

BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of the Whitby Baptist Church (the "Church").

BE IT ENACTED as a by-law of the Church as follows:

I – LETTERS PATENT, INTERPRETATION AND HEADINGS

1.01 Definitions – In this By-law and all other By-laws and Resolutions of the Church unless the context otherwise requires, the following definitions shall apply:

“Act” means the Corporations Act, Ontario, as amended from time to time;

“Board” means the Board of Directors of the Church;

“Board of Elders” means the Board of Elders of the Church as elected pursuant to this General Operating By-Law;

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

“Church” means the legal entity incorporated as a Corporation without share capital under the Act, and named the Whitby Baptist Church Inc.;

“Church Constitution” means the Letters Patent, General Operating By-Law and any policy statements adopted by the Church from time to time;

“Director” means a director on the Board;

“Elder” means a member of the Board of Elders;

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

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

“Majority Vote” means 51% of the vote by Participating Members, unless otherwise required by this General Operating By-law;

“Meetings of Participating Members” means any Annual, General, or Special Meeting of Participating Members;

“Member” means a member of the Church;

“Officer” means an officer of the Church as defined in section 15.01;

“Pastoral Team” means the Lead Pastor and any and all Associate Pastor(s) collectively;

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

“Policy Statements” means any Policy Statement adopted as part of the Church Constitution; and

“Resolution” means a Resolution passed by the Board, the Board of Elders or the Participating Members by a Majority Vote, unless the Act or this By-law otherwise requires.

1.02 Letters Patent – This General Operating By-law and any other By-laws of the Church 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.

1.03 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:

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

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

II – AFFILIATION AND IDENTITY

2. AFFILIATION

2.01 - The Church is affiliated with the Trent Valley Association of the Baptist Convention of Ontario and Quebec (the “BCOQ”). As such, the Church is a member of the Canadian Baptist Ministries and the Baptist World Alliance.

3. MISSION STATEMENT

3.01 - The mission statement that Participating Members of the Church are required to subscribe to is as follows:

“As Members of Whitby Baptist Church Inc. we are committed to loving God with

all of our heart, soul, mind, and strength, and our neighbours as ourselves. Therefore, as believers gathered together in Christ, we are united in our common purpose of providing resources and opportunities for reaching our community for Christ and to equipping ourselves for the utilization of our spiritual gifts for ministry.”

4. ORDINANCES

4.01 - The Church affirms the following two (2) ordinances, which shall remind Participating Members of the purpose and work of the Lord and Saviour:

- (a) Believer’s Baptism: The ordinance of Believer’s Baptism by immersion shall be celebrated with candidates who have professed personal faith in Jesus Christ as Saviour and Lord and who wish to make this declaration of faith public in an act of corporate worship. The candidates shall be counselled and recommended by an Elder for baptism; and
- (b) The Lord’s Supper: The table is open to any person who has professed personal faith in Jesus Christ as Saviour and Lord and who desires to share in the communion. It is the intention of the Church to share the Lord’s Supper once a month and on any other occasion as established by the Elders.

5. GUIDING PRINCIPLES

5.01 Guiding Principles - The Church recognizes that there are certain basic principles that determine its identity as a Baptist Church. The Church recognizes that these principles need to be affirmed in establishing the foundations of managing the Participating Member’s lives together:

- (a) Primary Allegiance: The Church is the bride of Christ, that it belongs not to its Members and their sense of purpose, but to Christ, to command as Christ’s will. The Church affirms that Christ is the centre of all endeavours, the focus of worship and authority, and the ultimate source of strength and guidance for the Church and its ministry. This principle reflects the authority and centrality of Christ in all the Church does;
- (b) Priesthood of All Believers: In Christ there is neither Jew nor Greek, slave nor free, male nor female. The work of the Kingdom is to be performed on the basis of gifts and call, not human position, power, race, age, nor gender. This principle reflects the spiritual equality of the individual believer and their soul liberty before God; and
- (c) Congregational Government: Within the Church all authority rests with the body of believers gathered together to discern the will of God. Within the Church, authority is given by the body. The individuals, leaders, the Board and the Board of Elders of the Church are responsible to the body. This principle reflects the Church’s understanding of the leadership style of Christ and historic Baptist polity.

6. STATEMENT OF BELIEFS

6.01 The Statement of Beliefs – The Statement of Beliefs that Participating Members of the Church are required to subscribe to is as follows:

- (a) The existence and unity of the Godhead as three equal persons: Father, Son and Holy Spirit, who is Author, Creator and Sustainer of the universe;
- (b) The authority and divine inspiration of the Old and New Testaments, a complete and infallible rule of faith and practice;
- (c) The reality that Jesus Christ, the divine Son of God, is truly God and truly man;
- (d) The sufficiency of the atonement of Christ for the Members salvation through faith in Him;
- (e) The work of the Holy Spirit in justification and sanctification, and justification by faith in Christ alone;
- (f) The second and glorious appearance of our Lord and Saviour;
- (g) The resurrection of the dead - for the righteous to everlasting life, the unrighteous to everlasting death;
- (h) The immersion of believers in the name of the Father, Son and Holy Spirit, the true gospel baptism;
- (i) The celebration of the Lord's Supper which is a privilege and a delight for all believers;
- (j) The local church, an expression of the Body of Christ, gathered together in one place for the observance of the ordinances, the ministry of the word, mutual edification and growth, prayer and discipleship, the giving of care and mutual support, the maintenance and spreading of the doctrines of faith and the sharing of the saving grace of Jesus Christ with all people of all lands; and
- (k) The need for every believer to enter into an observance of a day set aside for the worship of the Creator.

7. THE CHURCH COVENANT

7.01 The Church Covenant - The Church Covenant that Participating Members of the Church are required to subscribe to is as follows:

- (a) Believe they have been led by the Spirit of God to receive the Lord Jesus Christ as their Saviour, and upon the profession of their faith having been baptized in the

name of the Father, Son and Holy Spirit, the Church and its Members do now, in the presence of God and this assembly, most solemnly and joyfully enter into covenant with each other as one body in Christ;

- (b) Commit, with the aid of the Holy Spirit: to work with each other in Christian love; to strive for the advancement of the Church in holiness, knowledge, and faith; to promote spirituality and vitality; to sustain the Church's worship, ordinances, discipline and doctrines; and for the Members to strive to contribute regularly and cheerfully to the financial support of the Church's mission and ministries;
- (c) Maintain family and personal devotions, to educate their children in the ways of Christ, to walk with integrity and justice in their world, to be faithful in their commitments and to strive to advance the coming of the Kingdom of their God and Saviour;
- (d) Pledge that they will watch over their fellow Members in Christian love, compassion, and concern, to pray for one another, to aid one another in sickness and distress, to be slow to take offence with one another, always be ready for forgiveness and reconciliation and to cultivate sensitivity and courtesy in their speech and relationships; and
- (e) It is the goal for Church Members who move away from the community of the Church that they will, as soon as possible, commit themselves to the task of finding a new church home where they can carry out the spirit of the covenant and the principles of God's word. Failing to find such a home, the Members will remain in communion with the Church for support and encouragement until such a time as the Holy Spirit directs the Members to a new church.

