

CHFBC

Constitution



Caledon Hills Fellowship Baptist Church
A place to belong, believe and become.

(Oct. 26, 2014)

Table of Contents

<u>I</u>	<u>DEFINITIONS, FUNDAMENTAL TERMS, AND INTERPRETATIONS</u>	1
1.	DEFINITIONS	1
2.	FUNDAMENTAL TERMS AND INTERPRETATION (Articles of Faith)	3
<u>II</u>	<u>MEMBERSHIP</u>	5
3.	QUALIFICATION FOR MEMBERSHIP	5
4.	ADMISSION TO MEMBERSHIP	5
5.	PRIVILEGES, RIGHTS AND RESPONSIBILITIES OF MEMBERSHIP	6
6.	TERMINATION OF MEMBERSHIP	7
7.	MEMBERSHIP RECORD	8
8.	MEMBERSHIP MEETINGS	8
<u>III</u>	<u>BOARD, ELDERS & DEACONS</u>	12
9.	COMPOSITION OF BOARD	12
10.	QUALIFICATION FOR POSITION OF BOARD MEMBER, ELDER & DEACON	13
11.	ELECTION OF BOARD MEMBERS, ELDERS & DEACONS	13
12.	TERM OF OFFICE AND ROTATION OF BOARD MEMBERS, ELDERS & DEACONS	13
13.	MAXIMUM TERM OF BOARD MEMBERS, ELDERS & DEACONS	14
14.	AUTHORITY OF BOARD	15
15.	RESIGNATION FROM BOARD	16
16.	VACANCY OF POSITION OF BOARD MEMBER	17
17.	BOARD MEETINGS	17
<u>IV</u>	<u>ELDERS, PASTOR(S) AND STAFF</u>	19
18.	DEFINITION AND DUTIES OF THE ELDERS & PASTOR(S)	19
19.	DEFINITION AND DUTIES OF OTHER MINISTRY STAFF	20
20.	THE CALLING OF PASTORAL STAFF	20
21.	RESIGNATION OF PASTORAL STAFF	21
22.	REMOVAL OF PASTORAL STAFF	21
23.	TERMS OF EMPLOYMENT OF STAFF MEMBERS	22
<u>V</u>	<u>OFFICERS</u>	22
24.	NAMES OF OFFICERS	22
25.	DUTIES OF OFFICERS	22
26.	QUALIFICATIONS FOR CLERK AND TREASURER	24
27.	ELECTION, APPOINTMENT AND TERM OF OFFICERS	25
<u>VI</u>	<u>PROTECTION AND INDEMNITY</u>	25

28. PROTECTION AND INDEMNITY TO Board Members, ELDERS, DEACONS, PASTOR(S) AND OFFICERS25

VII COMMITTEES (GENERAL PROVISIONS)26

29. DEFINITION OF COMMITTEES26

30. QUALIFICATION FOR MEMBERSHIP ON COMMITTEES26

31. CHAIRPERSON OF COMMITTEES27

32. MEETINGS OF COMMITTEES27

33. PROCEDURE FOR MEETINGS OF COMMITTEES27

34. REMOVAL OF MEMBERS FROM COMMITTEES27

VIII NOMINATING COMMITTEE27

35. DEFINITION AND DUTIES OF THE NOMINATING COMMITTEE27

36. ELECTION AND TERM OF NOMINATING COMMITTEE28

IX FINANCE COMMITTEE28

37. DEFINITION AND DUTIES OF THE FINANCE COMMITTEE28

38. ELECTION AND TERM OF OFFICE ON THE FINANCE COMMITTEE28

X STANDING COMMITTEES29

39. CONSTITUTION AND SPECIFIC DUTIES OF STANDING COMMITTEES29

XI SPECIAL COMMITTEES29

40. DEFINITION AND OPERATION OF SPECIAL COMMITTEES.....29

XII AFFILIATION30

41. CHURCH AFFILIATION.....30

XIII POLICY STATEMENTS30

42. POLICY STATEMENTS FOR THE CHURCH30

XIV GENERAL PROVISIONS30

43. CORPORATE SEAL30

44. EXECUTION OF DOCUMENTS AND CHEQUES30

45. FINANCIAL YEAR END31

46. HEAD OFFICE31

47. BOOKS AND RECORDS31

48. FINANCIAL STATEMENTS AND BUDGET31

49. AUDITOR32

50. RULES, REGULATIONS, AND GUIDELINES32

51. AMENDMENTS32

52. INVALIDITY OF ANY PROVISIONS OF THIS BY-LAW33

APPENDIX ONE: OUR COMMITMENT TO ACCOUNTABILITY AND CHURCH DISCIPLINE34

**GENERAL OPERATING
BY-LAW NUMBER 1**

A By-Law relating generally to the transaction of the affairs of
Caledon Hills Fellowship Baptist Church, (a Federal Corporation)

BE IT ENACTED as a By-Law of **Caledon Hills Fellowship Baptist Church**,
(hereinafter referred to as the "Church") as follows:

I DEFINITIONS, FUNDAMENTAL TERMS, AND INTERPRETATIONS

1. DEFINITIONS

1.01 In this By-Law and all other By-laws and Resolutions unless the context otherwise requires, the following definitions shall apply:

- (1) "Act" means the Canada Not-for-profit Corporations Act R.S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (2) "Articles" means the Articles of Continuance issued July 9th, 2014 as amended from time to time;
- (3) "Articles of Faith" means the Articles of Faith set out in this Bylaw;
- (4) "Board" means the Board of Directors as elected by the Church Members pursuant to the Act;
- (5) "By-law" or "By-laws" means any by-law of the Corporation as amended from time to time in force and in effect, including the General Operating By-law;
- (6) "Church" means the legal entity incorporated as a Corporation without share capital under the Act by Letters Patent dated the 21st day of December 2005, as continued under the Articles of Continuance issued July 9th, 2014, and named **CALEDON HILLS FELLOWSHIP BAPTIST CHURCH**, through which its Members may fellowship together as a New Testament Church;
- (7) "Constitution" means the Articles, General Operating By-law and any Policy Statements adopted by the Church from time to time that all Members are required to subscribe to;
- (8) "Committee" means Committee as established in accordance with this General Operating By-law;
- (9) "Corporation" means the Church as defined herein;

- (10) "Deacon" means a person holding the leadership position of deacon within the Church, as elected by the Church Members;
- (11) "Elder" means a male person holding the leadership position of elder within the Church, including unpaid elders as directly elected by the Church Members, and those Pastors being employed by the Church in that role for compensation;
- (12) "Discipline" means seeking to reconcile individuals to one another through mutual forgiveness and restoring offenders to fellowship with God and the Church;
- (13) "Documents" includes deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all paper writing;
- (14) "General Operating By-law" means this By-law and any other By-laws intended to amend or replace the General Operating By-law herein;
- (15) "Membership Meeting" means any annual or special Membership meeting;
- (16) "Member" means a Member of the Church. "Members" or "Membership" means the collective Membership of the Church, unless the context otherwise requires;
- (17) "Objects" means the charitable Objects of the Corporation as contained in the Articles;
- (18) "Officer" means an Officer of the Church as described in Section 30.01 of this General Operating By-law;
- (19) "Pastor(s)" means the Elder(s) of the Church being employed by the Church in that role for compensation;
- (20) "Person" means an individual person, but does not include corporations, partnerships, trusts, or unincorporated organizations;
- (21) "Policy Statements" means any Policy Statements adopted as part of the Church Constitution from time to time concerning practical applications of Biblical principles, doctrinal considerations, and Christian conduct;
- (22) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- (23) "Resolution" means a Resolution passed by either the Board or Members by a majority vote of not less than 50% plus 1 of the votes cast on that resolution, unless the Act or this By-law otherwise requires;

- (24) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution, unless the Act or this By-law otherwise requires.

2. FUNDAMENTAL TERMS AND INTERPRETATION

2.01 All By-laws shall be strictly interpreted at all times in accordance with and subject to the Objects and Articles of Faith. If any of the provisions contained in this By-law are inconsistent with those contained in the Articles, the Articles of Faith or the Act, the provisions contained in the Articles, the Articles of Faith or the Act, as the case may be, shall prevail.

2.02 The Articles of Faith that Members are required to subscribe to are as follows:

(a) ARTICLE I – THE SCRIPTURES

(i) We believe the Bible to be the complete revealed Word of God; that the sixty-six books, as originally written, comprising the Old and New Testaments were verbally inspired by the Spirit of God and are entirely free from error; that the Bible is the final authority in all matters of faith and practice and the true basis of Christian unity.

(b) ARTICLE II – THE TRUE GOD

(i) We believe in one God, Creator of all, holy, sovereign, eternal, existing in three persons; the Father, the Son, and the Holy Spirit.

(ii) FATHER: We believe in the absolute and essential deity of the Father who designs, creates and governs everything.

(iii) SON: We believe in the absolute and essential deity of Jesus Christ the Son, in His eternal existence with the Father in pre-incarnate glory, in His virgin birth, sinless life, substitutionary death, bodily resurrection, triumphant ascension, mediatorial ministry and personal return.

(iv) HOLY SPIRIT: We believe in the absolute and essential deity and personality of the Holy Spirit who convicts the world of sin, of righteousness and of judgment; who regenerates, sanctifies, illuminates and comforts those who believe in the Lord Jesus Christ as their personal Saviour.

(c) ARTICLE III – SATAN

(i) We believe that Satan exists as an evil spirit being, the originator of sin, the head of a host of demons who are his forces of worldwide evil, the arch-enemy of God and humans.

(d) ARTICLE IV – HUMANS

- (i) We believe that humans were divinely created in the image of God; that they sinned, becoming guilty before God, resulting in total depravity, thereby incurring physical and spiritual death.

