

**CONSTITUTION  
OF  
NEW LIFE COMMUNITY BAPTIST CHURCH**

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**Name**

1. The name of the Society is **NEW LIFE COMMUNITY BAPTIST CHURCH**.

**Purposes**

2. The purposes of the Society are:
  - (a) To provide sound teaching of the Holy Bible.
  - (b) To provide through a variety of elements of worship an encounter with the Living God, that we might, individually and together, know Him better, love Him more, and serve Him with joy.
  - (c) To provide for the physical, spiritual and emotional needs of the surrounding community as they evidence such needs and as we are able.
  - (d) To provide opportunity for fellowship among the members of the church.
  - (e) To encourage and exhort one another to walk steadfastly in Christ.
  - (f) To provide the surrounding community with the Gospel of our Lord Jesus Christ through our words and our lives.
  - (g) To be exclusively charitable, which will not result in profit or gain for any members, other than staff positions deemed necessary for the operation of the church and its facilities.

**BYLAWS  
OF  
NEW LIFE COMMUNITY BAPTIST CHURCH**

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**PART 1 - INTERPRETATION**

- 1.1 In these bylaws and the constitution of the Society, unless the context otherwise requires:
- (a) “address of the Society” means the address of the Society as filed from time to time with the Registrar in the Notice of Address;
  - (b) “Board of Elders” means, subject to section 5.1, the Lead Pastor and the Elders acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
  - (c) “Board resolution” means:
    - (i) a resolution passed at a meeting of the Board of Elders by a simple majority of the votes cast by those Elders entitled to vote at such a meeting; or
    - (ii) a resolution that has been submitted to all of the Elders and consented to in writing by 75% of the Elders who would have been entitled to vote on it in person at a meeting of the Board of Elders;
  - (d) “bylaws” means the bylaws of the Society as filed in the office of the Registrar;
  - (e) “Chairperson” means a person elected to the office of Chairperson in accordance with these bylaws;
  - (f) “constitution” means the constitution of the Society as filed in the office of the Registrar;
  - (g) “Elders” means those persons who have become Elders in accordance with these bylaws and have not ceased to be Elders, and an “Elder” means any one of them;
  - (h) “Lead Pastor” means the person called and affirmed as the lead pastor by the Board of Elders in accordance with the Policy Manual and these bylaws;
  - (i) “members” means those persons who have become members in accordance with these bylaws and have not ceased to be members, and a “member” means any one of them;

- (j) “ordinary resolution” means:
  - (i) a resolution passed at a general meeting of the Society by a simple majority of the votes cast by those members present and entitled to vote at such meeting; or
  - (ii) a resolution that has been submitted to all of the members and consented to in writing by two-thirds of the members who would have been entitled to vote on it in person at a general meeting of the Society;
- (k) “Policy Manual” means the policies of church doctrine, government, practice, operations and order of the church operated by the Society adopted and amended by the Board of Elders from time to time;
- (l) “registered address” of a member or Elder means the address of that person as recorded in the register of members or the register of Elders;
- (m) “Registrar” means the Registrar of Companies of the Province of British Columbia;
- (n) “Secretary” means a person elected to the office of Secretary in accordance with these bylaws;
- (o) “Society” means **NEW LIFE COMMUNITY BAPTIST CHURCH**;
- (p) “Societies Act” means the *Societies Act*, SBC 2015, c 18, as amended from time to time;
- (q) “special resolution” means:
  - (i) a resolution passed at a general meeting of the Society by a majority of not less than 75% of the votes cast by those members present and entitled to vote at such meeting; or
  - (ii) a resolution consented to in writing by every member who would have been entitled to vote in person at a general meeting of the Society;
- (r) “Treasurer” means a person elected to the office of Treasurer in accordance with these bylaws; and
- (s) “Vice Chairperson” means a person elected to the office of Vice Chairperson in accordance with these bylaws.

1.2 Except where they conflict with the definitions contained in these bylaws, the definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws and the constitution.

- 1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

## **PART 2 - MEMBERSHIP**

- 2.1 The members of the Society are the members in good standing as at the date these bylaws become effective, and those persons who subsequently become members, in accordance with these bylaws and who, in either case, have not ceased to be members as provided for in these bylaws.
- 2.2 The Board of Elders shall possess the sole power to admit members to the Society. An applicant for membership shall be interviewed by two Elders or two members appointed by the Board of Elders for such purpose. Upon recommendation of the interviewers, an applicant for membership may be admitted to membership in the Society by the affirmative vote of a majority of the Elders who are present at a meeting of the Board of Elders.
- 2.3 Membership in the Society shall be limited to persons who:
- (a) are born again and who have placed their trust in Christ alone for salvation;
  - (b) have been baptized as believers;
  - (c) are practicing a Christian lifestyle;
  - (d) are in agreement with the purposes of the Society as set out in its constitution; and
  - (e) are in agreement with the Society's Statement of Faith;
- 2.4 An individual under the age of eighteen may be admitted as a member of the Society but may not vote until attaining the age of eighteen.
- 2.5 Every member shall financially support the ministry and the work of the Society and shall uphold the constitution and comply with these bylaws. Except as otherwise provided in these bylaws, every member shall have the right to vote and take an active part at all general meetings of the Society.
- 2.6 A person shall cease to be a member of the Society:

- (a) on the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of the resignation stated therein;
  - (b) on submitting a request for transfer to another Christian church;
  - (c) on his or her death;
  - (d) on being expelled pursuant to section 2.8; or
  - (e) on having been a member not in good standing for a period of 12 months.
- 2.7 The Board of Elders may expel, suspend or otherwise discipline any member for conduct, which in the discretion of the Board of Elders, is improper or unbecoming for a member of the Society, or is likely to endanger the interests, purposes or reputation of the Society or is in violation of the basis and principles set out in the constitution of the Society or is in breach of these bylaws but the Board of Elders may not expel, suspend or otherwise discipline any member until the member has received a notice of the proposed expulsion, suspension or other disciplinary measures which shall set out the reasons therefore and until the member has been given an opportunity to be heard by the Elders before the proposed expulsion, suspension or other disciplinary measures are put to a vote.
- 2.8 All members are in good standing except a member who:
- (a) in the opinion of the Board of Elders, has failed to remain active in the Society, provided that a member shall only be considered inactive where the member is absent from normal activities of the Society for a period of at least six months; or
  - (b) is under suspension or discipline pursuant to section 2.8.
- 2.9 Any member who ceases to be a member of the Society forfeits all rights, claims, privileges or interest arising from membership in the Society.
- 2.10 The membership of a person in the Society is not transferable.

### **PART 3 - MEETINGS OF MEMBERS**

- 3.1 An annual general meeting shall be held before the end of June in each year.
- 3.2 Every general meeting other than an annual general meeting is an extraordinary general meeting.
- 3.3 The Chairperson may, whenever he or she thinks fit, or shall, if so requested by 10% of the voting members of the Society, convene an extraordinary general meeting.

- 3.4 The Society shall send notice of a general meeting to its members entitled to receive notice not less than 14 days' prior to the meeting; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing. If notice of a general meeting is given by an announcement published in the Sunday church bulletin of the Society, it shall be published in three consecutive Sunday church bulletins prior to the general meeting.
- 3.5 Notice of a general meeting shall specify the place, the day and the hour of the meeting.
- 3.6 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate the proceedings at that meeting.

#### **PART 4 - PROCEEDINGS AT GENERAL MEETINGS**

- 4.1 No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.2 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.3 A quorum at a general meeting is 50 voting members in good standing or 15% of the membership, whichever is lesser.
- 4.4 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members in good standing who are present shall constitute a quorum.
- 4.5 Subject to a Board resolution appointing another person, the Chairperson, the Vice Chairperson or in the absence of both, one of the other Elders present, shall preside as chair of a general meeting.
- 4.6 If at a general meeting:
  - (a) there is no Chairperson, Vice Chairperson or other Elder present within 15 minutes after the time appointed for holding the meeting; or

- (b) the Chairperson and all other Elders present are unwilling to act as chair,  
the members present shall choose one of their number to be chair.
- 4.7 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.8 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.9 All resolutions proposed at a meeting must be seconded and the chair of a meeting may move or propose a resolution.
- 4.10 Any issue at a general meeting which is not required by these bylaws or the *Societies Act* to be decided by a special resolution shall be decided by an ordinary resolution.
- 4.11 A member in good standing present at a meeting of members is entitled to one vote.
- 4.12 The person chairing a general meeting may vote but, if he or she does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 4.13 Voting is by show of hands or voice vote recorded by the secretary of the meeting, except that, at the request of any two members present at the meeting, a secret vote by written ballot shall be required.
- 4.14 Voting by proxy is not permitted.
- 4.15 A resolution in writing which is identified as an ordinary resolution and has been submitted to all the voting members and signed by a minimum of two-thirds of the members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as an ordinary resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be an ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 4.16 A resolution in writing which is identified as a special resolution and has been signed by all the voting members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as a special resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be a special resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution

shall be filed with the minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

- 4.17 Except as otherwise provided in these bylaws or the Policy Manual or determined at a general meeting, all matters of procedure at any meeting of the Society shall be decided in accordance with Robert's Rules of Order, as revised from time to time.