8. THE CORE VALUES

8.01 The Core Values – The following is a list of the Core Values for the Church:

- (a) Christ Honouring - It is the Church's belief that Christ is the Head of His church; The Church is not controlled by the Members, but is Christ's to direct. The Church is committed to following and working alongside Christ as the Spirit leads the Members;
- (b) Biblically Faithful - It is the Church's belief that both Old and New Testaments are the inspired Word of God and the final authority in all matters of faith and practice. God's Word always comes first. The Church shall strive to teach God's Word gracefully; encouraging obedience toward full maturity in Him;
- (c) Servant Leadership Based – The Church believes the mission, vision and values of the Church should be given strong leadership by those God has set apart as leaders. Our leaders give evidence of growing spiritual maturity and active involvement in the life and ministry of the Church community. Our leaders build solid, trusting relationships with our congregation and foster a Spirit-led team environment;

- (d) Worship Centred – The Church believes the Members are called to celebrate God’s supreme glory through praise and worship in their personal lives and in their congregational life. The Church is committed to worship as the central corporate expression speaking to and unifying the faith community;
- (e) Mission Minded - The Church believes that mission should start local and go global. The Church believes that God has called on its Members to serve their neighbours as individuals and their town as a community of servants as they move into the world;
- (f) Relationally Focused – The Church believes God has called on its Members to build a community of faith that appropriately cares for, encourages and challenges one another. The Church places a high priority on small group participation;
- (g) People Sensitive – The Church believes that people matter to God. Therefore, it is important for the Members to discern the needs of their surrounding community and respond by praying for those in need, especially those who do not know Christ. The Church is committed to imitate Jesus Christ and remain sensitive to the Holy Spirit’s leading to share Members relationship with Christ;
- (h) Seeker Responsive – The Church believes that in Participating Member gatherings, visitors are welcome. The Church seeks to place the needs of those new among the Members on par with the existing Members;
- (i) People Developing – The Church believes that pursuing full devotion to Jesus Christ is essential for every believer. Such devotion includes giving and tithing, stewardship, servanthood, growing spiritual maturity and use of spiritual gifts. Because God has uniquely gifted individuals for a specific ministry, the Church is committed to empowering men and women to become a unified servant community; and
- (j) Family Affirming – The Church believes in strengthening and protecting the relationships within marriage, the family and the extended family.

III – BOARD OF DIRECTORS

9. BOARD OF DIRECTORS

9.01- Until changed in accordance with the Act, the affairs of the Church shall be managed by a board of directors (the "Board"), comprising of twelve (12) Directors. The twelve (12) Directors shall be comprised as follows:

- (a) Seven (7) elected Participating Members;
- (b) the Moderator;
- (c) Two (2) members of the Pastoral Team, one (1) of which shall be the Lead Pastor, and if there is more than one Associate Pastor, than the Board of Elders shall choose which Associate Pastor shall serve on the Board; and
- (d) Two (2) Elders, one of which shall be the chair of the Board of Elders and the second shall be chosen by the Elders from amongst themselves.

The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Church and are not by the By-laws or any Resolution of the Church or by statute expressly directed or required to be done by the Church at a Meeting of Participating Members.

10. AUTHORITY OF THE BOARD OF DIRECTORS

10.01 General Authority – The Board shall be responsible for the overall administrative and temporal affairs of the Church 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 and hereinafter provided, and generally may exercise such other powers and do such other acts and things as the Church by its Letter Patents, the Act, or otherwise authorized to do.

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

- (a) Call and conduct normal business meetings of the Church;
- (b) Approve, prioritize, and implement necessary strategies;
- (c) Oversee resource allocation for the Church;
- (d) Establish and implement required operational guidelines, policies & procedures;
- (e) Hire and arrange annual evaluations of the Church staff, save and except the Pastoral Team;
- (f) Establish and oversee key ministry areas in keeping with the Vision and Core Values of the Church;
- (g) Undertake continuing vision development & presentation, under the direction of the Board of Elders;
- (h) Nominate the Treasurer and the Board Secretary for congregational approval;
- (i) Develop and present the annual fiscal budget to the Members at the Annual Meetings with the assistance of the Treasurer;
- (j) Provide leadership and coordination for the Church's ministry; and
- (k) Appoint committees.

10.03 Remuneration of Directors - The Directors of the Church shall serve without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of the Director's duties.

10.04 Interest of Directors in contracts - Subject to the provisions of any applicable legislation, no Director shall be disqualified by his or her office from contracting with the Church nor shall any contract or arrangement entered into by or on behalf of the Church with any Director or in which any Director is in any way interested, be liable to account to the Church or any of its Members or creditors for any profit realized from any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established.

10.05 Declaration of interest - It shall be the duty of every Director of the Church who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Church to declare such interest to the extent, in the

manner and at the time required by the Act.

10.06 Agents and attorneys - The Board shall have power from time to time to appoint agents or attorneys for the Church in or out of Ontario with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

11. QUALIFICATION OF DIRECTORS AND BOARD COMPOSITION

11.01 Qualification of Directors - Directors shall be individuals, eighteen (18) or more years of age and shall, at the time of their election and throughout the term of their office, be Participating Members.

11.02 Board Composition – The Board shall consist of not less than fifty-one percent (51%) of Persons who are residents of Canada and not more than forty-nine percent (49%) of Persons who deal with each other in a non-arms length relationship as defined in the Income Tax Act (Canada) as amended from time to time.

12. TERM OF OFFICE AND ELECTION OF BOARD OF DIRECTORS

12.01 First Directors - The applicants for incorporation shall be the first Directors of the Church whose term of office on the Board shall continue until their successors are elected or appointed.

12.02 Term of Office - The Directors' term of office for the seven (7) elected Participating Members shall be for a three (3) year term. The seven (7) elected Participating Members may be elected for a second three (3) year term. After serving two (2) consecutive terms of three (3) years, any twice elected Participating Member must take a one (1) year sabbatical before seeking re-election to the Board.

12.03 Election of Participating Members to the Board – Participating Members shall be elected to the Board in the following manner:

- (a) Any Participating Member with the Church may nominate any other Participating Member;
- (b) The nomination must be in writing and must be signed by the nominee, the nominator and any three other Participating Members of the Church. The nomination period will be at least three (3) weeks;
- (c) The nomination must be sealed and submitted to the Board Secretary at least one (1) week prior to the commencement of voting. This will allow the Board Secretary to compile this information, print ballots and have them available for the Participating Members;
- (d) Votes will be cast by secret ballot and the voting process will commence with the ballots and biographies being distributed. Ballots may be cast in person, over the following two (2) weeks (three (3) Sundays).

- (e) Each Participating member shall vote for up to the number of vacancies on the Board. For example, if there are three (3) vacancies and four (4) nominees, the Participating members shall vote for up to three (3) of the four (4) nominees;
- (f) Each nominee will require a minimum of 51% of votes cast by Participating Members. In cases where there are more nominees than positions, the nominees finishing with the highest percentage of votes will be elected to the Board positions available;
- (g) Ballots shall be counted by any two (2) of the following: the Board Secretary, the Treasurer and/or any Board of Elder member who is not appointed to serve as a Director on the Board:
- (h) All nominees shall be contacted in person prior to the release of the voting results to the Church; and
- (f) The ballots will be destroyed after counting is complete and the elected nominee has accepted to serve on the Board.

12.04 Vacancy of office – A Director shall hold office until one of the following occurs:

- (a) If they become bankrupt or make an assignment for the benefit of their creditors;
- (b) If they are found to be mentally incompetent or of unsound mind;
- (c) If by notice in writing to the Board Secretary, stating their resignation;
- (d) If they cease to be a Participating Member of the Church;
- (e) If they die; or
- (f) If on the recommendation by the Board of Elders citing a lack of trust in the Director, and then a motion for the removal of a Director is forwarded by the Board of Elders which is then accepted by at least a Majority Vote of Participating Members present at a duly called Meeting of Participating Members.

12.05 Rotating Term of Board – The elected Participating Members of the Board shall be elected and shall retire in rotation every three (3) years. At the first Meeting of Participating Members, three (3) of the Participating Members of the Board shall be elected to hold office until the end of the third full fiscal year after that date. Two (2) of the Participating Members shall be elected to hold office until the end of the second full fiscal year after that date, and two (2) of the Participating Members shall be elected to hold office until the end of the first full fiscal year after that date. Subsequently at the first General Meeting thereafter, members of the Board shall be elected to fill the position of those elected Participating Members positions and shall hold office until the end of the third full fiscal year after his or her election.

12.06 Temporary appointment - If any vacancies should occur for any reason as set out in section 12.05 above, such vacancy may, as long as there is a quorum of the Board then in office, be filled by the Board from among the Participating Members in good standing with the Church if they shall see fit to do so; otherwise such vacancy may be filled at the next Meeting of Participating Members; and any Director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the Director who ceased to be a Director and who caused such vacancy. Retiring Directors shall continue in office until their successors shall have been duly elected or appointed.