(e) ARTICLE V – SALVATION

- (i) We believe that salvation is by the sovereign, electing grace of God; that by the appointment of the Father, Christ voluntarily suffered a substitutionary death in which He took upon Himself our guilt and the just wrath of God which was against us because of our sin. By His death, He paid the penalty for our sins and turned aside God's just wrath. Justification is by faith alone in the all-sufficient sacrifice and resurrection of the Lord Jesus Christ. Those whom God has called will be divinely preserved, and enabled to persevere by His grace and will finally be perfected in the image of the Lord.

(f) ARTICLE VI – FUTURE THINGS

- (i) We believe in the personal, bodily and glorious return of the Lord Jesus Christ; in the bodily resurrection of the just and unjust; in the eternal blessedness of the redeemed and in the judgment and conscious, eternal punishment of the wicked.

(g) ARTICLE VII – THE LOCAL CHURCH

- (i) We believe that a church is an assembly of believers, baptized by immersion, who meet to worship God and to continue steadfastly in the Apostles' doctrine, fellowship, the breaking of bread and prayer. We believe that its officers are Pastors/Elders and Deacons.

(h) ARTICLE VIII – ORDINANCES

- (i) We believe that there are only two ordinances for the church regularly observed in the New Testament in the following order: BAPTISM and THE LORD'S SUPPER.
- (ii) BAPTISM is the immersion of the believer in water, whereby he obeys Christ's command and sets forth his identification with Christ in His death, burial, and resurrection.
- (iii) THE LORD'S SUPPER is the memorial wherein the believer partakes of the two elements which symbolize the Lord's body and shed blood, proclaiming His death until He comes.

2.03 In all By-laws and Resolutions, unless the context otherwise requires, the following interpretations shall apply:

- (1) words importing the singular number include the plural and vice versa;
- (2) words importing the masculine gender include the feminine and neuter genders unless otherwise specifically provided; and
- (3) words importing or referring to Person or Persons shall include individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations.

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

II MEMBERSHIP

3. QUALIFICATION FOR MEMBERSHIP

3.01 The Membership shall be comprised of those persons who have been admitted into Membership in accordance with the Constitution.

3.02 Any Person shall qualify to be a Member if he:

- (1) Professes a personal experience of salvation through faith in Jesus Christ as Saviour and Lord;
- (2) Has been baptized by immersion as a confession of faith in Christ;
- (3) Upholds the Church's Articles/Statement of Faith as set out in Section 2.02;
- (4) Would be willing to work in harmony with the leadership and members of the church in fulfilling its Biblical mandate;
- (5) Demonstrates a lifestyle appropriate for a Christian and in conformity to Biblical ethical standards;
- (6) Would not be under discipline as set out in the Policy on Accountability and Church Discipline if he were a member; and
- (7) Has completed the procedure for admission into Membership set out in section 4.01 to 4.05.

4. ADMISSION TO MEMBERSHIP

4.01 Any person may initiate an application for Membership by either an oral or written request to any Pastor, Elder or Deacon.

4.02 The applicant shall be required to sign a written application for Membership, a

Declaration of his profession of faith in Jesus Christ as Saviour and Lord, and a commitment to adhere and be subject to the authority of the Church as expressed in the Church Constitution.

- 4.03 The applicant shall be interviewed by two (2) Members, appointed by the Board, to verify that the applicant fulfills all the qualifications for Membership and understands the Church policies and the responsibilities of membership and exhibits a lifestyle and attitude consistent with the literal and/or orthodox teachings of the scriptures. At least one (1) of the interviewers must be a Board Member.
- 4.04 Once the Board is satisfied that the applicant fulfills all the qualifications for Membership as set out in section 3.02 herein, the Board may, in their absolute discretion, recommend such Person to the Membership for approval at the next Membership Meeting.
- 4.05 After the Person is voted into Membership by the Members, then such Person shall immediately be deemed to have become a Member.

5. PRIVILEGES, RIGHTS AND RESPONSIBILITIES OF MEMBERSHIP

5.01 Membership carries the following responsibilities, privileges, and rights:

- (1) the responsibility to minister to one another's spiritual needs as part of the Body of Christ;
- (2) the responsibility to participate in Church activities and ministries as the Lord directs and personal circumstances permit, in accordance with Church policies and subject to the approval of the combined Board;
- (3) the responsibility to financially support the work of the Church as the Lord directs and personal circumstances permit;
- (4) the responsibility to respect and submit to the spiritual authority and procedures of the Church as expressed in the Constitution;
- (5) the privilege to attend all public meetings of the Church subject to the Commitment to Accountability and Church Discipline policy;
- (6) the privilege to participate in the ordinances administered by the Church;
- (7) the right to attend, speak and participate at all Membership Meetings; and
- (8) the right to a single vote, in person, by proxy if permitted by the Board in accordance with this bylaw, or by advance-voting or post-voting if permitted by the Board in accordance with this bylaw, at all Membership Meetings if aged 16 or over unless the Member is under discipline pursuant to the Commitment to Accountability and Church Discipline policy or inactive pursuant to section 6.03.

6. TERMINATION OF MEMBERSHIP

6.01 A Membership in the Corporation is terminated when:

- a. the member dies;
- b. a member fails to maintain any qualifications for membership described in Section 3 of these by-laws;
- c. the member is expelled in accordance with the Commitment to Accountability and Church Discipline policy;
- d. the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

6.02 A Member, who is not under Discipline of the Church as defined in the Commitment to Accountability and Church Discipline policy, may withdraw as a Member. Every Person withdrawing as a Member must do so by notification to the Board together with an explanation of the reasons for the request for withdrawal. Upon request by a Member, such Member shall be given a letter of reference addressed to the Church to which the Member is relocating.

6.03 Upon receipt of such request for withdrawal as a Member, and upon the Board confirming that such Person is not under Discipline of the Church, such Person shall be removed from Membership and shall be deemed to have also resigned from his position, if applicable, as an Officer, Deacon, Elder or Committee Member. If a Member is under the Discipline of the Church, then notwithstanding his request for withdrawal, he shall continue as a Member and be subject to the authority of the Church as set out in the Constitution until such time that the discipline process is complete, after which time he is free to withdraw as a Member.

6.04 If a Member is habitually absent from the Church for a period of twelve (12) consecutive months without an explanation which appears to the Board to be reasonable, the Board, in its sole discretion, may place his membership on the inactive roll, with the result that he shall not have the right to vote at Membership Meetings, provided that the Board has first sent written notice by registered mail to such Person of its intention to place that Person's Membership on the inactive roll sixty (60) days thereafter.

6.05 A Member who is on the inactive roll may request that his Membership be reinstated onto the active roll of Members, in which event the Board in their sole discretion shall determine whether such request shall be granted.

6.06 If a Member has been on the inactive roll for a period of one (1) year, then his Membership may be terminated by a Resolution at a Membership meeting, in which event the Clerk shall thereafter send written notice by registered mail to such Member at his last known address to advise him of the termination of his Membership which shall be deemed to have ceased on the date of such Resolution.

7. MEMBERSHIP RECORD

7.01 A record of Members, both active and inactive, shall be kept by the Church Clerk.

8. MEMBERSHIP MEETINGS

8.01 Members, non-members, directors and the public accountant of the Corporation are entitled to be at the meeting of members. However, only those members entitled to vote at the members' meeting according to the Act, Articles and by-laws are entitled to cast a vote at the meeting.

8.02 Subject to compliance with Section 159 of the Act, meetings of the members may be held at any place within Canada determined by the Board of directors.

8.03 There shall be an Annual Membership Meeting at such time and place determined by the Board to be no later than March 31st of each year to:

- (1) receive necessary reports from the Officers, Committee Chairs, Pastor(s), and the Board;
- (2) review and approve the financial statements for the immediately preceding year, including the Auditor's report thereon;
- (3) appoint the Auditors and accountants for the upcoming year; and
- (4) transact any other necessary business.

8.04 Special Election Membership Meetings shall be held at such time and place as determined by the Board no later than December 31st of each year to do the following:

- (1) elect the Nominating Committee Members for the next fiscal year in accordance with section 36;
- (2) determine the number of elected Elders and Deacons, for the next fiscal year, such number not to be less than the number of elected Elders and Deacons whose current term of office will not expire at the end of the current fiscal year;
- (3) elect Members to the leadership position of Elder as required for a term of office starting the next fiscal year;
- (4) elect Members to the leadership position of Deacon as required for a term of office starting the next fiscal year;
- (5) determine the number of Board Members, and the Board composition pursuant to this By-law, for a term of office starting the next fiscal year, subject to Section 9.02, such number not to be less than the number of Board Members whose current term of office will not expire at the end of the current fiscal year;

- (6) elect from the currently elected Elders and Deacons to the Board, as required according to this bylaw, for the next fiscal year;
- (7) elect Members to Officer positions as required for a term of office starting the next fiscal year;
- (8) elect Members to Committees as required for a term of office starting the next fiscal year;
- (9) approve an interim budget for the upcoming fiscal year; and
- (10) transact any other necessary business.

8.05 The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call a meeting.

8.06 Notice of the time and place of a Membership Meeting shall be given to each Member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held; or
- c. by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which information respecting the Church's activities is regularly posted and that is located in the main facilities of the Church.

In addition, as a reminder of the Membership Meeting (annual, special and other) an announcement shall be made verbally from the pulpit and in the Church bulletin at least two Sundays prior to the date of the Membership Meeting. The notice for all Membership Meetings shall include the date, time, place and purpose of the meeting, and shall contain sufficient information to permit the Member to form a reasoned judgment on any decisions to be taken. Notice of each membership meeting shall remind the Member that the Member shall have the right to vote by proxy, if applicable.

8.07 A Member may waive notice of a Membership meeting, and attendance at a Membership Meeting shall constitute a waiver of notice of the meeting, except where such Person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

8.08 The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken

at any meeting to which the notice pertained or otherwise founded on such notice.

