendation that clearly states that the individual is a member in good standing and that no information is being withheld that is germane to the individual's fitness for membership.

4.03 Member in Good Standing

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

4.04 Discipline of Members

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

4.05 Notice of Annual General Meeting

The Annual General Meeting of Members of the Local Fellowship shall be held in or about the month of May at such time and at such place as the Board may determine. Notice of the time and place of the Annual General Meeting shall be published in the weekly Church bulletin, and/or shall be announced at each Sunday service, at least three Sundays preceding the meeting (14 days). All members in good standing shall be encouraged to attend any meeting of the Members.

4.06 Business Transacted at Annual General Meeting

The Annual General Meeting (held in Spring) shall consider the following items of business:

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

The Annual Budget Meeting (held in Fall) shall consider the following items of business:

- a) Receive the Departmental Budget reports
- b) Approve the proposed budget
- c) Any other matters brought to the meeting by the Board.

In the event that the Board or the AGM stipulates by resolution, an additional meeting of the Membership may be regularly scheduled at such a time in the year as is necessary in order to advance the business of the AGM.

4.07 Special Meeting of Members

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

4.08 Place of Meeting

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

4.09 Persons Entitled to be Present

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

- a) Members of the Local Fellowship, whether entitled to vote at such meeting or not;
- b) Adherents, as authorized by policy of the Board, as may be amended from time to time;
- c) Auditors of the Society;
- d) Others who, although not entitled to vote, are entitled or required under any provision of the Act, or the Bylaws to be present at the meeting;
- e) Legal counsel to the Society when invited by the Society to attend the meeting;

- f) Any other person on the invitation of the Chairperson and with the consent of the members present at the meeting.

4.10 Persons Entitled to Vote

Only Members in good standing of the Local Fellowship are eligible to vote on the business matters of the Society at meetings of the Members. Inactive members do not have the right to vote. Adherents may be invited to express their opinion on such matters.

4.11 Quorum

A quorum for an annual, special election, or other special Meetings of Members shall be constituted by the presence of at least 20% members who have the right to vote immediately prior to the time of the meeting in question (save and except inactive Members). No business shall be transacted at any Meeting of Members unless the requisite quorum is present at the time of the transaction of such business.

If a quorum is not present at the time appointed for a Meeting of Members or within such reasonable time thereafter, the Members present and entitled to vote may adjourn the meeting to a fixed time and place (see 4.05 Notice of Annual General Meeting) but may not transact any other business. The quorum required at a second meeting will consist of those present. Absentee or proxy voting is not permitted.

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

4.12 Chairperson, Secretary and Scrutineers

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

4.13 Action by the Members

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

4.14 Show of Hands

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

4.15 Ballots

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

4.16 Adjourned Meeting

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

4.17 Appointment of Auditor

An audit shall be conducted annually. In the case that the audit is not by a certified accountant, the auditors may be any person(s) competent to undertake an audit of the fiscal books of the Corporation. At any meeting of the Members, the Members may by resolution instruct the board to secure a full audit of the fiscal books of the Corporation by a certified accountant.

4.18 Removal of Auditor

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

4.19 Additional Authority of the Members

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

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

4.20 Keeping of Society Minutes

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

SECTION FIVE

CHURCH BOARD OF THE SOCIETY

5.01 Duties of the Board

The affairs of the Church shall be governed by a Church Board elected by the membership of the Church at the Annual Meeting. All Church Board members - i.e. Directors, including Officers - serve without remuneration. The Church board duties include, but are not limited to the following:

- a) conduct its business on behalf of the congregation in keeping with the Bylaw of the EMCC and these bylaws and any duly approved policies or procedures, being thoroughly conversant with both the local bylaw and the EMCC bylaw.
- b) provide the membership with considered recommendations for deliberation;
- c) report on its activity on behalf of the congregation at least once a year to a meeting of the local church membership;
- d) appoint a Committee to review the Church Membership Roll, at least every second year;
- e) prepare a Budget for the ensuing year. For presentation to the Annual Meeting for adoption;
- f) may appoint other committees as are deemed necessary;
- g) ensure adequate insurance coverage is obtained for all assets and against general and other liability;
- h) ensure that the Prevention Plan for the safety of children, youth and vulnerable adults is prepared and implemented;
- i) cooperate with pastoral leadership in the formulation, revision, and articulation of the vision to be commended to the membership;
- j) lead the congregation in the process of pastoral selection;

- k) model mature Christian leadership, showing respect for each other and for the pastoral office;
- l) lead in matters of discipline generally;
- m) assure that the pastoral staff continues to meet the standards set out for EMCC pastors.