13. MEETINGS OF THE BOARD OF DIRECTORS

13.01 Place of meeting and notice - Meetings of the Board may be held either at the head office of the Church or at any place within Ontario. A meeting of the Board may be convened by the Chair (as hereafter defined), or any two (2) Directors at any time.

13.02 Notice of Meetings – All regular and special meetings of the Board shall be held on ten (10) days notice and such notice shall be mailed, delivered or sent via electronic mail to each member of the Board or published in the Church Bulletin on two (2) Sunday mornings prior to such meetings or at the call of the Chair upon 24 hour telephone notice in the event of an emergency.

13.03 Notice not Necessary - For the first meeting of the Board to be held immediately following Incorporation, the election of Directors at a Meeting of Participating Members or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the Director or Directors so elected or appointed in order for the meeting to be duly constituted, provided that a quorum of the Directors is present.

13.04 The Chair - The Moderator of the Church shall serve as the chair of the Board (the “Chair”). The Chair shall, when present, preside at all meetings of the Board. In the absence of the Chair at any meeting of the Board, the Directors present shall choose one amongst themselves to be the chair of that meeting only.

13.05 Quorum - A quorum at any meeting of the Board shall be the presence in person of at least one-half of the Directors.

13.06 Validity of actions - No act or proceeding of any Director or the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director or the Board.

13.07 Directors’ reliance - Directors may rely upon the accuracy of any statement or report prepared by the Church’s auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

14. COMMITTEES

14.01 - The Board may from time to time constitute such committees as it deems necessary to assist the Directors in carrying on the affairs of the Church and shall prescribe the duties of any such committees.

IV - OFFICERS

15. OFFICERS

15.01 Officers of the Church – The Officers of the Church shall be:

- (a) The Moderator;
- (b) The Treasurer; and
- (c) The Board Secretary.

15.02 Additional Officers - The Board may appoint such other Officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

15.03 Remuneration and removal of Officers - The Directors may fix the remuneration (if any) to be paid to the Officers of the Church. All Officers in the absence of agreement to the contrary shall be subject to removal by Resolution of the Board at any time with or without cause.

15.04 Delegation of duties of Officers - In the case of absence or inability to act of the Moderator, or any other Officer of the Church or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being.

15.05 Vacancies - If the office of the Moderator, the Board Secretary, or the Treasurer, shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Board may elect or appoint an Officer to fill such vacancy.

15.06 Qualification of Officers – A person may only be considered for election as an Officer of the Church if they are a Participating Member.

16. DEFINITION OF OFFICERS

16.01 Moderator - The Moderator shall sign such contracts, documents or instruments in writing as require his or her signature. The Moderator shall be the chief administrative officer of the Church and shall be responsible to the Board for the coordination of all affairs of the Church. In all matters affecting the Church, the Moderator shall be deemed to be an agent of the Church acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the case may be. The Moderator shall serve as the president for the Church.

16.02 Moderator's Authority - In addition to any other authority or duties conferred by direction of the Board, the Moderator shall exercise general and active supervision over:

- (a) The selection, employment, supervision and discharge of all employees, subject to ratification of same by the Board;
- (b) The formation of a special *ad hoc* committee, from year to year, comprised of the

Moderator and two other Officers of the Church, for the establishment of salaries and any other administrative matters affecting the establishment and maintenance of the head office of the Church and the personnel employed therein;

- (c) The preparation and submission of such reports and statements as the Board may from time to time direct be prepared and submitted to the Board, to any Director or Officer of the Church, or to any Meetings of Participating Members;
- (d) The preparation of the annual budget for the Church, showing expected revenues and expenditures;
- (e) The safe-keeping and good state of repair of all physical properties of the Church;
- (f) Ensure that the decisions of the Board are followed up and implemented; and
- (g) Be responsible for ensuring communication of the decisions of the Board to the Church.

16.03 Restraint of the Moderator - The Moderator shall be ineligible to serve on the Board of Elders or on any Standing Committees or hold any additional office in the Church, while acting as Moderator.

16.04 Election and Term of the Moderator - The Moderator shall be nominated and elected in the same manner as is outlined for the election of Participating Members to the Board in section 12.03 of this General Operating By-Law. The term of office for the Moderator shall be five (5) years and the Moderator is eligible for re-election after serving a one (1) year sabbatical. If necessary, the term of office for the then acting Moderator may be extended for a period of one (1) year. Approval of this extension must be granted at a duly called Meeting of Participating Members.

16.05 Treasurer - Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Church and shall ensure the deposit of the same in the name of the Church in such bank or banks or with such depository or depositories as the Board may direct. The Treasurer shall possess skill in the area of financial management and record keeping.

16.06 The Treasurer's Authority – The Treasurer shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office. In accordance with the generally accepted accounting principles, the Treasurer shall ensure the following:

- (a) Keeping a copy of current electronic records, with a duplicate paper copy, of all receipts and disbursements relating to the Church;
- (b) Reconciling the Church bank accounts monthly;

- (c) Paying the bills of the Church as they come due, in accordance with the annual budget approved by the Church, while keeping the Board advised of possible variances to the budget;
- (d) Completing and submitting to the appropriate agencies and departments of the government all necessary documentation that relates to the financial matters of the Church;
- (e) Investing any surplus funds as determined by the Board;
- (f) Compiling and presenting financial statements to the Participating Members when required at Meetings of Participating Members;
- (g) Assisting the Board in the preparation of the annual budget for the Church; and
- (h) Keeping the financial records from the previous seven (7) fiscal years securely in a location as determined by the Board.

16.07 Election and Term of the Treasurer – The Treasurer shall be recommended by the Board and must be approved by fifty-one percent (51%) of the Participating Members voting in person at a duly called Meeting of Participating Members. The Treasurer shall serve a term of five (5) years and is eligible to serve additional terms on the recommendation of the Board and approval of the Participating Members at a Meeting of Participating Members.

16.08 Board Secretary - The Board Secretary shall keep all of the Church's records in order. The Board Secretary shall be responsible for handling all of the business correspondence with the Baptist Convention Office. The Board Secretary shall report directly to the Moderator. The Board Secretary shall serve as the secretary for the Church.

16.09 The Board Secretary's Authority - The Board Secretary shall be responsible for:

- (a) Ensuring the recording, distributing, and archiving of all minutes taken at Board meetings and Meetings of Participating Members in a timely fashion;
- (b) Overseeing the writing and sending of the necessary letters of membership transfer to and from the Church;
- (c) Ensuring that all records of Church membership, including those memberships which are received, transferred and as well as those added by baptism are properly kept and maintained. The dates of these actions will also be kept on record;
- (d) Ensuring that the Church has been properly informed of all BCOQ Conventions and Trent Valley Association business that directly or indirectly affects the Church;
- (e) Ensuring that nomination forms for any election are available, distributed, and

counted in accordance with this General Operating By-law; and

- (f) Any such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to their office.

16.10 Election and Term of The Board Secretary – The Board Secretary shall be recommended by the Board and must be approved by fifty-one percent (51%) of the Participating Members voting in person at a duly called Meeting of Participating Members. The Board Secretary shall serve a term of three (3) years and is eligible to serve additional terms on the recommendation of the Board and approved by the Participating Members at a Meeting of Participating Members.

V – THE BOARD OF ELDERS

17. BOARD OF ELDERS

17.01 Board of Elders - The Board of Elders shall be the spiritual and visionary advisors to the Church and the Pastoral Team. The Board of Elders shall consist of up to three (3) Elders (individually an Elder, collectively the “Elders”) for the first one-hundred (100) Members of the Church and up to two (2) additional Elders for each successive one-hundred (100) Members or part thereof.

17.02 Board of Elders’ Authority - Responsibilities and Duties of the Board of Elders are to:

- (a) Provide pastoral support and enablement. This shall include the provision of an annual performance review for the Pastoral Team;
- (b) Develop a spiritual “vision” and focus for the Church;
- (c) Provide long range planning and spiritual direction as well as an annual evaluation of ministry goal achievement;
- (d) Provide leadership in doctrinal and polity areas;
- (e) Administer grievance procedures and provide conflict management procedures;
- (f) Affirm spiritual giftedness; provide spiritual nurture and encouragement to the congregation; and
- (g) Be the spiritual and relational overseers of the Board and have the primary responsibility for recommending to the Church the deferral, removal and re-instatement of members to the Board.