- 8.09 A quorum for all Membership Meetings (unless a greater number of members are required to be present by the Act) shall be constituted by the presence of the greater of forty percent (40%) of the total Membership, or 20 members, (save and except inactive Members and Members under discipline) immediately prior to the time of the meeting in question. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if the quorum is not present throughout the meeting. If a quorum is not present at the time appointed for a Membership Meeting, or within such reasonable time thereafter as the Members present may determine, the 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 paragraph 8.06 with regard to notice shall apply to such adjournment.
- 8.10 The Chairman (or in his absence a designate appointed by the Board by Resolution) shall act as Chair of all Membership Meetings and in the case of an equality of votes the chair of the meeting in addition to an original vote shall have a second or casting vote. In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
- 8.11 At all Membership Meetings, every question shall be determined by Resolution, being a majority of votes of Members present, or represented by proxy, unless otherwise provided for by the Act or elsewhere in this By-law.
- 8.12 Every question submitted to any Membership Meeting shall be decided by a show of hands, except where a secret ballot is provided for or requested as stated below. In the case of an equality of votes, the Chairman shall, either by a show of hands or by secret ballot, as applicable, have the casting vote. At any meeting, unless a secret ballot is provided, a declaration by the Chairman that a motion has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive evidence of the fact. A secret ballot may be held either upon the decision of the Chairman, or upon request of any Member, and shall be taken in such manner as the Chairman directs. The result of a secret ballot shall be deemed to be the decision of the meeting at which the secret ballot was held. A request for a secret ballot may be withdrawn.
- 8.13 Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
- a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - b. a member may revoke a proxy by depositing an instrument or act in writing

- i. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c. a proxy holder or an alternate proxy holder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or alternate proxy holder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- d. if a form of proxy is created by a person other than the member, the form of proxy shall
 - i. indicate in bold-faced type,
 - A. the meeting at which it is to be used,
 - B. that the member may appoint a proxy holder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - C. instructions on the manner in which the member may appoint the proxy holder,
 - ii. contain a designated blank space for the date of the signature,
 - iii. provide a means for the member to designate some other person as proxy holder if the form of proxy designates a person as proxy holder,
 - iv. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 - v. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- e. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance

with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxy holder is to vote the membership in respect of each matter or group of related matters;

f. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and

g. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

- 8.14 The Board may from time to time make rules regarding the opportunity for Advance and/or Post voting. The Chairman may, subject to any rules made by the Board, at the Chairman's discretion, accept telegraphic, cable, facsimile, or other electronic means, or written communication as to the authority of any Member claiming to be authorized to vote on an issue or question, and any votes given in accordance with such acceptable methods of communication shall be accepted by the Chairperson to be valid and shall be counted. If the Board allows Advance and/or Post voting, it shall be permitted only for those Members who are unable to personally attend the Membership Meeting. Members availing themselves of either advance-voting or of post-voting, will not enjoy the benefit of participating in a secret ballot.
- 8.15 The rules of procedure for Membership Meetings, Board meetings, and all Committee meetings, shall follow Sturgis' Standard Code of Parliamentary Procedure, by the most current edition, except where varied by this By-law.
- 8.16 The Chairman may, with the consent of the Meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before, or dealt with, at any adjourned Meeting which might have been brought before, or dealt with, at the original Meeting in accordance with the notice calling the same.

III BOARD, ELDERS & DEACONS

9. COMPOSITION OF BOARD

- 9.01 The administrative and temporal affairs of the Church shall be the responsibility of the Board, subject to Sections 9.02 and 9.03, consisting of no fewer than four and no more than twelve elected Elders and/or Deacons as determined by the Members at the Special Election Membership Meeting each year. For purposes of the Act, the Board shall be deemed to be the Board of Directors.
- 9.02 At the Special Election Membership Meeting(s), the Members shall determine the maximum number of Elders and/or Deacons to serve on the Board, pursuant to 8.04(2). The size of the Board shall not be less than the number of Board Members who will not have completed their current term of office at the end of the current fiscal year or four

(4), whichever is greater.

9.03 Subject to the maximum number of the Board as determined by the Members each year pursuant to Sections 9.01 and 9.02, the Board shall be comprised of those Elders, which are elected to the Board. Should the Members, by way of election from the elected Elders to the Board, not be able to fill the remaining Board vacancies if any, the Members shall elect from the Deacons the required number of individuals to fill the Board vacancies.

9.04 Notwithstanding the provisions of 8.04(2) and 9.02, if after the Members have elected Deacons to the Board, a vacancy remains on the Board, then the Members shall reduce the size of the Board to the number of Board members already elected for that fiscal year.

10. QUALIFICATION FOR POSITION OF BOARD MEMBER, ELDER & DEACON

10.01 An elected Elder or a Deacon may be considered for election to the Board if such person:

- (1) is a male over the age of twenty-one (21);
- (2) has an active involvement within the Church;
- (3) fulfills the spiritual qualifications as listed in I Timothy 3:1-7 and Titus 1:5-9 if an Elder, and I Timothy 3:8-15 if a Deacon;
- (4) is in full agreement with the Church Constitution, including the Articles of Faith;
- (5) recognizes that membership on the Board is a commitment to humble service, not a position of honour or status, nor a reward for past service;
- (6) recognizes that membership on the Board is not only an administrative role but shall involve active participation in, and leadership of, ministries of the Church as they are needed;
- (7) is not employed in the role as a Pastor of the Church for compensation; and
- (8) is not an undischarged bankrupt.

11. ELECTION OF BOARD MEMBERS, ELDERS & DEACONS

11.01 Subject to Section 9, the Board, the elected Elders and/or Deacons shall be elected by a Special Resolution of the Members at the Special Election Membership Meeting to be held on or before December 31st of each year from the slate of nominations presented by the Nominating Committee.

12. TERM OF OFFICE AND ROTATION OF BOARD MEMBERS, ELDERS & DEACONS

12.01 ELDERS: The elected Elders shall hold office for a term of three (3) years. The

elected Elders shall retire in rotation every three (3) years so that one-third of the elected Elders complete their three-year term each year. At each Special Election Membership Meeting the position of those elected Elders who have completed their term shall be filled from the slate of nominations presented by the Nominating Committee. The terms of newly elected shall be limited to less than three years if required to retain the numerical one-third annual rotation established herein.

12.02 DEACONS: The Deacons shall hold office for a term of three (3) years. The Deacons shall retire in rotation every three (3) years so that one-third of the Deacons complete their three-year term each year. At each Special Election Membership Meeting the position of those Deacons who have completed their term shall be filled from the slate of nominations presented by the Nominating Committee. The terms of newly elected Deacons shall be limited to less than three years if required to retain the numerical one-third annual rotation established herein.

12.03 BOARD MEMBERS: A Board Member shall hold office for a term of three (3) years. The Board members shall retire in rotation every three (3) years so that one-third of the Board members, complete their three-year term each year. At each Special Election Membership Meeting the position of those Board Members who have completed their term shall be filled from the available elected Elders and Deacons. The terms of newly elected members of the Board shall be limited to less than three years if required to retain the numerical one-third annual rotation established herein.

13. MAXIMUM TERM OF BOARD MEMBERS, ELDERS & DEACONS

13.01 No elected Elder shall be elected for more than three (3) consecutive three (3) year terms unless the Membership votes to permit an elected Elder to be elected for one additional consecutive three (3) year term, or part thereof, if applicable, where the Membership believes that extraordinary circumstances warrant such extension of the maximum term.

13.02 No Deacon shall be elected for more than two (2) consecutive three (3) year terms unless the Membership votes to permit a Deacon to be elected for one additional consecutive three (3) year term, or part thereof, if applicable, where the Membership believes that extraordinary circumstances warrant such extension of the maximum term.

13.03 Upon the completion of the maximum term as an elected Elder, or Deacon, as set out above, a minimum of a one-year absence is required before eligibility for re-election as an elected Elder or Deacon is restored.

13.04 No elected Elder shall be elected to the Board for more than two (2) consecutive three (3) year terms unless the Membership votes to permit an elected Elder to be elected to the Board for one additional consecutive three (3) year term, or part thereof, if the minimum required number of candidates has not been met or where the Membership believes that extraordinary circumstances warrant such extension of the maximum term.

13.05 No Deacon shall be elected to the Board for more than two (2) consecutive three (3)

year terms.

- 13.06 Upon the completion of the maximum term as a Board Member, as set out above, a minimum of a one-year absence from the Board is required before eligibility for re-election as a Board Member, is restored.

14. AUTHORITY OF BOARD

- 14.01 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 as hereinafter provided, and generally may exercise such other powers and do such other acts as the Church is, by its Articles, the Act, or otherwise, authorized to do.
- 14.02 Without limiting the generality of the foregoing, the Board shall be required to carry out the following duties and responsibilities:
- (1) to take overall responsibility for the day to day administration and operations of the Church and to oversee the expenditure of Church funds in general accordance with the approved annual budget referred to in section 48.01 through section 48.03;
 - (2) in conjunction with the Pastor(s), to formulate and recommend Policy Statements as defined in section 42.01 to the Membership and to implement those Policy Statements approved by the Membership;
 - (3) to respect the authority of the Elders to provide spiritual leadership for the Church and to assist in implementing such ministries and programs as are determined appropriate in support of such spiritual leadership;
 - (4) to ensure that all employed personnel of the Church, including the Pastor(s), are accountable to the Board and are followers of the Christian faith, confessing Jesus Christ as their personal Saviour and Lord, and are in full agreement with, and subject to, the authority of the Church pursuant to the Church Constitution;
 - (5) to examine the relationship of the Pastor(s) to the Church and, if a change is deemed appropriate, to ensure that a Membership Meeting is called to discuss and authorize an appropriate change;
 - (6) to take such steps as are necessary to enable the Church to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the Objects;
 - (7) to appoint such agents and engage such employees (with the exception of the Pastor(s) and office staff which shall require Membership approval) as it deems necessary from time to time, and such Persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such

- appointment;
- (8) to establish other offices and/or agencies elsewhere in Canada, or internationally, on behalf of the Church as may be approved by the Membership on the recommendations of the Board; and
 - (9) to annually designate a Pastor having the responsibility to exercise general supervisory authority over all staff members of the Church, provided that the hiring or removal of staff members shall require the approval of the Board and/or the Members, in accordance with this By-law as the case may be.