5.02 Number or Persons to Constitute Board and Composition

- a) The Board shall consist of no less than *[five]* and no more than *[nine]*. Additionally, the pastor shall serve with voice but not vote (see section 5.19). The board annually at the first meeting following the election of new board members shall elect its own chairperson, secretary and treasurer. The same board member may be both secretary and treasurer. No paid employee of the Society shall serve as a voting member of the Board. Less than 50% of the members can be related, with the term “related” being defined as any of the following; spouse, parent, grandparent, child, grandchild, sibling or in-law.
- b) The board shall draft an Elder Board Policy statement establishing the specific additional criteria not specified in this Bylaw
- e) The Elders Board Policy shall accord with this bylaw and cannot be implemented, rescinded or amended except by resolution of the Membership.

5.03 Qualifications for Board Membership

Board Members must be members in good standing and exhibit the characteristics for overseers and deacons as set forth in Titus 1 and 1 Timothy 3, generally consisting of the following:

- a) proven moral character;
- b) exemplary conduct;
- c) sound biblical beliefs;
- d) demonstrable ability to manage one’s affairs;
- e) exhibited gifts of the Spirit suitable for the office to be held;
- f) embracing the values, vision, mission, and major policies of the Local Fellowship;
- g) respected in the Local Fellowship
- h) at least 18 years of age

5.04 Election of Board Members

The members of the Church Board shall be elected by a majority ballot from a slate prepared by the Nominating Committee. In the case where only the required number of Board members are nominated, an election with majority support is required and not mere acclamation of the slate of candidates.

Where the elders do not constitute the church board the membership shall nevertheless elect the elders in keeping with section 5.02.

5.05 Terms of Office

The officers and Board members shall serve the following terms:

- a) All elected and appointed positions shall be for a two year term.
- b) All electors shall serve no more than three consecutive terms without at least one year of absence from the position before re-election.

5.06 Resignation of Board Members

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

5.07 Suspension and Removal of Elected Members of the Board

The Members may at any time, by special resolution, suspend or remove an elected member or members of the Board—i.e. any Director, including Officers—from that position. In addition, any elected Board member (Director, including Officers) may, by unanimous resolution of the other Board members, be removed from serving if he/she fails to regularly attend Church services or Board Meetings, or becomes subject to disciplinary action of the Elder Board, or otherwise fails to maintain his/her Membership in good standing. Such a Board member shall be given reasonable opportunity to respond to any allegations and to speak to the meeting at which such removal or discipline is to be considered. The board member in question shall withdraw during the deliberation and discussion of the matter.

5.08 Vacancies on the Board

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

5.09 Calling and Notice of Meetings

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

5.10 Place of Meeting

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

5.11 Meetings by Teleconference

The directors of the Society may meet by teleconference provided that either a majority of the directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the board of directors at a meeting of the directors of the Society. The directors of the Society may meet by other electronic means that permits each director to communicate adequately with each other, provided that:

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

5.12 Quorum

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

5.13 Chairperson

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

5.14 Secretary

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

5.15 Treasurer

The Treasurer shall be elected by the Board from among its members at the first meeting of the Board after elections. The incumbent shall hold office until a successor is elected. The Treasurer shall cause to be kept full and accurate accounts of all receipts and disbursements of the Society and shall deposit all monies or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the Board. The Treasurer shall disburse the funds of the Society under the direction of the Board, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required, an account of all transactions as Treasurer, and of the financial position of the Society. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors. The Treasurer shall provide annual audited financial statements to the Membership. The Treasurer shall prepare the filings required by law. Additionally the treasurer shall serve as the chair of a Finance Committee if such a committee has been established by board resolution.

5.16 Action by the Board

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

5.17 Adjourned Meeting

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

5.18 Remuneration and Expenses

The members of the Board - i.e. Directors, including Officers - shall receive no remuneration for their services as such, but they shall be entitled to reimbursement for reasonable travelling and other expenses properly incurred by them in their conduct of the business or activities of the Society and the Board. Nothing herein

contained shall preclude any member of the Board from serving the Society in any other capacity and receiving remuneration therefore.