17.03 The Chair of the Board of Elders – The Board of Elders shall select amongst themselves by way of a majority vote a chairperson of the Board of Elders.

17.04 Elders on the Board of Directors - Two (2) Elders, one (1) of which shall be the chairperson of the Board of Elders, will serve as members on the Board of Directors. No more than two (2) Elders may serve as a Director on the Board at any one time.

18. QUALIFICATION OF ELDERS AND BOARD OF ELDERS COMPOSITION

18.01 Qualification of Elders – Elders shall be Participating Members, who are at least eighteen (18) years of age or older.

18.02 Board of Elders Composition – The Board shall consist of not less than fifty-one percent (51%) of Persons who are residents of Canada and not more than forty-nine percent (49%) of Persons who deal with each other in a non-arms length relationship as defined in the Income Tax Act (Canada) as amended from time to time.

19. TERM OF OFFICE AND ELECTION OF THE BOARD OF ELDERS

19.01 Term of Office – An Elders' term in office shall be for five (5) year terms and Elders may be elected for additional terms.

19.02 Election of Elders - Participating Members shall be elected to the Board of Elders in the following manner:

- (a) Any Participating Member of the Church may nominate any other Participating Member;
- (b) The nomination must be in writing and must be signed by the nominee, the nominator and any three (3) other Participating Members of the Church. The nomination period will be at least three (3) weeks;
- (c) The nomination must be sealed and submitted to the Board Secretary at least one (1) week prior to the commencement of voting. This will allow the Board Secretary to compile this information, print ballots and have them available for the Participating members;
- (d) Votes will be cast by secret ballot and the voting process will commence with the ballots and biographies being distributed. Ballots may be cast in person, over the following two (2) weeks (three (3) Sundays).
- (e) Each Participating Member shall vote for up to the number of vacancies on the Board of Elders. For example, if there are four (4) vacancies and six (6) nominees, the Participating Members shall vote for up to four (4) of the six (6) nominees;
- (f) Each nominee will require a minimum of 51% of votes cast by Participating members. In cases where there are more nominees than positions, the nominees finishing with the highest percentage of votes will be elected to the Board of Elders.
- (g) Ballots shall be counted by any two (2) of the following: the Board Secretary, the Moderator, the Treasurer and/or any member of the Board not seeking election to the Board of Elders;
- (h) All nominees shall be contacted in person prior to the release of the voting results to the Church; and
- (i) The ballots will be destroyed after counting is complete and the elected nominee has confirmed acceptance to serve on the Board of Elders.

20. REMOVAL OF ELDER

20.01 Removal of an Elder - An Elder shall hold office until one of the following occurs:

- (a) It has been determined they are no longer a Participating Member;
- (b) Acceptance of their resignation by the Board of Elders;
- (c) A motion for removal of an Elder is accepted by at least a Majority Vote by the Participating Members present at a duly called Meeting of Participating Members, signifying a lack of trust in the Elder by the Church; or
- (d) Death of the Elder.

VI – MEMBERSHIP

21. QUALIFICATION AND CLASSIFICATION OF MEMBERSHIP

21.01 Qualification – A person shall qualify to be a Participating, Fellowship or Family Member of the Church if they profess their faith in Jesus Christ as their personal Saviour and Lord, and they declare their intent to live a life consistent with Christian doctrine and are in agreement with the Statement of Beliefs, Covenant, Mission, Vision, and Core Values of the Church. On the unanimous approval of the Board of Elders, the person may be eligible for membership provided that they have done one of the following:

- (a) Personally undergone believer’s baptism by immersion in a public service of worship at the Church;
- (b) A letter of transfer from a church within the Canadian Baptist Ministries family that affirms they underwent baptism by immersion as a believer;
- (c) A Christian experience (a person previously baptized by immersion who for various reasons may not have a letter of transfer, may be received upon a satisfactory statement of faith and experience); and
- (d) Proven their situation is one of special circumstances to the Board of Elders and where the Board of Elders believes the person should be eligible for membership.

21:02 Membership List – The Board Secretary will ensure that the list of all Members and Adherents provided by the Board of Elders is maintained at the head office of the Church. The List of Members shall be reviewed by the Board of Elders not less than once a year.

21:03 Types of Membership – There shall be **(4)** types of membership in the church, namely:

Fellowship Members (the “Fellowship Members”); and
Participating Members (the “Participating Members”); and
Family Members (the “Family Members”); and
Adherents (the “Adherents”)

21:04 The Five G’s

Membership at WBC is reflected in an individual’s desire to embody the 5 G’s of embracing and extending God’s *grace* through Jesus Christ, being committed to *gathering* with God’s people in

worship, desiring personal **growth** and maturity in our relationship with Jesus Christ, utilizing our spiritual **gifts** for the building up of Christ's Church and the extending of God's Kingdom, and practicing biblical financial **giving**. These 5 G's reflect the benchmarks of a fully engaged member.

21:05: **The Fellowship Members**

Individuals desirous of becoming Participating Members, either through baptism or membership transfer, must first become a Fellowship Member. A Fellowship Member has:

- Demonstrated that WBC is his/her worshipping community through his/her regular **gathering** in Sunday morning worship
- Expressed their receipt of the **grace** of Christ through immersion;
- Taken Church Membership Classes approved by the Board of Elders;
- Accepts WBC's Core Values, Vision & and Statement of Faith.

An individual formally becomes a Fellowship Member upon the unanimous approval of the Board of Elders.

21:06 **Restrictions on Fellowship Members** – Fellowship Members shall NOT be:

- Officially counted as Members for statistical purposes;
- Eligible to hold any office within the church;
- Eligible to participate in any meetings, committees and;
- Eligible to vote at any Meetings of Participating Members in any way whatsoever.

21:07 **The Participating Members** - Participating members are those Fellowship Members who demonstrate a desire to embrace the spirit of the following qualifications and as such have been endorsed by the Board of Elders:

- They have met the biblical criteria of exemplifying God's **grace** stated in 21:01;
- They have maintained attendance by **gathering** regularly with the WBC community for worship;
- They have engaged in spiritual **growth** by developing spiritual maturity through the Church or activities endorsed by the Board of Elders;
- They have used their spiritual **gifts** in keeping with the affirmation of the Board of Elders;
- They have contributed regularly through their financial **giving** in the support of the Mission and Ministry of the Church;
- They are able to join together with other Participating Members at duly called meetings to discern God's leading.

An individual formally becomes a Participating Member upon the unanimous approval of the Board of Elders.

21:08 **The Family Members**

When the Board of Elders determines unanimously that a Participating Member has demonstrated inactivity by not meeting the spirit of the qualifications for Participating Members, and the Participating Member has not been able to re-engage in the Church, the Board Elders may transfer the Participating Member to a Family Member.

Family members are:

Individuals who had in the past been Participating Members but at the discretion of the Elders lack the **ability** to actively pursue the spirit of Participating Membership as a result of, but not limited to, reduced mobility, health concerns, seasonal relocation for education, etc.. If, for example, the current limitation was removed, a Family Member is a person who has demonstrated that he/she would otherwise be fully engaged in the life of Whitby Baptist as a Participating Member,

Or,

Individuals who had been Participating Members who have requested this change in their status to better reflect their current level of engagement.

Individuals who seek to live out the spirit of the Church's Core Values, Vision, Covenant, Statement of Faith and embrace God's grace.

Are able to rejoin Participating Membership at the discretion of the Board of Elders.

Are welcome to attend and give input at duly called meetings of the church.

21:09 Restrictions on Family Members – Family Members shall NOT be:

Officially counted as Members for statistical purposes;

Eligible to hold any office or position within the church;

Eligible to participate in any committees, Task Forces or KMAs (as hereinafter defined) of the Church, and;

Eligible to vote at any Meetings of Participating Members in any way whatsoever.