14.03 The remuneration for all employees and agents of the Church shall be fixed by the Board by Special Resolution. Such Special Resolution shall have force and effect provided that such remuneration does not exceed the current approved budget of the Church, otherwise such Special Resolution shall require the approval of the Membership before coming into force and effect.

14.04 The Board shall, through the Chairman, report to the Membership at the annual Membership Meeting and the Chairman shall be available to answer any questions by Members and to entertain any motion arising from the floor concerning the proceedings of the Board. In addition, the Board, when possible, shall either post, or distribute, a brief written report as soon as possible after each meeting of the Board.

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

14.06 No Board Member shall place himself in a position where there is a conflict of interest between his duties as a Board Member and his other interests. Every Board Member who is in any way directly or indirectly interested in, or may become interested in a material way, in an existing or proposed contract, transaction, or arrangement with the Church, or who otherwise has a conflict of interest by virtue of involvement with a member of his family (with "family" defined as spouse, father, mother, child, or spouse of such family members), or by the involvement of his partner, business associate or Corporation that the Board Member is involved with as either a director, shareholder, officer, employer or agent, then such Board Member shall declare his conflict of interest fully at a meeting of the Board and shall withdraw from any discussion or vote thereon and if such proposed contract, transaction or arrangement is approved by the Board, such Board Member shall immediately resign from membership on the Board.

15. RESIGNATION FROM BOARD

15.01 If the personal circumstances of any Board Member make it difficult for that Board Member to devote the necessary time or energy to the work of the Board, then that Board Member shall be free to resign from the Board without embarrassment or stigma regardless of the remainder of the term of that Board Member.

15.02 If, for any reason, a Board Member chooses to resign, then that Board Member shall give thirty (30) days written notice, if possible, to the Chairman who, in turn, shall call it to the attention of the Board, who shall then have the power to accept such resignation between Membership meetings. Such letter of resignation shall set out the reasons for the departure of the Board Member.

16. VACANCY OF POSITION OF BOARD MEMBER

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

- (1) he resigns as a Board Member by delivery of the written resignation to the Chairman;
- (2) he no longer fulfills all the qualifications of a Board Member set out in section 10.01;
- (3) he is found to be mentally incompetent or of unsound mind;
- (4) he ceases to be a Member;
- (5) he, in the opinion of a two-thirds majority vote of the Board and confirmed by Resolution passed by a two-thirds majority of the Members present in person or represented by proxy at a Membership Meeting called for that purpose, has evidenced unethical or immoral conduct or behaviour that is contrary to literal and/or orthodox Biblical principles and hence is unbecoming of a Christian, or is no longer willing to either comply with, adhere to, or submit to, the scriptural authority and procedures set out in the Church Constitution;
- (6) he is determined, by a two-thirds majority vote of the Members present in person, or represented by proxy, at a Meeting called for that purpose, to be unfit to hold office as a Board Member for any reason; or
- (7) he dies.

16.02 If any vacancies should occur for any reason as set out in section 16.01 above, the Board may request the Nominating Committee to nominate a qualified Member to be elected by a Special Resolution of the Members at a Special Membership Meeting to fill the vacancy for the balance of the unexpired term caused by such vacancy.

16.03 If the number of Board Members is increased during the year within the prescribed limit of Board Members, a vacancy or vacancies shall thereby be deemed to have occurred, which vacancy shall be filled in the manner provided above.

17. BOARD MEETINGS

- 17.01 Regular meetings of the Board shall be held at such times and places as shall be determined by the Chairman but not less than nine (9) times a year. The dates for regular meetings shall be published and distributed to all Board Members, as soon as possible.
- 17.02 Special meetings of the Board may be called by the Chairman or by request of any two (2) Board Members to the Chairman who shall then give notice of a special meeting of the Board as soon as possible thereafter.
- 17.03 All meetings of the Board shall be held on fourteen (14) days' notice either addressed and mailed or delivered to each Board Member or published in the Church Bulletin on two consecutive Sunday mornings prior to such meeting or at the call of the Chair upon 24 hour telephone notice in the event of an emergency.
- 17.04 A Board Member may waive notice of a meeting of the Board and attendance at such meeting shall constitute a waiver of notice, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 17.05 The accidental omission to give notice of any meeting of the Board to, or the non-receipt of any notice by, any Board Member shall not invalidate any Resolution or Special Resolution passed or any proceeding taken at such meeting, provided that no Board Member objects to such omission or irregularity.
- 17.06 The Chairman shall be appointed by the Board from amongst the Board Members at the first Board meeting of each fiscal year. The Chairman shall serve for a term of one (1) year and shall be an Officer. The duties of Chairman shall be those set out in section 25.01 herein.
- 17.07 The Vice-Chairman shall be appointed by the Board from amongst the Board Members at the first Board meeting of each fiscal year. The Vice-Chairman shall serve for a term of one year and shall be an Officer. The duties of the Vice-Chairman shall be those set out in section 25.02 herein.
- 17.08 A quorum for a meeting of the Board shall be a simple majority of the Board Members.
- 17.09 With the exception of the Chairman, who shall only vote in the event of an equality of votes, all Board Members shall have one vote.
- 17.10 The Board shall keep written minutes of each meeting. The Board shall appoint a Board Member to prepare and maintain such minutes. Due to the potentially confidential nature of matters discussed at the Board, the minutes shall not be made public or available for review by Members, with the exception of matters dealing with financial considerations which shall be disclosed to a Member upon written request or such other matters upon the unanimous consent of the Board.
- 17.11 The members of the Board may meet by teleconference provided that either a majority

of the members consents to meeting by teleconference, or meetings by teleconference have been approved by Resolution passed by the members at a meeting of the members of the Board. The members of the Board may meet by other electronic means that permits each member to communicate adequately with each other, provided that:

- (a) the members of the Board have passed a Resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum, and recording votes;
- (b) each member had equal access to the specific means of communication to be used;
- (c) each member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

IV ELDERS, PASTOR(S) AND STAFF

18. DEFINITION AND DUTIES OF THE ELDERS & PASTOR(S)

18.01 The Elders, being the elected Elders and the Pastor(s) of the Church, shall be the primary spiritual overseers of the Church and their duties and rights shall be as follows:

- (1) to provide spiritual leadership to the Church and to work in conjunction with the Board in implementing such spiritual leadership;
- (2) to work in conjunction with the Board in formulating and recommending Policy Statements to the Church as may be necessary from time to time;
- (3) to continue to fulfill the qualifications for a Board Member as set out in section 10.01 and to ensure that their lifestyle does not evidence unethical or immoral conduct or behaviour that is contrary to literal and/or orthodox Biblical principles and hence is unbecoming of a Christian;
- (4) to be in full agreement with, uphold, and be subject to the Constitution, including the Articles of Faith.

18.02 In addition to the duties and rights for Elders indicated in Section 18.01, the duties and rights for Pastor(s), being those Elders employed by the Church for compensation, shall be as follows:

- (1) if so designated by the Board pursuant to Section 14.02(9), to exercise general supervisory authority over all staff members of the Church, provided that the hiring or removal of staff members shall require the approval of the Board and/or the Members, in accordance with this By-law as the case may be;
- (2) the right to receive notification and minutes of all meetings of the Board, the privilege, by invitation, to be present and fully participate in all such meetings, provided that the Pastor(s) shall not be Board Members, nor have a vote, and shall not be present, nor entitled to minutes, when the Board is discussing their position or salary or benefits; and

- (3) to be deemed a Member of the Church with all the rights and responsibilities of Members.

19. DEFINITION AND DUTIES OF OTHER MINISTRY STAFF

19.01 If the Elder(s) together with the Board by Resolution determine it is necessary, subject to ratification by Special Resolution of the Membership, other Pastor(s) may be called by the Church for the purpose of undertaking such ministries as the Elder(s) and the Board determine are necessary for the Church. The duties of the additional Pastor(s) shall be as established in a job description approved by a Special Resolution of the Board, and ratified by the Members at a Membership Meeting.

20. THE CALLING OF PASTORAL STAFF

20.01 When a vacancy in the position of Pastor occurs or the Church determines that another Pastor is to be called, a Pastoral Search Committee shall be established.

20.02 The Pastoral Search Committee shall consist of not less than four (4) members with $\frac{1}{2}$ from the Board and $\frac{1}{2}$ from the Members in accordance with section 36.01. They shall be appointed or elected in the following manner:

- (1) The Board Members shall be appointed by Resolution of the Board.
- (2) The Members, who are not Board Members shall be elected by Special Resolution of the Membership at a duly called Membership Meeting. With the exception of the spouses of Board Members, all members are eligible for nomination. Eligible Members shall be nominated by the Nominating Committee, who shall obtain the consent of all nominees and shall post a list of its nominees at least two Sundays prior to the Membership Meeting to elect the Pastoral Search Committee. Members may add further nominations, provided that such additional nominees have first consented in writing and that their nominations have been handed to the Nominating Committee along with the nominator's signature so that these names can be posted with the others two weeks in advance, in which event nominees receiving the greatest number of votes shall be elected as members of the Pastoral Search Committee.

20.03 The Pastoral Search Committee shall be responsible to recommend to the Membership the calling of a Pastor. As much as possible, the Pastoral Search Committee shall make their recommendation to the Church on a unanimous basis, but where that is not possible, a recommendation to the Church may proceed where at least seventy-five (75%) percent of the members of the Pastoral Search Committee support the recommendation.

20.04 The Pastoral Search Committee shall remain in effect until such time that the Board determines that its useful purpose has ended. Any elected member of the Pastoral Search Committee may be removed from such committee by a seventy-five percent

(75%) vote of the Members present at a meeting called for that purpose and any appointed member of the Pastoral Search Committee may be removed by a seventy-five percent (75%) vote of the Board present at such meeting.