5.19 Pastor as Board Member

The senior pastor is a member of the board with voice but not vote. The senior pastor has the right (1) to be notified of all board meetings; (2) to attend all board meetings, except the portion of a meeting where the pastor's performance, tenure or remuneration is discussed, and (3) to speak to all the issues, but not to make motions and vote. In the case where the pastor's performance, tenure or remuneration is discussed it is the prerogative of the Board to ask the pastor to withdraw. The board has in its discretion the right to invite any other pastoral staff to be present as regular or ad hoc advisors to the board.

SECTION SIX

COMMITTEES AND LEADERS IN AREAS OF MINISTRY

6.01 Committees

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

6.02 Standing Committees

There shall be a nominating committee and a finance committee. The board may appoint other standing committees as it may determine from time to time.

6.03 Finance Committee

- a) The Finance Committee shall, in addition to other members, be comprised of the Treasurer and at least two other members of BCC as the Board may determine. In addition to any other responsibilities, which may from time to time be outlined by the Board, the Finance Committee shall:
 - i) review and consider budget and financial matters referred to it by the Board;
 - ii) review and recommend to the Board the proposed annual Society budget;
 - iii) monitor the financial performance of the Society over its fiscal year against the budget approved by the Board;
 - iv) recommend to the Board any adjustments or actions, or procedures thought appropriate by the Finance Committee.

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

6.04 Nominating Committee

A Nominating Committee, whose duties shall include the preparation of a slate of nominees for election by the Church, shall be appointed by the Church Board as required. The committee shall be composed of four, at least two who are members-at-large and at least one board member. The pastor or designate shall serve ex-officio.

SECTION SEVEN

RECORDS OF THE SOCIETY

7.01 Inspection of Records

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

7.02 Location of Records

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

SECTION EIGHT

PROTECTION OF MEMBERS OF THE BOARD

8.01 Limitation of Liability

No member of the Board or its committees, nor any officer of the Society, shall be liable for the acts of any other member of the Board or committee or of any officer or employee which causes any loss, damage or expense to the Society, whether by neglect or default or intent, unless the loss, damage or expense happens by or through his failure to exercise the powers and to discharge the duties of his office honestly and in good faith.

8.02 Indemnity

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

8.03 Conflict of Interest

- a) A member of the Board or of a committee or an officer of the Society who is:
 - i) a party to a material contract or proposed material contract with the Society, or
 - ii) a director or an officer of, or who has a material interest in, any business or corporation which is party to a material contract or proposed material contract with the Society,shall disclose in writing to the Board or committee, or request to have entered in the minutes of the meeting, the nature and extent of his interest.
- b) A member of the Board or committee, or the officer referred to in the preceding section shall not vote on or speak to any resolution to approve the contract, and shall absent himself from the meeting during discussions and voting.
- c) If a material contract is made between the Society and one or more of its Board or committee members or officers, or between the Society and another business or corporation of which a Board or committee member or officer of the Society is a director or officer or in which he has a material interest,
 - i) the contract is neither void nor voidable by reason only of that relationship, or by reason only that a member with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of the Board or committee of the Board that authorized the contract, and

- ii) a member or officer or former member or officer of the Society to whom a profit accrues as a result of the making of the contract is not liable to account to the Society for that profit by reason only of holding office as a Board or committee member or officer, if the member or officer disclosed his interest in accordance with the above section and the contract was approved by the Board or committee and it was reasonable and fair to the Society at the time it was approved.

8.04 Setting Aside Contract for Failure to Disclose

If a Board or committee member or officer of the Society fails to disclose his interest in a material contract in accordance with this section, the COURT OF QUEEN'S BENCH OF ALBERTA may, on the application of the Society, set aside the contract on any terms that the Court thinks fit.

SECTION NINE

PASTORAL STAFF

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

9.01 Role

There shall be one or more pastors charged with leadership of the spiritual life and the work of the Church and in the ministry of the Word of God; who shall be remunerated based upon criteria established by the EMCC for licensed pastors.

9.02 Selection

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

- a) Each pastor shall be chosen, so far as is reasonably practical, following guidelines established by the Policies and Procedures of the EMCC.
- b) A Lead Pastor shall be selected, upon recommendation of the Board, by the Members at a duly convened meeting, by a vote of not less than 75% of the Members present.
- c) Other Pastors may be added to the pastoral team as needed upon approval of the lead pastor recommended to the Board and Elder Council.