21:10 The Adherents

When the Board of Elders determines unanimously that a Participating or Family Member has demonstrated inactivity by not meeting the spirit of the qualifications for Participating Members, and the Participating Member has not responded in a tangible way to the Board of Elders request to re-engage in the Church, the Board Elders may transfer the Member to Adherent. A Member will not be transferred to Adherent where they have shown the Board of Elders that there are extenuating circumstances.

Adherents are those individuals who:

May or may not seek to live out the spirit of the Church's Core Values, Vision, Covenant and Statement of Faith;

Do embrace God's grace, but is currently not - in the judgment of the Elders - fully engaged in pursuing the spirit of the full requirements of a Participating Member;

Are able to rejoin Participating Membership at the discretion of the Elders.

21:11 Restrictions on Adherents – Adherents shall NOT be:

(a) Officially counted as Members for statistical purposes;

(b) Eligible to hold any office or position within the church;

(c) Eligible to participate in any meetings, committees, Task Forces of KMAs (as hereinafter defined), of the Church; and

(d) Eligible to give their input or vote at any Meetings of Participating Members in any way whatsoever.

21:12 Reinstatement of Family Members and Adherents

Any Family member or Adherent who renews his/her involvement in the Church may be restored to Participating Member by personally meeting with the Elders and receiving the subsequent unanimous approval of the Board of Elders and fulfilling any required conditions in effort to demonstrate a desire to meet the spirit of the Participating Members in keeping with 21:07.

22. TERMINATION OF MEMBERSHIP

22.01 Termination of Membership – Members shall cease their membership with the Church in case of:

- (a) The death of a Member;
- (b) A request for a letter of transfer received by the Board Secretary from a Member;
- (c) A request for removal received by the Board Secretary from a Member;
- (d) On the recommendation of the Board of Elders and seeking approval for the recommendation by way of a vote securing at least fifty-one percent (51%) Participating Members voting in person at a duly called Meeting of Participating Members. In the case of an Inactive Member who within twelve (12) months of being transferred to the class of Inactive Member, that the Inactive Member has failed to re-engage and/or has no viable plan to re-engage and remain as an Inactive Member of the Church; and
- (e) In the opinion of the Board of Elders, conduct and/or statements that work in opposition to the Church's Beliefs, Core Values, Covenant and spirit of the Church and seeking approval for the opinion by way of a vote securing at least fifty-one percent (51%) Participating Members voting in person at a duly called Meeting of Participating Members.

22.02 Notice to Members - Any Member whose name has been moved from Participating Member to Inactive Member, or removed from the Church's membership entirely, shall be informed by the Board Secretary within fifteen (15) days of such change.

23. REINSTATEMENT OF TERMINATED MEMBERS

23.01- Members who have had their membership terminated may apply for reinstatement of membership in the following manner:

- (a) The Member Appears before the Board of Elders to seek permission for reinstatement;
- (b) If permission is granted by the Board of Elders to reinstate the Member, the reinstated Member must first follow the direction of the Board of Elders during the entire reinstatement process, which shall include meeting the spirit of the requirements of Participating Members (the Churches Mission, Vision,

- Values and Covenant); and
- (c) Upon the Board of Elders being completely satisfied with the Member's actions throughout the reinstatement process, the Board of Elders shall then put forward the Member's name to the Participating Members for approval of reinstatement. The Member must secure at least a Majority Vote of approval from the Participating Members voting in person at a duly called Meetings of Participating Members.

24. MEMBERS MEETINGS

24.01 Annual Meetings - The Church shall hold an annual meeting of its Participating Members not later than eighteen (18) months after its incorporation and subsequently not more than thirteen (13) months after the holding of the last preceding annual meeting. The annual meeting of the Participating Members shall be held at the head office of the Church within Ontario, on such day in each year and at such time as the Board may by Resolution determine. The auditors, the Pastoral Team, the Board, the Treasurer, the Board Secretary and the Board of Elders shall submit written reports for the Annual Meeting. The Board has discretion to direct that reports from such other person or committees be submitted relating to the Church's affairs (collectively referred to as the "Reports"). The Reports shall cover the activities of the preceding year, identify the needs and concerns for the current year and outline the plans and proposed actions for the current year.

24.02 The Reports for the Annual Meeting - The Reports, including the financial statements of the Church, shall be presented to the Participating Members in one (1) document, which document shall also include the agenda for the Annual Meeting. The order of business dealt with at the Annual Meeting shall follow the agenda included in the document. The document shall be made available to the Participating Members at least one (1) week prior to the Annual Meeting.

24.03 Additional Business at Annual Meetings - Any other business affecting the well being or functioning of the Church may be placed on the agenda of the Annual Meeting for discussion. If a Participating Member request to place an additional business item on the agenda, which is not already being dealt with in one of the Reports as referenced in section 24.01, the request must be accompanied with the signatures of three (3) other Participating Members of the Church. Any business items inclusions must be received by the Moderator no later than three (3) weeks prior to the date of the Annual Meeting.

24.04 General Meetings - In addition to the Annual Meeting, the Church shall hold at least one (1) General Meeting during each fiscal year of the Church. The purpose of the General Meeting shall be for conducting any business of the Church which had not been dealt with at the Annual Meeting for the current fiscal year, and/or for such other Church business which requires further discussion and attention. The Pastoral Team, the Board and the Board of Elders may submit written reports that will be available to the Participating Members one (1) week prior to the date of the General Meeting.

24.05 Elections -The Elections shall be held at such time as determined by the Board to complete the following;

- (a) Elect Participating Members to the Board as required;
- (b) Elect Participating Members to Officer positions as required;
- (c) Elect Participating Members to the Board of Elders as required; and
- (d) Elect Participating Members to any Committees, Conventions or any other position as required.

24.06 Special Meetings – At the request of:

- (a) A majority of either the Board;
- (b) A majority of the Board of Elders; or
- (c) Of at least twenty-five (25) Participating Members.

A Special Meeting of Participating Members shall be called and convened by the Church, presided over by the Moderator within twenty-eight (28) days of such request.

24.07 Conduct of all Meetings - All meetings of Participating Members, be it an Annual, General or Special Meeting (each a “Meeting of Participating Members”, collectively, the “Meeting of Participating Members”) shall follow the agenda that is available to all Participating Members who attend the meetings and in all cases the agenda shall be available no less than one (1) week prior to the meetings. All meetings of the Church shall be presided over by the Chair. In the absence of the Chair, the Participating Members present at any meeting shall choose another Director to preside over the meeting and if no Director is present or if all the Directors present decline to preside over the meeting, the Participating Members present shall choose a Participating Member from those in attendance to preside over the meeting. The Robert’s Rules of Order will be used as a guideline for any and all Meeting of Participating Members.

24.08 Members entitled to be present - Only Participating Members present at a meeting shall be entitled to vote thereat, the auditors of the Church, and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Letters Patent or By-laws to be present at the meeting. Any other person may be admitted only upon the invitation of the Moderator or with the consent of the Participating Members duly present.

24.09 Majority Vote – At all Meetings of Participating Members, unless otherwise provided for by the Act or elsewhere in the General Operating By-law, every question and/or issue shall be determined by Resolution requiring a Majority Vote of Participating Members present.

24.10 Quorum – A quorum for any Meetings of Participating Members shall be constituted by the presence of at least twenty percent (20%) of the Participating Members of the Church, immediately prior to the time of the meeting in question. No business shall be transacted at any Meeting of Participating 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 Participating Members or within such reasonable time thereafter as the Participating Members may determine, the Participating Members 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 notice

shall apply to such adjournment.

24.11 Notices - Notice of all meetings shall be announced in the Church bulletin on at least two (2) occasions, with the first notice being announced at least four (4) Sundays prior to the date of the meeting. The notice for all meetings shall include the date, time, place and purpose of the meetings and shall contain sufficient information to permit the Participating Member to form a reasoned judgment on the decision to be taken.