- 20.05 When the Pastoral Search Committee is prepared to make a recommendation, then the recommendation shall first be presented to the Board for approval. If the Board approves the recommendation by a two-thirds majority vote of the Board Members present at such meeting, then the recommendation shall be placed before the Membership at a special meeting called for the purpose of hearing the report from the Pastoral Search Committee and voting upon such recommendation.
- 20.06 Only one name for the position of Pastor shall be presented to the Membership at any one time for consideration. Upon approval of seventy-five percent (75%) of Members present in person, or represented by proxy at the special meeting called for that purpose, a formal call will then be extended to the prospective Pastor. In the event that the recommended name does not receive the approval of seventy-five percent (75%) of the Members present or represented by proxy at the said special meeting, or in the event that the prospective Pastor does not accept the call, then the Pastoral Search Committee shall resume its function in finding an alternative recommendation to be made to the Membership until such time that an acceptable Pastor is found.

21. RESIGNATION OF PASTORAL STAFF

- 21.01 If a Pastor wishes to resign, he shall notify the Board in writing together with an explanation, and shall provide no less than thirty (30) days' notice prior to the effective date of his resignation. Such resignation will be deemed to constitute his removal as a Member, unless otherwise directed by the Board.

22. REMOVAL OF PASTORAL STAFF

- 22.01 A Pastor may be removed from his position with the Church for any reason upon a seventy-five percent majority vote of the Members present in person or represented by proxy, at a special meeting called for the purpose of authorizing the removal of that Pastor.
- 22.02 Nothing shall preclude a Pastor from receiving whatever notice or equivalent monetary settlement is legally appropriate in the circumstances, if any. In the event of a disagreement between the Church and a Pastor concerning the amount of notice or monetary settlement, if any, that is appropriate, then before any legal action is commenced the matter shall first be referred to a Person or Persons mutually acceptable to the Church and to that Pastor to resolve such dispute in a spirit of conciliation worthy of maintaining a Christian witness to the Church and the community.
- 22.03 The removal of a Pastor from the Church shall be deemed to constitute his removal as a Member, unless otherwise directed by the Board.

23. TERMS OF EMPLOYMENT OF STAFF MEMBERS

23.01 All staff members of the Church (which shall be deemed to include the Pastor(s), and all other employees of the Church) shall be required to fulfill and maintain the following qualifications:

- (1) all staff members must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof; and subscribe to the Articles of Faith set out in Section 2.02; and
- (2) in recognition of the integral part that each staff member is to the overall ministry of the Church, each prospective staff member shall review and sign an engagement agreement with the Church that provides that the prospective staff member recognizes and agrees that employment or permanent contract work with the Church requires that the lifestyle of such staff member must not evidence unethical or immoral conduct or behaviour that, in the opinion of the Board, is contrary to literal and/or orthodox Biblical principles and hence is unbecoming of a Christian, and as such, the prospective staff member will be subject to the authority of the Church as expressed in the Constitution, including provisions dealing with Discipline, in the same manner as if such person is a Member.

V OFFICERS

24. NAMES OF OFFICERS

24.01 The Officers shall be:

- (1) Chairman;
- (2) Vice-Chairman;
- (3) Clerk; and
- (4) Treasurer

25. DUTIES OF OFFICERS

25.01 The duties of the Chairman shall be as follows:

- (1) to call and preside at all meetings of the Board and the Membership;
- (2) to ensure the fairness, objectivity and completeness of matters occurring at such meetings;
- (3) to prayerfully seek the guidance of the Lord in all matters of the Church;
- (4) to ensure that all directives, Resolutions and Special Resolutions of the Board are carried into effect;
- (5) to carry out such other duties as are directed from time to time by the Membership and/or the Board.

25.02 In the event that the Chairman is not able to function in his position, then the Chairman shall be replaced by the Vice-Chairman who shall exercise all of the authority and comply with all of the obligations of the Chairman.

25.03 The duties of the Clerk shall be as follows:

- (1) to faithfully note and record all of the business of Membership Meetings;
- (2) to conduct correspondence on behalf of the Church arising out of such meetings;
- (3) to publish the time and place for all Membership Meetings with due notice in accordance with procedures set out in the Constitution;
- (4) to be the custodian of the seal of the Church which he shall deliver only when authorized by Resolution of the Board to do so and to such Person or Persons as may be named in the said Resolution;
- (5) to be the custodian of all papers and documents of the Church and keep all such records on the Church premises;
- (6) to keep the records of the Church Membership, including admissions, resignations, removals, deaths and deletions therefrom;
- (7) to maintain a record of Church baptisms;
- (8) to carry out such other duties as directed from time to time by the Board or by the Membership; and
- (9) in his absence, the duties of the Clerk shall be performed by such other Member who is acceptable to the Board upon a Resolution of the Board.

25.04 The duties of the Treasurer shall be as follows:

- (1) to be responsible for the receiving and disbursing of monies on behalf of the Church, provided that the Treasurer may not receive any remuneration;
- (2) to ensure that an accurate cheque register is kept;
- (3) to ensure cheques are issued and signed on behalf of the Church;
- (4) to ensure that payroll records are maintained and to provide for the remitting and reporting of taxes and contributions required by law;
- (5) to ensure accounts payable records are maintained;
- (6) to ensure that all accounts and authorized expenses are paid by methods

- approved in advance by the Board;
- (7) to ensure funds belonging to the Church are invested as directed by the Board;
 - (8) to be responsible for the collection of monies received by the Church;
 - (9) to ensure that monies received by the Church are deposited into the proper bank accounts;
 - (10) to ensure that an account of all monies received by the Church is kept and that a full and accurate account of all assets, liabilities, receipts and disbursements of the Church is kept according to accredited bookkeeping practices and the direction of the Board and the membership, including the following:
 - (a) recording the Church income and receipts;
 - (b) recording the Church fund disbursements;
 - (c) preparation of monthly bank reconciliations; and
 - (d) preparation of monthly financial statements.
 - (11) to ensure that an accurate record of all contributions made through envelopes to the general, building and other funds of the Church, as exist from time to time, is kept;
 - (12) to ensure that no Board Member receives any remuneration from the Church unless such monies are for purposes of reimbursing such Person for legitimate expenses incurred on behalf of the Church;
 - (13) to ensure that such financial reports as governments may require from time to time are filed;
 - (14) to carry out such other duties as directed from time to time by the Board or the Membership; and
 - (15) in his absence, the duties of the Treasurer shall be performed by such other Member who is acceptable to the Board upon a Special Resolution of the Board.

26. QUALIFICATIONS FOR CLERK AND TREASURER

26.01 A Person may be considered for election as Clerk or Treasurer if he meets the following qualifications:

- (1) is over the age of twenty-one (21);
- (2) has an active involvement within the Church;

- (3) is a member in good standing;
- (4) is not an undischarged bankrupt.
- (5) fulfills the office-specific requirements as determined by the Board

26.02 Unless otherwise specified in this By-law, a Person may be considered for election as an Officer notwithstanding that such Person may also be either a member of the Board, the Auditor, or the Chairperson of the Budget and Finance Committee.

27. ELECTION, APPOINTMENT AND TERM OF OFFICERS

27.01 All Officers, with the exception of the Chairman and Vice-Chairman, shall be elected by the Members at the Special Election Membership Meeting to be held by December 31st of each year from a slate of nominations presented by the Nominating Committee.

27.02 Sections 13, 15, and 16 of this Bylaw apply, with the necessary modifications, to the term of Officers, with the exception of the Chairman and Vice-Chairman, their resignation, and the creation of vacancies. If any vacancies should occur, the Board may request the Nominating Committee to nominate a qualified Member to be elected by a Special Resolution of the Members at a special Membership Meeting to fill the vacancy for the balance of the unexpired term caused by such vacancy.

VI PROTECTION AND INDEMNITY

28. PROTECTION AND INDEMNITY TO BOARD MEMBERS, ELDERS, DEACONS, PASTOR(S) AND OFFICERS

28.01 Except as otherwise provided in the Act, no Board Member, elected Elder, Deacon, Pastor, other employee or Officer shall be liable for the acts, receipts, neglects or defaults of any other Board Member, elected Elder, Deacon, Pastor, Officer or employee, or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired by the Church or for, or on behalf of, the Church, or for the insufficiency or deficiency of any security in or upon which any of the monies of, or belonging to, the Church shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any Person, including any Person with whom or which any monies, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of, or any damage resulting from, any dealings with any monies, securities or other assets belonging to the Church, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Board Member, elected Elder, Deacon, Pastor, other employee or Officer's respective office or trust, or in relation thereto, unless the same shall happen by or through such Person's willful neglect or default. The Board Member, elected Elder, Deacon, Pastor, other employee or Officer 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 of, or on behalf of, the Church,

except such as shall have been submitted to, and authorized or approved by, the Board.

28.02 Every Board Member, elected Elder, Deacon, Pastor, other employee, Officer, Member or Person (with "Person" in this section to include corporations, partnership, joint ventures, sole proprietorships, unincorporated associations, and other forms of business organizations) who has undertaken or is about to undertake any liability on behalf of the Church, its heirs and assigns, will respectively be indemnified and saved harmless out of the funds of the Church from and against:

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

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

VII COMMITTEES (GENERAL PROVISIONS)

29. DEFINITION OF COMMITTEES

29.01 The Church shall establish, at the Special Election Membership Meeting, a Nominating Committee, and such Committees as may be deemed necessary from time to time in accordance with the provisions of this General Operating By-law.

29.02 The Board, by Resolution, may establish a Finance Committee and such Standing Committees as it determines necessary from time to time.

29.03 Either the Board or the Membership, is authorized to appoint such Special Committees as are deemed necessary from time to time and to empower such committees with such authority or directives as is deemed appropriate.

30. QUALIFICATION FOR MEMBERSHIP ON COMMITTEES

30.01 Any Member in good standing may be considered for appointment to a Committee, provided however that a Member must be at least twenty-one (21) years old to be appointed to the Finance Committee.

30.02 Committee Members shall serve without remuneration, provided that a Committee member may be reimbursed for reasonable expenses incurred by him or her in the performance of his duties.