9.03 Duties

A Pastor shall be considered the spiritual overseer of the areas of ministry of the Local Fellowship for which he is hired.

9.04 Review and Evaluation of Pastoral Ministry

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

9.05 Resignation

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

9.06 Removal of a Lead Pastor

- (a) The Regional Minister of the EMCC shall be consulted first before any removal process.
- (b) A Pastor may be removed from his/her position within the Church for any reason upon an 80% or more vote of the total board.
- (c) In the case where the board considers it advisable a Special Meeting of Members shall be called in order to take a vote of confidence (refer to duly called and quorum section 4.11). A 2/3 majority vote of support shall be required for the pastor to continue. In the case where the pastor does not receive a 2/3 majority, termination of employment will be effective immediately. Additional terms and conditions of termination will be deferred to the board.
 - i) Where the pastor fails to maintain EMCC credentials in good standing and the EMCC has informed the church board of either the suspension or termination of credentials, the board shall act to suspend or remove the pastor as the situation may require.
 - ii) Nothing contained herein shall preclude the Pastor from receiving whatever notice or equivalent monetary settlement as may be legally appropriate in the circumstances. In the event of a disagreement between the Local Fellowship and the Pastor concerning the amount of notice or monetary settlement that is appropriate, before any legal action is commenced, the matter shall first be referred to a person or persons mutually acceptable to the Local Fellowship and the Pastor to resolve such dispute through mediation in a spirit of conciliation worthy of maintaining a Christian witness to the Church and the community.
 - iii) The removal of a Pastor from the Local Fellowship shall be deemed to constitute his removal as a Member of the Local Fellowship and, where applicable, as a member on all committees and The Board of Elders.

SECTION TEN

EFFECTIVE DATE AND AMENDMENT OF BYLAWS

10.01 Effective Date

This By-law shall come into force upon the Incorporation of the Society.

10.02 Amendment of Bylaws

Subject to the Act, the Members may by special resolution make, amend or repeal any Bylaws that regulate the business or affairs of the Local Fellowship, with the exception of the sections pertaining to EMCC affiliation and dissolution or winding up. The sections pertaining to EMCC affiliation and dissolution or winding up may only be changed with the approval of the EMCC board of directors.

SECTION ELEVEN

DISSOLUTION OR WINDING-UP

11.01 Remaining Assets

In the event of dissolution or winding-up of the Society, all its remaining assets, after payment of its liabilities, shall be distributed to the Evangelical Missionary Church of Canada, or its successors or assigns, if it is still then a registered charitable corporation or a recognized charitable organization in Canada. If the Evangelical Missionary Church of Canada is not existing as a charitable organization, then the distribution shall be to one or more recognized charitable organizations in Canada having cognate or similar objects to those of the Society or to one or more registered charitable corporations in Canada as designated by the Members at a meeting called for that purpose.

SECTION TWELVE

BCC CHURCH Commitment

12.01 Church Commitment

The following is an expression of the Commitment to Christ expected of members and encouraged in adherents; Having been led to repentance toward God and faith in the Lord Jesus Christ, our Savior, we do now, in the presence of God and this assembly, most solemnly and joyfully enter into this covenant with one another as one body in Christ.

We commit, by the aid of the Holy Spirit,

- to walk together in Christian love;
- to join in mutual labors for the kingdom of Christ;
- to strive loyally for the advancement of His church in holiness, knowledge, and love;
- to promote her prosperity and spirituality;
- to maintain her ordinances, worship, discipline and doctrines.

We commit

- to contribute cheerfully and regularly, as God prospers us; to the support of this church and all her ministries.

We commit

- to maintain private devotions and family devotions where possible;
- to endeavour to bring early to a saving knowledge of Christ all over whom we have care and influence;
- to walk circumspectly in the world;
- to be just in our dealings and faithful in our engagements.

We commit

- to watch over one another in brotherly love;
- to remember each other in prayer;
- to aid each other in sickness and distress;
- to cultivate Christian sympathy in feeling and courtesy in speech;
- to be slow to take offense and always ready for reconciliation.

We commit

- to testify faithfully to the saving and keeping power of our Lord and Savior Jesus Christ and His promise that all who call on the name of the Lord shall be saved.