VII – LEAD PASTOR AND THE PASTORAL TEAM

25. DEFINITION AND DUTIES OF THE LEAD PASTOR

25.01 - The Pastoral Team Leader (the “Lead Pastor”) shall be the primary spiritual overseer of the Church and shall be deemed by virtue of his or her position to be a Participating Member of the Church. The Lead Pastor shall be the leader of any and all Associate Pastors in the Church, as hereafter defined (collectively, the “Pastoral Team”). The duties and rights of the Lead Pastor shall be as follows:

- (a) The duty to provide spiritual leadership for the Church and to work in co-operation with the Board of Elders and the Board in implementing such spiritual leadership;
- (b) The duty to work in conjunction with the Board in formulating and recommending Policy Statements to the Church as may be necessary from time to time;
- (c) The duty to exercise general supervisory authority over the Pastoral Team and other employees of the Church. The hiring or removal of all employees shall require the approval of the Board, with the exception of the Pastoral Team which shall require the approval of the Board and the Participating Members of the Church in accordance with the General Operating By-law;
- (d) The duty to fulfill the qualifications for a spiritual leader as set out in scriptural passages such as I Timothy 3:1-7, Titus 1:5-9 and 1 Peter 5:1-3 and to ensure that his or her lifestyle does not evidence unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles;
- (e) The duty to be in full agreement with, uphold and be subject to the Church Constitution and Vision, and the duty to uphold the teachings of the Church as set out in its Constitution and By-laws and to abstain from participating in any activities which are in contravention of those teachings, or which would place the Church in a position where it would have to act in a manner which is not in keeping with its teachings;
- (f) The right to be an ex-officio member on all Committees of the Church;

- (g) The duty to have an annual performance review conducted by the Board of Elders. The purpose of this meeting is to constructively review the Lead Pastor's ministry with a view to improving the Lead Pastor's effectiveness; and
- (h) To serve as a Director on the Board.

26. DEFINITION AND DUTIES OF AN ASSOCIATE PASTOR(S)

26.01 - If, in conjunction with the Board, the Lead Pastor, any existing Associate Pastor and/or the Board of Elders so requests, and upon Resolution of the Participating Members, a person may be called to be an Associate Pastor (the "Associate Pastor"). An Associate Pastor may be called by the Church for the purpose of undertaking such ministries as determined are necessary for the Church. An Associate Pastor by virtue of his or her position shall be deemed to be a Participating Member of the Church. The duties of an Associate Pastor shall be as follows:

- (a) The duty to fulfill the ministry description established for his or her position by the Board and Board of Elders;
- (b) The duty to provide spiritual leadership to the Church and to work in conjunction with the Lead Pastor, the Board of Elders and the Board in implementing such spiritual leadership;
- (c) The duty to work in conjunction with the Lead Pastor and the Board in formulating and recommending Policy Statements to the Church as may be necessary from time to time;
- (d) The duty to fulfill the qualifications for a spiritual leader as set out in scriptural passages such as I Timothy 1:5-9, Titus 1:5-9, and 1 Peter 5:3-1 and to ensure that his or her lifestyle and conduct does not evidence unethical or immoral activities or behaviour that is unbecoming of a Christian contrary to Biblical principles;
- (e) The duty to be in full agreement with, uphold, and be subject to the Church Constitution, Vision and By-law and the duty to uphold the teachings of the Church as set out in its Constitution, Vision and By-laws and to abstain from participating in any activities which are in contravention of those teachings, or which would place the Church in a position where it would have to act in a manner which is not in keeping with its teachings;
- (f) The duty to be subject to the authority and direction of the Lead Pastor;
- (g) The right to be an ex-officio member of all committees of the Church; and
- (h) The duty to have an annual performance review conducted by the Board of Elders together with the Lead Pastor. The purpose of this meeting is to

constructively review the Associate Pastor's ministry with a view to improving the Associate Pastor's effectiveness.

27. THE CALLING OF A LEAD PASTOR OR ASSOCIATE PASTOR

27.01 Establishment of a Pastoral Search Committee – When a vacancy occurs in the Pastoral Team or the Church determines that an additional Associate Pastor is to be called, a pastoral search committee shall be established (the “Pastoral Search Committee”).

27.02 Composition of a Pastoral Search Committee – The Pastoral Search Committee shall be comprised of no less than five (5) Participating Members. The five (5) Participating Members shall be chosen at a combined meeting of the Board and the Board of Elders. If the Pastoral Search Committee is being established to search for an Associate Pastor, the Lead Pastor shall sit on the Pastoral Search Committee as a non-voting member.

27.03 Duties of the Pastoral Search Committee – The Pastoral Search Committee will be responsible to recommend to the Church the calling of a Lead Pastor or Associate Pastor, having taken into account what are the best interests of the Church. The Pastoral Search Committee shall as soon as possible consult with the appropriate staff member from the BCOQ to ensure that due process in selecting an accredited or an accreditable Lead Pastor or Associate Pastor is followed.

27.04 Recommendation – When the Pastoral Search Committee is prepared to present a person to the Church to serve as either the Lead Pastor or an Associate Pastor, there shall be a Meeting of Participating Members called for the purpose of hearing the report from the Pastoral Search Committee and voting upon such recommendation. The Pastoral Search Committee shall only report on and recommend one (1) candidate for Lead Pastor or Associate Pastor to the Church at any one time.

27.05 Vote on Recommendation – For a person to be called as a Lead Pastor or Associate Pastor, they are required to receive at least a seventy-five (75%) approval of the Participating Members voting in person. If the person is successful in securing the necessary approval, then to demonstrate a spirit of unity, the Church and the Participating Members, are asked to stand and affirm the decision and acknowledge the approval of the person for Lead Pastor or Associate Pastor is God's will. Thereafter the result of the vote will be given to the person approved by the Participating Members.

27.06 Extending the Call – When the Church extends a call to a Lead Pastor or Associate Pastor, the terms of the call, including but not limited to the financials, benefits, job description or ministry expectations, shall be clearly presented in writing and a copy shall be maintained by the Board of Elders for use in their annual review of the Lead Pastor or Associate Pastor.

27.07 Recommendation not Approved - If the Participating Members reject the person presented by the Pastoral Search Committee, the Pastoral Search Committee shall continue the search process following the guidelines of this section, until the Church is led by God to the person that will fulfil the ministry of the Church.

28. THE RESIGNATION OF A PASTORAL TEAM MEMBER

28.01 – The Lead Pastor or an Associate Pastor shall give the Church a minimum of four (4) weeks written notice when they feel led by God to resign their calling.

29. DISMISSAL OF A PASTORAL TEAM MEMBER

29.01 Conflict Resolution Process - If the Church is experiencing a conflict with the Lead Pastor or an Associate Pastor, then the normal conflict management process of the Church shall be followed as outlined in Part IX of this General Operating By-Law. When possible, the resources available to the Church through the conventions of the BCOQ or other members of the Pastoral Team will be utilized to assist in the conflict resolution process.

29.02 Vote for Removal – If the process available to Church in section 29.01 fails, and the conflict is incapable of resolution and the Lead Pastor or Associate Pastor or the Board of Elders feel a vote of the Church is needed to resolve the conflict, a Meeting of Participating Members shall be called. The dismissal of a Lead Pastor or an Associate Pastor shall require a Majority Vote of all those Participating Members in attendance at a Meeting of Participating Members. The low threshold reflects that there exists a divided Church and an unworkable ministry needs to be properly addressed.

29.03 Dismissed Lead Pastor or Associate Pastor – Any special considerations relating to benefits for the Lead Pastor or Associate Pastor following a dismissal by the Church shall be overseen by the Board of Elders and the Board.

VIII - PROTECTION OF INDEMNITY

30. INDEMNITIES TO DIRECTORS, OFFICERS, ELDERS, PASTORAL TEAM AND OTHERS

30.01 - Every Director, Officer or Elder, Pastoral Team member of the Church or any other person who has undertaken or is about to undertake any liability on behalf of the Church and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Church, from and against:

- (a) all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

31. FOR THE PROTECTION OF DIRECTORS, OFFICERS, PASTORAL TEAM AND ELDERS

31.01 - No Director, Officer or Elder, or Pastoral Team member for the time being of the Church shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired by order of the Board 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, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through such Director's or Officer's own wrongful and wilful act or through his or her own wrongful and wilful neglect or default.