31. CHAIRPERSON OF COMMITTEES

31.01 The Chairperson of the Finance Committee shall be the Board Member elected by the Membership to serve on such Committee.

31.02 The Chairperson of the Nominating Committee shall be elected from among the members of the Nominating Committee at the first meeting of the Nominating Committee for the balance of that person's term of office on the Nominating Committee.

31.03 The Chairperson of each Standing Committee shall be elected from among the members appointed or elected to serve on such Committee.

32. MEETINGS OF COMMITTEES

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

33. PROCEDURE FOR MEETINGS OF COMMITTEES

33.01 The procedure to be adopted during the meetings of a Committee shall be the same as those set out herein for the Board with modifications as necessary.

34. REMOVAL OF MEMBERS FROM COMMITTEES

34.01 Any Committee member may be removed for any reason by a majority vote of the Members present in person at a Members meeting called for that purpose. If any vacancies should occur for any reason, the Board, by a majority vote, may fill the vacancy until the next Special Election Membership Meeting, at which time nominees will be presented for election to the Committee to fill the vacancy for the balance of the unexpired term caused by such vacancy.

VIII NOMINATING COMMITTEE

35. DEFINITION AND DUTIES OF THE NOMINATING COMMITTEE

35.01 The Nominating Committee shall prepare and submit nominations for elections at the next Special Election Membership Meeting. The slate of nominations shall include nominations for Elders, Deacons, the Board, the Clerk and Treasurer and Committee members, provided, however, that the nominations for the Board shall include, but not be limited to, such names as are submitted by the then current Board.

35.02 The Nominating Committee shall obtain the consent of all nominees before presenting their names to the Church. Unless otherwise provided in this General Operating Bylaw, the Nominating Committee shall post a list of its nominees at least two (2) Sundays prior

to the Special Election Membership Meeting. Additional nominations may be made in writing and signed by two (2) Members whose names are on the active Member's roll of the Church and have the consent of the nominee and have provided such nomination to the Nominating Committee not later than the Sunday immediately following the posting of the list of its nominees by the Nominating Committee.

35.03 Provided that the Elders unanimously agree, the Elders may direct the Nominating Committee to remove a nominee from the slate of nominations before their name has been presented to the Church.

36. ELECTION AND TERM OF NOMINATING COMMITTEE

36.01 The Nominating Committee shall be comprised of not less than four (4) members with, in the event of an even number of members, ½ from the Board and ½ from the Members. In the event that the Nominating Committee consists of an uneven number of members, the Board shall appoint one more member than are elected by the Members. The Board shall appoint the Board Members to the Committee. The remaining members of the Nominating Committee and two (2) alternates shall be elected at the Special Election Membership Meeting.

36.02 At the Special Election Membership Meeting, the Membership shall vote to elect the remaining members and two (2) alternates of the Nominating Committee. In the event that the slate of nominees exceeds the required number, an election shall be by secret ballot. Each Member present at the Meeting, or voting by proxy, may vote for a number of candidates up to the number of positions being filled at the time of the election. The positions will be filled by the nominees receiving the most number of votes, to the point of filling the number of positions to be elected.

36.03 The term of membership on the Nominating Committee shall be for a period of one year.

IX FINANCE COMMITTEE

37. DEFINITION AND DUTIES OF THE FINANCE COMMITTEE

37.01 The Church may establish, as required, a Finance Committee consisting of not less than four (4) Members and to include, the Board member elected from the Board by the Membership subject to Section 31.01, the Treasurer, the Building Committee Treasurer, if any, and not less than two (2) members elected by the Members. Subject to the provision hereinafter set out, the Finance Committee is responsible for overseeing the financial operations of the Church and the preparation of the financial statements and annual budget for consideration by the Board and approval by the Membership, and any such forms or documents as required by governments. All decisions, actions, and recommendations by the Finance Committee shall be subject to review and approval by the Board. In the event that a Finance Committee is not separately established, the Board shall assume the duties of a Finance Committee.

38. ELECTION AND TERM OF OFFICE ON THE FINANCE COMMITTEE

- 38.01 With the exception of the Treasurer(s) per Section 37.01, the members of the Finance Committee elected by the Membership at the Special Election Membership Meeting prior to the beginning of the new church year shall serve for a term of two (2) years.
- 38.02 No Finance Committee member shall be a member thereof for more than three (3) consecutive terms unless the Membership votes to permit the Finance Committee member to be a member thereof for one additional consecutive term where it is believed that extraordinary circumstances warrant such extension of the maximum term, provided that no further extension of the consecutive term shall be granted.
- 38.03 Upon the completion of the maximum terms on the Finance Committee, a minimum of a one-year absence is required before eligibility for membership on the Finance Committee is restored.

X STANDING COMMITTEES

39. CONSTITUTION AND SPECIFIC DUTIES OF STANDING COMMITTEES

- 39.01 The number of members for each Standing Committee and the mandate of such Standing Committee shall be determined by the Board from time to time.
- 39.02 The specific duties of each Standing Committee shall:
- (1) be determined by such Standing Committee in writing and approved by the Board;
 - (2) include the keeping of minutes of each meeting;
 - (3) include the preparation of an annual budget for presentation to the Finance Committee and subsequent approval by the Board and by the Membership;
 - (4) be task oriented; and
 - (5) require that a report be made to the annual meeting of Members through the Board.

XI SPECIAL COMMITTEES

40. DEFINITION AND OPERATION OF SPECIAL COMMITTEES

- 40.01 Special Committee members shall be appointed by the Board subject to ratification by the Membership at a Membership Meeting to be held as soon as possible thereafter, with the appointment to become effective upon ratification by the Members.
- 40.02 The term of office and the duties of Special Committees, as well as the appointment of a Chairperson of such Special Committee, shall be determined by the Board unless specifically directed otherwise by the Members.

40.03 All Special Committees shall report to the Members through the Board.

XII AFFILIATION

41. CHURCH AFFILIATION

41.01 The Church shall be affiliated with such associations and organizations as the Members may determine from time to time by a Special Resolution of the Members present in person at a meeting called for that purpose.

41.02 Subject to the above, the Church shall be affiliated with the Fellowship of Evangelical Baptist Churches in Canada.

41.03 In the event of the dissolution of the Church, any property and assets shall become the property of the Central Region of the Fellowship of Evangelical Baptist Churches in Canada, if the Fellowship of Evangelical Baptist Churches in Canada is a registered charitable organization in Canada with the understanding that the Fellowship will hold such assets in trust re-investing them in ministry within the geographical boundaries of what is currently known as the "Central Region" of our Fellowship, as opportunity arises. Should the Fellowship of Evangelical Baptist Churches in Canada not be a registered charitable organization, upon dissolution or winding-up of the Church all the remaining assets of the Church after payment of liabilities shall be distributed to one or more registered Christian charitable organizations in Canada.

XIII POLICY STATEMENTS

42. POLICY STATEMENTS FOR THE CHURCH

42.01 In consideration of the ongoing need for the Church to provide guidelines and directions to its Members on practical applications of Biblical teachings, doctrinal considerations and Christian conduct, the Church may adopt Policy Statements on such matters as are deemed necessary from time to time by the Board and such statements upon adoption as set out below shall be deemed to be a part of the Constitution.

42.02 A Policy Statement may be proposed or amended by either the Pastor, or the Board, but shall not become operative until first approved by a ninety percent (90%) vote of the Board and ratified by a 75% vote of the Members present in person, or Members represented by proxy, at a meeting duly called for that purpose.

XIV GENERAL PROVISIONS

43. CORPORATE SEAL

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

44. EXECUTION OF DOCUMENTS AND CHEQUES

- 44.01 Contracts, documents or any instruments in writing requiring the signature of the Church shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality. The Board shall have the power from time to time by Special Resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation'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 Corporation. The seal of the Corporation, when required, may be affixed to contracts, documents, and instruments in writing signed as aforesaid by any officer or officers appointed.
- 44.02 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or Person or Persons, whether or not an Officer, in such manner as the Board may from time to time designate by Special Resolution.

45. FINANCIAL YEAR END

- 45.01 Unless otherwise ordered by the Board, the fiscal year end of the Corporation shall be December 31 of each year.

46. HEAD OFFICE

- 46.01 The head office of the Corporation shall be in the Town of Caledon, Region of Peel, Province of Ontario.

47. BOOKS AND RECORDS

- 47.01 The Board shall see that all necessary books and records of the Church required by the By-laws or by any applicable statute or law are regularly and properly kept.

48. FINANCIAL STATEMENTS AND BUDGET

- 48.01 The Finance Committee shall cause to be prepared each year prior to the annual Membership Meeting the following:
- (1) financial statements for the preceding year prepared in accordance with the financial reporting standards of the Canadian Institute of Chartered Accountants for Charitable and Non-Profit Organizations as may be in place from time to time;
 - (2) a budget for the upcoming year prepared in consultation with the chair of each standing and special committee, and to include the budget and expenditures of at least the previous year; and
 - (3) and for purposes of Section 8.04(8), prior to the Special Election Membership Meeting to be held by December 31st of each year, an interim budget for the

upcoming year prepared in consultation with the chair of each standing and special committee, and to include both the budget, and the year to date receipts and expenditures for the current year.

48.02 The financial statements and the budget shall be forwarded to the Board for approval at least two weeks prior to the annual meeting and shall thereafter be made available to the Members for review at least one week (including one Sunday) prior to the annual meeting.

The interim budget shall be forwarded to the Board for approval at least two (2) weeks prior to the Special Membership Election Meeting and shall thereafter be made available to the Members for review at least one (1) week (including one (1) Sunday) prior to the Special Membership Election Meeting.

48.03 The financial statements and the budget shall be presented at the annual Membership Meeting for approval by the Members.