31.02 - The Directors for the time being 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. If any Director, Officer or Elder or Pastoral Team member of the Church shall be employed by or shall perform services for the Church otherwise than as a Director, Officer or Elder or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Church, the fact of his being a Director, Officer or Elder of the Church, shall not disentitle such Director, Officer or Elder or such firm or company, as the case may be, from receiving proper remuneration for such services.

IX – CONFLICT RESOLUTION PROCEDURE

32. CONFLICT RESOLUTION PROCEDURE

32.01 - It is the intention of all Members of the Church to love one another in Christ. This means that all Members shall be accountable to one another and shall respect the dignity and boundaries of all other Members.

32.02 - The Church acknowledges that at certain times and despite the best efforts for it not to occur, relationships shall become strained, damaged, or broken. Events such as daily stresses and tensions, structural dysfunctions, personality differences, misunderstandings and misuses of power can all bring about the need for a restoration of relationships. The Church believes relationships may be restored through Members submitting to conflict resolution and/or through reparation and redress for injustice.

32.03 - Confidentiality, respect, and concern for one another are part of conflict resolution procedure for all Christians. It is imperative for all Members to remember that the objective of the conflict resolution procedure is renewal and restoration for each Member.

There shall be two (2) different procedures for the resolution of conflicts determined by who is in conflict.

33. CONFLICT BETWEEN A MEMBER AND A STAFF PERSON, OR THE LEAD PASTOR OR AN ASSOCIATE PASTOR

33.01 - STEP ONE - Whenever possible, Members of the staff and Members should seek to resolve grievances with one another directly. The nature of the grievance should be clearly stated and understood by both parties. The meeting should seek to remove tensions and convene with the desire to resolve the issues. At this step, the following biblical passages should be used as guidance;

Mt. 5:23, 24

Mt. 18:15

I Pet. 3:15, 16

33.02 - STEP TWO - If Step One fails, one or both parties should, without delay, seek the counsel of the Elders. Thereafter, one Elder will meet with both parties and attempt to try and help them resolve the grievance. A record of their meeting will be made by the Elder and filed in the Elders' confidential files. Each party will be given a copy and it will be acknowledged by both parties signing the Elder's copy. At this step the following biblical passage should be used as guidance;

Mt. 18:16

33.03 - STEP THREE - Where Step Two fails, the conflicting parties should proceed to the Elders. The Elders will meet with both parties and the Elder concerned to try to resolve the grievance through mediation. Minutes of the meeting will be taken and be recorded which shall include dates, circumstances, and any agreements. Thereafter, a memorandum will be drafted from the minutes. Copies of the memorandum will be retained by the parties involved in the mediation and noted and filed by the Elders. At this step the following biblical passage should be used as guidance;

Mt. 18:17

33.04- STEP FOUR - Should the initial three steps be inadequate, the conflicting parties should, without undue delay, request the Board become involved. Each party in the grievance procedure may request the presence of an observer at this stage. It shall be understood that the observer(s) shall have the privileges of any meeting(s). The Board shall determine what course of action is appropriate, and shall take responsibility for seeing that the recommended action is implemented. The decision of the Board shall be final in the resolution of the grievance, except where dismissal is recommended. Dismissal shall be handled in accordance with the provisions of the Church constitution and the bylaws.

34. CONFLICT BETWEEN A MEMBER AND ANOTHER MEMBER, OR A GROUP OF MEMBERS

34.01 STEP ONE - Whenever possible, Members should seek to resolve grievances between one another directly. The nature of the grievance should be clearly stated and understood by both parties. The meeting should seek to remove tensions and convene with the desire to resolve the issues. At this step the following biblical passage should be used as

guidance;

Mt. 5:23, 24

Mt. 18:15

I Pet. 3:15, 16

34.02 STEP TWO - If Step One fails, one or both parties should, without delay, seek the counsel of either a Pastor Team member or an Elder. Either one will act as a mediator and will meet with both the conflicting parties to try to help them resolve the grievance. A record of this meeting will be made by the acting mediator and filed. Each party may have a copy if they desire. At this step the following biblical passage should be used as guidance;

Mt. 18:16

34.03 STEP THREE - Should steps one and two be inadequate, the Participating Member(s) with the grievance should, without undue delay, present the case to the Board of Elders. Each conflicting party may request the presence of an observer(s) at this stage. It shall be understood that the observer(s) shall have the privileges of any meeting(s). The Board of Elders shall determine what course of action is appropriate, and shall take responsibility for seeing that the recommended action is implemented. The decision made by the Board of Elders shall be final in the resolution of the grievance, except where dismissal of membership is recommended. Dismissal shall be handled in accordance with the provisions of the Church constitution, Vision and the By-laws.

X – CONVENTION, ASSOCIATION, AND LOCAL MINISTERIAL RELATIONS

35. CHURCH MEMBERSHIP AND CONVENTIONS

35.01 – The Church is a member of the Trent Valley Association of Baptist Churches, the “BCOQ, and the Canadian Baptist Ministries. As such, the Church shall:

- (a) Nominate and elect Participating Members to represent the Church at the Trent Valley Association meetings and the Convention’s annual assembly. As the Church becomes aware of ministries beyond itself, for which it may have gifted leadership, the Church will endeavour to encourage its Participating Members to be involved in wider areas of service;
- (b) Support and sustain through offerings and personal acts of service the various missions and ministries of the BCOQ and CBM; and
- (c) Enter into partner relationships with the Church’s international relief and aid programs and international mission work, as led by the Spirit.

36. CHURCH REPRESENTATIVES

36.01 Church Representatives - The following positions are to be filled at a Meetings of Participating Members:

- (i) Trent Valley Association Representative(s);

- (ii) Convention Links; and
- (iii) Assembly Delegate(s)

The number of representatives/delegates positions that are to be filled will be determined by the respective organizations guidelines as communicated to the Church before any positions are to be filled.

36.02 Nominations – Participating Members shall nominate other Participating Members. It shall be determined before submitting the nomination form to the Board Secretary if the nominated Participating Member to be, is willing to serve in the position for which they are nominated. If the response is affirmative, a nomination form is to be completed and presented to the Board Secretary to be voted on at a Meeting of Participating Members. Nominations may also be made during the Meeting of Participating Members when the election to fulfill the positions stated in section 35.01(a) is being held.

36.03 Voting - A nominee to be a Church Representative shall be elected by a majority of votes at any duly called Meeting of Participating Members.

37. LOCAL MINISTERIAL RELATIONS

37.01 - In as much as it is possible, within the constraints of Baptist practice and biblical conviction, The Church will endeavour to build and maintain good working relations for the advancement of the Gospel and the care and nurture of His creation with local Christian churches in and around the Town of Whitby. This will enable the Church to serve jointly in areas of ministry such as food banks, relief, emergency aid, shared worship services, community evangelistic endeavour, and other activities as may seem advisable. In cases of questionability, the Board of Elders shall recommend involvement to the Board prior to any commitment for service or funding is made.

XI – KEY MINISTRY AREAS

38. KEY MINISTRY AREAS (THE “KMAs”)

38.01 Definition - The KMAs are initiatives or programs based on current needs and areas requiring development for the fulfillment of the Church’s Vision. KMA’s are determined by the Board in keeping with the strategic plan, the Core Values, and the Participating Members understanding of God’s Vision for the Church.

38.02 Goal of KMAs - It is the intention that each member of the Board will be allotted a maximum of two (2) KMAs. The purpose of this role is for the member of the Board to act as enabler by supporting, encouraging and resourcing frontline workers in an effort to link all of the Participating Members efforts to the vision of the Church as identified in the strategic plan. Determination of which Board member will empower a particular KMA will be determined by the Board to ensure people development and strong servant leadership is addressed. While the Board may have many KMAs, the following areas are possible, but not limited to representation through a KMA:

- (a) Worship;
- (b) Fellowship;
- (c) Discipleship;
- (d) Evangelism;
- (e) Mission;
- (f) Property; and
- (g) Communication

XII - COMMITTEES, TASK FORCES, MINISTRY, & MISSIONAL TEAMS

39. COMMITTEES, TASK FORCES, MINISTRY TEAMS AND MISSIONAL TEAMS

39.01 Definition - All Committees, Task Forces, Ministry Teams, and Missional Teams embody the Church's Core Values, and work toward the fulfillment of God's Vision for the Church in keeping with the strategic plan.