49. AUDITOR

49.01 The Members shall at each annual Membership Meeting appoint Auditors (save and except a Board Member or Officer) to hold office until the next annual Membership Meeting to do the following:

- (1) report to the Members on the fairness of the financial statements presented by the Finance Committee at the annual meeting;
- (2) audit the financial statements, accounts, general fund of the Church and other general funds which may be in existence from time to time and to submit the results of such audits to the Membership at the next annual Membership meeting;
- (3) act as a liaison between the Church and any professional accountant retained by the Church and to ensure that the recommendations of such accountant are implemented; and
- (4) to carry out such other duties as are directed from time to time by the Board or by the Membership.

50. RULES, REGULATIONS, AND GUIDELINES

50.01 The Board may prescribe such rules, regulations and guidelines not inconsistent with this By-law or the Constitution relating to the management and operation of the Church as the Board deems expedient, provided that such rules and regulations shall have force and effect only until the next annual Meeting of the Members when they shall be confirmed, and failing such confirmation, shall cease to have any force and effect.

51. AMENDMENTS

51.01 Notwithstanding the Act, the Articles may be amended by a ninety percent (90%) vote of the Board, voting at a meeting called for that purpose, and sanctioned by an affirmative vote of at least seventy-five percent (75%) of the Members, voting in person or represented by proxy, at a meeting duly called for the purpose of considering the said amendment, provided that notice of such Membership Meeting shall be given in accordance with the provisions of paragraph 8.06 and in the Church Bulletin on four (4) consecutive Sundays prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.

51.02 The By-laws not embodied in the Articles may be repealed or amended by By-law and enacted by a ninety percent (90%) vote of the Board voting at a meeting called for that purpose and sanctioned by an affirmative vote of at least seventy-five percent (75%) of the Members, voting in person or represented by proxy, at a meeting duly called for the purpose of considering the said By-law, provided that notice of such Membership Meeting shall be given in accordance with the provisions of paragraph 8.06 and in the Church Bulletin on two (2) consecutive Sundays prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.

52. INVALIDITY OF ANY PROVISIONS OF THIS BY-LAW

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

IN WITNESS WHEREOF, we the members of the Board have hereunto set our hands this 22nd day of June 2014.

Stephen Butler

Richard John Dray

John Netzke

Tom Porter

Jon Walcott

CONFIRMED by the Members on the 22nd day of June 2014.

Per: _____
CALEDON HILLS FELLOWSHIP BAPTIST CHURCH
Shelley Jabs - Church Clerk

APPENDIX ONE

COMMITMENT TO ACCOUNTABILITY AND CHURCH DISCIPLINE POLICY FOR CALEDON HILLS FELLOWSHIP BAPTIST CHURCH (CHFBC)

And let us consider how we may spur one another on toward love and good deeds (Hebrews 10:24). If your brother or sister sins, go and point out their fault, just between the two of you. If they listen to you, you have won them over. But if they will not listen, take one or two others along, so that 'every matter may be established by the testimony of two or three witnesses.' If they still refuse to listen, tell it to the church; and if they refuse to listen even to the church, treat them as you would a pagan or a tax collector (Matthew 18:15-17).

A. Accountability and Discipline Are Signs of God's Love.

a) Formative Discipline

God has established the church to reflect his character, wisdom, and glory in the midst of a fallen world (Eph. 3:10-11). He loves his church so much that he sent his Son to die for her (Eph. 5:25). His ultimate purpose for his church is to present her as a gift to his Son; thus Scripture refers to the church as the "bride" of Christ (Rev. 19:7). For this reason, the Father, Son, and Holy Spirit are continually working to purify the church and bring her to maturity (Eph. 5:25-27).

This does not mean that God expects the church to be made up of perfectly pure people. He knows that the best of churches are still companies of sinners who wrestle daily with remaining sin (1 John 1:8; Phil. 3:12). Therefore, it would be unbiblical for us to expect church members to live perfectly. What we can do, however, is confess our common struggle with sin and our mutual need for God's mercy and grace. We also can spur one another on toward maturity by encouraging and holding each other accountable to love, seek after, and obey God with all of our hearts, souls, minds and strength, and to love others as we love ourselves (Mark 12:30-31; Heb. 10:24-25).

The Bible sometimes refers to this process of mutual encouragement and accountability as "discipline." Today the word discipline is easily misunderstood. In a freedom-sopped culture "discipline" can sound overly restrictive and negatively legalistic, even harsh. But the Bible never presents discipline this way. True discipline originates from God himself and is always presented as a sign of genuine love. "The Lord disciplines those he loves" (Heb. 12:6). "Blessed is the one you discipline, O LORD, the one you teach from your law" (Ps. 94:12). "Those whom I love I rebuke and discipline" (Rev. 3:19). Far from being outmoded, true discipline is a sign of a healthy church.

God's discipline in the church, like the discipline in a good family, is intended to be primarily positive, instructive and encouraging. This process is sometimes called "formative discipline" because it is a discipline characterized by the forming and shaping of the Christian disciple into the likeness of Jesus. It is no accident that discipline and disciple are from the same root word. So formative discipline in the church is nurturing and is received through various channels of grace like preaching, teaching, prayer, personal Bible study, growth group fellowship, corporate worship and countless other enjoyable activities that challenge, train and encourage us to love and serve God more wholeheartedly. Therefore, formative discipline is preventive and

reminds us not to oversimplify and reduce the notion of “church discipline” to excommunication or disfellowshipping, the potentially final stage of the biblical process.

b) Restorative Discipline

On rare occasions, God’s discipline, like the discipline in a family with growing children, also may have a corrective purpose. When we forget or disobey what God has taught us, he corrects us. One way he does this is to call the church to seek after us and lead us back onto the right track. This process, which is sometimes called “restorative discipline” or “corrective discipline,”¹ is likened in Scripture to a shepherd seeking after a lost sheep.

If a man owns a hundred sheep, and one of them wanders away, will he not leave the ninety-nine on the hills and go to look for the one that wandered off? And if he finds it, truly I tell you, he is happier about that one sheep than about the ninety-nine that did not wander off (Matt. 18:12-13).

Thus, restorative or corrective discipline is never to be done in a harsh, abrupt or vindictive manner. It is always to be carried out in humility, patience, and love, with the goals of restoring someone to a close walk with Christ (Matt. 18:15; Gal. 6:1; 1 Tim. 1:20), protecting others from harm (1 Cor. 5:6; Heb. 12:15), and showing respect for the honor and glory of God’s name (1 Pet. 2:12; Rev. 2:20).

Biblical discipline is similar to the discipline we value in other aspects of life. We admire parents who consistently teach their children how to behave properly and lovingly discipline them when they disobey. We value music teachers who bring out the best in their students by teaching them proper technique and consistently pointing out their errors so they can play a piece properly. And we applaud athletic coaches who diligently teach their players to do what is right and correct them when they fumble so that the team works well together and can compete for the championship.

The same principles apply to the family of God. We, too, need to be taught what is right and to be lovingly corrected when we do something contrary to what God teaches us in his Word. Therefore, we as a church are committed to helping one another obey God’s command to be “self-controlled, upright, holy and disciplined” (Titus 1:8).

The Elders² of our church, those who are the biblical overseers or pastors of our flock under Christ the Chief Shepherd (1 Pe. 5:1-4), recognize that God has called them to an even higher level of accountability regarding their faith and conduct (Matt. 5:19; James 3:1). Therefore, they are committed to listening humbly to loving correction from each other or from any member of our church, and, if necessary, to submitting themselves to the corrective discipline of our flock.³ Therefore, an Elder of the church is not immunized against a charge of sin, but Elders are protected against false accusations because unless an accusation is confirmed by two or three witnesses it will not even be entertained (1 Tim. 5:19-20).

¹ This type of corrective or restorative discipline squares with the definition provided in the General Operating By-Law (1.01 [12]) within and hereafter called the *CHFBC Constitution* (June 22, 2014).

² In this policy, consistent with the *CHFBC Constitution* (2014), the office of Eldership includes the Pastors of our church (1.01 [11, 18]). In the New Testament the terms Elder, Overseer and Pastor are used interchangeably to refer to the same office of governing leadership in the church.

³ Accordingly, in the *CHFBC Constitution* (2014), it is one of the terms of employment for all staff members at CHFBC, inclusive of the Pastor(s) and any other employees of the Church that they “will be subject to the authority of the Church as expressed in the Constitution, including provisions dealing with Discipline...” (23.01 [2]).

B. Most Corrective Accountability and Discipline is Private, Personal, and Informal.

God gives every believer grace to be self-disciplined (Gal. 5:23). “For the Spirit God gave us does not make us timid, but gives us power, love, and self-discipline” (2 Tim. 1:7). Thus discipline always begins as a personal matter and usually remains that way, as each of us studies God’s Word, seeks him in prayer and draws on his grace to identify and change sinful habits and grow in godliness.

By definition, no one else is involved in self-discipline. The believer repents of his or her sin alone before God. But sometimes we are blind to our sins or so tangled in them that we cannot get free on our own. This is why the Bible says, “Brothers and sisters, if someone is caught in a sin, you who live by the Spirit should restore that person gently” (Gal. 6:1). In obedience to this command, we are committed to giving and receiving loving correction within our church whenever a sin (whether in word, behavior or doctrine) seems too serious to overlook (Prov. 19:11). Healthy church members realize there are occasions when love must be brave to speak and hear plain words, even painful words, of correction: “better is open rebuke than hidden love. Faithful are the wounds of a friend” (Prov. 27:5-6). Therefore, according to Jesus’ instructions about interpersonal relationships, whether one of us has offended another or has been offended by another, we are called to privately seek reconciliation. In other words, at this early stage of accountability, complementary passages place the initiative for going and reconciling squarely in the lap of both parties, the offender, and the offeree. For example:

Therefore, if you are offering your gift at the altar and there remember that your brother or sister has something against you, leave your gift there in front of the altar. First, go and be reconciled to them; then come and offer your gift (Matt. 5:23-24).

So watch yourselves. “If your brother or sister sins against you, rebuke them; and if they repent, forgive them. Even if they sin against you seven times in a day and seven times come back to you saying ‘I repent,’ you must forgive them” (Luke 17:3-4).

In the event that private one-on-one conversations do not lead to repentance and reconciliation (Matt. 18:15), Jesus commands that we ask other brothers or sisters to get involved. “If he will not listen, take one or two others along” (Matt. 18:16). If informal conversations with these people fail to resolve the matter, then we may seek the involvement of more influential people, such as a growth group leader, Sunday school teacher or church Deacon or Elder. If even these efforts fail to bring a brother or sister to repentance, and if the issue is too serious to overlook, we will move into what may be called “formal discipline.”

C. Formal Discipline May Involve the Entire Church.

If an individual persistently refuses to listen to personal and informal correction to turn from speech or behavior that the Bible defines as sin, Jesus commands us to “tell it to the church” (Matt. 18:17a). Normally, this first involves informing one or more church Elders about the situation. If the offense is not likely to cause imminent harm to others, our Elders may approach the individual privately to personally establish the facts and encourage repentance of any sin they discover. The individual will be given every fair and reasonable opportunity to explain and defend his or her actions. If the individual recognizes his or her sin and repents, the matter usually ends there, unless a confession to additional people is needed or restitution is applicable.

If the straying individual does not repent in response to private appeals from our Elders, the Elders may inform others in the church who may be able to influence that individual or be willing to pray for him or her; also, it may be deemed necessary to inform people who might be harmed or affected by that individual’s behavior.⁴

⁴ For an example, it is not uncommon for a person to attend a church, develop relationships of trust, persuade people to give him or her money to invest, and then fail to return the money as promised. When such sinful individuals are discovered, they usually leave a church, but continue to defraud members who have not heard about their schemes. If our

This step may include close friends, a small group, a committee, or the entire membership if our Elders deem it to be appropriate (Matt. 18:17, 1 Tim. 5:20).⁵

If, after a reasonable period of time, in response to private appeals from our Elders, the individual exhibits a sustained refusal to repent, then our Elders may solemnly bring the situation before the church at a membership only meeting, with the recommendation that the individual be removed from membership.⁶ If our membership supports that recommendation by resolution the individual's membership is terminated,⁷ and we will treat him or her as an unbeliever. This does not necessarily mean the individual is unwelcome to attend church. Nor does it mean that we will judge whether or not this individual is a believer; instead, following Jesus' command, it means that we will no longer treat him or her as a fellow Christian (Matt. 18:17). Instead of having casual, relaxed fellowship with the individual (1 Cor. 5:11), we will look for opportunities to lovingly bring home the gospel, reminding the person of God's holiness and mercy, and calling him or her to repent and trust Christ in obedience (e.g. 1 Cor. 5:5; 1 Tim. 1:20).

If an offense is likely to harm others or lead them into sin or cause division or disruption, our Elders may accelerate the entire disciplinary process and move promptly to formal discipline to protect the church (Rom. 16:17; 1 Cor. 5:1-13; Titus 3:10-11).⁸

D. Church Accountability and Discipline May Require Extraordinary Measures.

Sometimes, during the process of corrective discipline, through the unanimous discretion of the Elders of the church and their recommendation to the Board, the Board by resolution may deem such a non-repentant individual to be formally *under the Discipline of the Church*. This is a status or standing of corrective discipline to which sanctions are attached in accordance with the CHFBC Constitution (2014).⁹

Additionally, at any time during the disciplinary process, our Elders may apply other sanctions to encourage repentance and/or protect the church, including but not limited to private and public admonition, withholding of the Lord's Supper, removal from fellowship opportunities, removal from ministry positions, etc., including,

Elders found such an individual in our church, they would call him to repent and confess his wrongs. If he refused, they would recommend to the Board that he come under formal discipline, and also warn the congregation not to trust him with their money.

⁵ If our Elders inform our entire membership about a disciplinary situation, they will use discretion about whether or not to divulge the individual's name. This decision will depend on a variety of factors, such as: how widely known the situation already is; whether there might be people in the congregation who could persuade the individual to repent; or whether the congregation needs to be on guard against potential harm such an individual might cause (see previous footnote). Even if our Elders decide it is not necessary to identify an individual specifically, they may still inform the membership of the general situation and the disciplinary steps they have followed. This general information can help to enlist wide prayer support, let the membership know that our leaders are obeying the Lord's command to seek after those who stray, and warn people who may be flirting with secret sin that they, too, may face discipline if they do not turn back to God.

⁶ On the surface, removal from membership may not sound remedial and restorative but, as a last resort it is, because providentially God uses Satan and the world to bring about repentance (1 Cor. 5:5; 1 Tim. 1:20).

⁷ The *CHFBC Constitution* (2014), 6.01 (c).

⁸ For example, in 1 Cor. 5, because of laxity in the church of Corinth a sexually immoral man was tolerated and with no application of church discipline in sight (5:1); therefore, by-passing informal discipline (e.g. steps one and two in Jesus procedure of Matt. 18:15-17) Paul directly calls for formal discipline so that the impenitent sinner will be disfellowshipped lest his influence permeate the whole church (5:2, 6-7).

⁹ For example, a non-member or adherent who would bring himself or herself "under [church] discipline" by becoming a member does not qualify to become a member of CHFBC (3.02 [6]); a member of CHFBC who is "under [church] discipline" loses the right to vote in person or by proxy at all Membership meetings (5.01 [8]); a member "under Discipline of the church" will be precluded from withdrawing his or her membership until the disciplinary process is finished (6.03); and a member "under [church] discipline" is not to be counted in a quorum for a CHFBC membership meeting (8.09).

as a last resort, removal from membership (Matt. 5:23-24; 2 Thess. 3:6-15; Matt. 18:17).¹⁰ In the event that an impenitent person's membership is revoked, there will be no room for a "good riddance" attitude or the refusal of contact. On the contrary, a church should pray for the repentance of the one removed from its midst and with soul-searching mourning (1 Cor. 5:2a).

We realize that our natural human response to correction often is to hide or run away from accountability (Gen. 3:8-10). To avoid falling into this age-old trap and to strengthen our church's ability to rescue us if we are caught in sin, we agree not to run away from this church to avoid corrective discipline. Therefore, we waive our right to withdraw from membership or accountability if discipline is pending against us. Although we are free to stop attending the church at any time, we agree that a withdrawal while discipline is pending will not be given effect until the church has fulfilled its God-given responsibilities to encourage our repentance and restoration, and to bring the disciplinary process to an orderly conclusion, as described in these Commitments (Matt. 18:12-14; Gal. 6:1; Heb. 13:17).¹¹

If an individual leaves the church while under church discipline, and our Elders learn that he or she is attending another church, they may inform that church of the situation and ask its leaders to encourage the individual to repent and be reconciled to the Lord and to any people he or she has offended. This action is intended both to help the individual find freedom from his or her sin and to warn the other church about the harm that the person might do to their members (see Matt. 18:12-14; Rom. 16:17; 1 Cor. 5:1-13; 3 John 1:9-10).¹²

For people who come to our church from elsewhere, having been excluded or disfellowshipped from another church, our Elders will encourage them towards repentance and to make a reasonable effort to be reconciled, unless it is determined that the discipline of the former church was not biblically appropriate (Ro. 12:18).

E. The Great Goal of All Formal Accountability and Discipline Is Restoration to Fellowship.

Loving reconciliation always stands at the heart of the disciplinary process. Throughout every stage of church discipline, whether through gentle correction, admonition, rebuke, even disfellowshipping, we seek the restoration of the offender. If an individual repents, and our Elders confirm his or her sincerity, we will rejoice together and gladly imitate God's forgiveness and love by restoring the person to fellowship within the body (see Matt. 18:13; Luke 15:3-7, 11-32; 2 Cor. 2:5-11; Col. 3:12-14).

F. Faithful Church Discipline Attracts the Encouragement and Endorsement of God.

It is encouraging to know that Jesus followed up his instructions on church discipline (Matt. 18:15-17) with a promise that even if, God forbid, a church solemnly removes a hardened, non-repentant person from membership (Matt. 18:17b) that decision will have been ordained by God carrying with it His endorsement and approval (Matt. 18:18). Furthermore, whenever even a few people in our church meet together to deal with a disciplinary matter Jesus promises his presence (Matthew 18:19-20).

Therefore, as we pursue the blessings of accountability and church discipline, we will hold fast to the promise of Scripture: "God disciplines us for our good, in order that we may share in his holiness. No discipline seems

¹⁰ E.g., see the *CHFBC Constitution* (2014), 5.01 (5), 5.01 (8), and 8.09.

¹¹ Compare the *CHFBC Constitution* (2014), 6.02 and 6.03.

¹² For example, if a man in our church was confronted for seducing young women, or for acting inappropriately around little children, or for sowing gossip and division, and he left and started attending another church, insofar as we had knowledge of such church we would consider it our duty to urge the leaders of that church to counsel with him and to protect their people from his harmful behavior.

pleasant at the time, but painful. Later on, however, it produces a harvest of righteousness and peace for those who have been trained by it” (Heb. 12:10-11).

Appendix A

While the Bible does not say that a Christian should never go to court or never seek legal recourse to resolve a conflict, the Bible does forbid a Christian-initiated lawsuit against another Christian. Certainly, the Apostle Paul appealed more than once to the legal system exercising his right to defend himself under Roman law (e.g. Acts 25:10-22) and he taught that God established the legal authorities for the purposes of upholding justice, punishing wrongdoers, and protecting the innocent (Ro. 13:1-7). But, among Christians, the Bible clearly prohibits turning to secular courts to resolve interpersonal disputes; instead, Paul teaches that when disputes between Christians require intervention this is the duty and responsibility of the church (1 Cor. 6:1-7).

Therefore, in addition to other conditions for membership within the CHFBC Constitution (2014) and these Commitments, the following provision is made:

Acceptance of membership in CHFBC becomes the evidence of a waiver of any legal action against either the church or any other member of the church including all Elders, Pastors, Deacons, and officers of the church, in relation to disciplinary proceedings, their outcomes, or any other matters carried out in accordance with the Constitution, with the effect that this waiver constitutes a complete defense in the event that legal action is commenced in violation of this provision.