39.02 Qualification - A person may be considered for appointment to a Standing Committee, Task Force, Ministry or Missional Team if they fulfill all of the following qualifications, except provided otherwise in this By-law:

- (a) the person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (b) the person must have an active involvement within the body of the Church; and
- (c) the person must be in full agreement with the Church Constitution and Vision.

39.03 Co-opted Participants - Any Standing Committee, Task Force, Ministry or Missional Team may, within the limits prescribed by the Board from time to time, may have co-opt participants with expertise in a certain field appointed to them. The role of any co-opted participant is to be advisory in nature and to provide observations and recommendations concerning the mandate of the committee or team on which they serve. A co-opted participant shall not have the right to vote on any Standing Committee, Task Force, Ministry or Missional Team.

39.04 Standing Committees - When warranted, committees can be created and implemented by the Board when the amount of work and the intricacies involved requires a permanent sub-group to manage and oversee. Such committees are empowered to make the necessary decisions within their work in keeping with the Church's beliefs, Core Values, Mission and Vision. These committees shall:

- (a) Be appointed at the discretion of the Board;
- (b) Be accountable directly to the Board and submit a written report at the annual meeting;

- (c) Submit an annual budget recommendation for their KMAs to the Board; and
- (d) Serve a term of three (3) years and be eligible for re-appointment for another term immediately thereafter.

39.05 Property Committee - The Property Committee shall consist of a minimum of three (3) Participating Members. The participants to the Property Committee will be appointed by the Board based in part on the recommendations the Board receives from the then serving Property Committee participants. The Property Committee shall be responsible for maintaining the property of the Church, including, but not limited to, supervising the property maintenance staff. The Property Committee shall seek instructions and directions from the Board.

39.06 Task Force - When warranted, a Task Force can be created and implemented by the Board when a particular project requires the specific attention of a dedicated team. Such task forces are empowered to make the necessary decisions within their project in keeping with the Church's beliefs, Core Values, Mission and Vision. A Task Force shall:

- (a) Be composed of persons involved in the life of the Church;
- (b) Be appointed by the Board;
- (c) Be accountable directly to the Board; and
- (d) Have a termination date set by the Board, defined either by date or by the completion of the project for which it was created for.

39.07 Ministry Teams - The Ministry Teams are a collection of persons working together because of shared gifts (e.g. teachers), common purpose (e.g. worship teams), or established programming (e.g. youth ministry). As such, these teams are self-perpetuating. Such teams are empowered to make the necessary decisions within their ministry area in keeping with the Church's beliefs, Core Values, Mission and Vision. Teams are required to:

- (a) Work in conjunction with KMAs;
- (b) Develop an annual ministry plan;
- (c) Follow the Church's financial policies; and
- (d) Work in keeping with established priorities as seen in the strategic plan of the Church.

39.08 Missional Teams - A Missional Team is brought into being by the passion of persons. The ministry a Missional Team undertakes shall last as long as there are persons eager to serve on it. Such teams are empowered to make the necessary decisions within their ministry area in keeping with the Church's beliefs, Core Values, Mission and Vision. The Missional Teams shall;

- (a) Work within the KMAs; and
- (b) Develop a ministry plan for each calendar year.

XIII – POLICY STATEMENTS

40. POLICY STATEMENTS FOR THE CHURCH

40.01 – In Consideration of the ongoing need for the Church to provide guidelines and direction to its Participating Members on practical application of biblical teachings and God’s will, the Church may adopt Policy Statements on such matters as are deemed necessary from time to time by the combination of the Board and the Board of Elders and such statements upon adoption as set out below shall be deemed to be a part of the Constitution.

40.02 – A Policy Statement may be proposed or amended in conjunction with the Pastoral Team and the Board of Elders, but shall not become operative until approved by a 70% vote by the Board and ratified by at least a sixty-five (65%) percent vote of the Participating Members present in attendance at a meeting duly called for that purpose.

XIV – FINANCIAL POLICIES

41. FINANCIAL POLICIES

41.01 Fund Raising - All fund raising activities must be pre-approved by the Board before implementation.

41.02 Special Appeals - Special appeals must be submitted to the Board. Disaster relief and time sensitive needs may be presented to the Church by the Board on an individual basis.

41.03 Special Gifts/Bursaries - All requests for special gifts/bursaries must be presented to the Board. The total of the gift/bursaries may not exceed the total amount budgeted for this purpose in any fiscal year.

41.04 Benevolent Fund - A special benevolent fund for local needs is to be established. The benevolent fund will be administered by the Board the Elders and a Pastoral Team member. In all cases, the confidentiality of recipients shall be maintained.

XV – GENERAL PROVISIONS

42. HEAD OFFICE

The head office of the Church shall be in the Town of Whitby in the Province of Ontario, at such place therein as the Board may from time to time by Resolution determine.

43. CORPORATE SEAL

The corporate seal of the Church shall be such as the Board may by Resolution from time to time adopt, and shall be entrusted to the Board Secretary of the Church for its use and safekeeping.

44. EXECUTION OF DOCUMENTS AND CHEQUES

44.01 – Contracts, documents or any instruments in writing require the signature of the Church shall be signed by any two (2) Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Church without further authorization or formality. The Board shall have the power from time to time by Resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents and instruments 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.

44.02 - The corporate seal of the Church may when required be affixed to contracts, documents or any instruments in writing signed as aforesaid, by any Officer or Officers, person or persons, appointed as aforesaid by resolution of the Board.

44.03 - The term "contracts, documents or any instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers, powers of attorney and assignments of shares, bonds, debentures or other securities and all paper writings.

44.04 – 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 persons, whether or not an Officer of the Church and in such manner as the Board may from time to time designate by Resolution.

45. FINANCIAL YEAR

45.01 - The Board may by resolution fix the financial year end of the Church and the Board may from time to time by resolution change the financial year end of the Church.

46. AUDITORS

46.01 - The Participating Members shall at each annual meeting appoint an auditor to audit the accounts of the Church and to hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor.

47. RULES AND REGULATIONS

47.01 – The Board may prescribe such rules and regulations not inconsistent with this By-Law or the Constitution relating to the management and operation of the Church as the Board may deem appropriate, provide that such rules or regulations shall have force and effect only until the next annual Meeting of the Participating Members of the Church when they shall be confirmed, and failing such confirmation, shall cease having any force and effect.

48. AMENDMENTS

48.01 – Notwithstanding the Act, the Letters Patent of the Church may be amended by a

seventy percent (70%) vote of the Board voting at a meeting called for that purpose and sanctioned by an affirmative vote of at least sixty-five percent (65%) of the Participating Members of the Church voting in person at a meeting duly called for the purpose of considering the said amendment. A quorum for any Meetings of Participating Members shall be constituted by the presence of at least twenty percent (20%) of the Participating Members of the Church, immediately prior to the time of the meeting in question. Notice of such meeting shall be given in the Church Bulletin on four (4) consecutive Sundays prior to such meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.

48.02 – The By-laws of the Church not embodied in the Letters Patent may be repealed or amended by By-law and enacted by a seventy percent (70%) vote of the Board voting at a meeting called for that purpose and sanctioned by an affirmative vote of at least sixty-five percent (65%) of the Participating Members of the Church voting in person at a meeting duly called for the purpose of considering the said By-Law. A quorum for any Meetings of Participating Members shall be constituted by the presence of at least twenty percent (20%) of the Participating Members of the Church, immediately prior to the time of the meeting in question. Notice of such Meeting of Participating Members shall be given in the Church Bulletin on two (2) consecutive Sundays prior to such Meeting of Participating Members and provided further that the notice shall state the proposed amendment and the purpose thereof.

EFFECTIVE DATE

This by-law comes into force upon the confirmation by the Participating Members of the Church in accordance with the Act.

ENACTED the _____ day of _____, 2008.

Moderator

Board Secretary