## **PART 5 - BOARD OF ELDERS**

- 5.1 The Board of Elders as it is constituted from time to time, excluding the Lead Pastor, shall be the directors of the Society.
- 5.2 Except as otherwise provided in these bylaws, the Board of Elders may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:
- (a) all laws affecting the Society;
  - (b) these bylaws;
  - (c) the Policy Manual; and
  - (d) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- 5.3 No rule made by the Society in a general meeting invalidates a prior act of the Board of Elders that would have been valid if that rule had not been made.
- 5.4 The property and affairs of the Society shall be managed by the Board of Elders.
- 5.5 The number of Elders, excluding the Lead Pastor, shall be such number not being less than eight as may be determined from time to time by the Elders.
- 5.6 Except for the Lead Pastor, Elders shall be elected by the members at a general meeting and shall take office commencing at the close of such meeting.
- 5.7 Elections for Elders shall normally be held at the annual general meeting and the term of office of Elders, except the Lead Pastor, shall normally be three years and the election of Elders shall be arranged so that as nearly as possible one-third of the Elders shall retire each year.

- 5.8 Elders may be elected to a maximum of two consecutive terms and may not be re-elected for at least one year following the expiry of his or her latest term.
- 5.9 The term of office of the Lead Pastor as an Elder shall be until his or her resignation or until terminated in accordance with the Policy Manual and these bylaws.
- 5.10 A person may stand for election as an Elder only if the person has been nominated by the Nominating Committee and, in addition to the qualifications set out in the *Societies Act*, meets the following qualifications:
- (a) the person shall be a man or woman of good Christian character, keenly interested in the work of ministry, the training of others for ministry, and enthusiastic about spiritual growth and maturity (both personal and corporate);
  - (b) the person shall not be a new convert;
  - (c) the person shall have been a member of the Society for at least one year;
  - (d) the person shall have served within a leadership capacity within the Society; and
  - (e) the person shall be in agreement with the Society's Statement of Faith, constitution and these bylaws.
- 5.11 The Nominating Committee shall make the slate of Elders for election available to the membership at least three Sundays before the annual general meeting at which such election is to be held. The slate of Elders shall list the currently serving Elders with the length of term remaining and any new nominees. Nominations from the floor shall not be permitted.
- 5.12 Elections for Elders shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot.
- 5.13 The election of an Elder shall require a majority of not less than 75% of the votes cast by those members present and entitled to vote at the meeting at which such election is held.
- 5.14 No member shall vote for more Elders than the number of vacant positions for Elders. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.
- 5.15 Every Elder serving a term of office shall retire from office at the close of the annual general meeting in the year in which his or her term expires; but if no successor is elected and the result is that the number of Elders would fall below eight, the person previously elected as Elder shall continue to hold office until such time as successors Elders are elected.

- 5.16 The members may remove an elected Elder before the expiration of his or her term of office by resolution passed at a general meeting by at least two-thirds of the votes cast by the voting members, and may elect a successor to complete the term of office, but no elected Elder shall be removed until he or she has been given notice of the proposed action and an opportunity to be heard by the members at the general meeting.
- 5.17 Notwithstanding the foregoing bylaws, if an Elder ceases to hold office during his or her term for any reason other than removal by a resolution of the members, the Board of Elders may appoint a person as a replacement Elder to take the place of such Elder until the next annual general meeting.
- 5.18 No act or proceeding of the Board of Elders is invalid by reason only of there being less than the prescribed number of Elders in office.
- 5.19 A person shall cease to be an Elder of the Society:
- (a) on the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of resignation stated therein;
  - (b) on ceasing to meet the qualifications set out in section 5.10;
  - (c) on his or her death;
  - (d) on ceasing to be a member of the Society; or
  - (e) on being removed by a resolution passed at a general meeting by at least two-thirds of the votes cast by the voting members present at the meeting.
- 5.20 The Elders shall serve as such without remuneration and no Elder shall directly or indirectly receive any profit from his or her position as such from any business or affairs with the Society; provided that an Elder may be paid reasonable expenses incurred by him or her in the performance of his or her duties.
- 5.21 The Board of Elders shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the purposes of the Society. The Board of Elders shall also have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board of Elders may prescribe.
- 5.22 The Board of Elders shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, loans, contracts, agreements or benefits with the objective of furthering the purposes of the Society. The Board of Elders

in its sole and absolute discretion may refuse to accept any donations, bequests, funds, property, trusts, loans, contracts, agreements or benefits.

- 5.23 In investing the funds of the Society, the Board of Elders shall not be limited to securities and investments in which trustees are authorized by law to invest but may make any investments which in its discretion are prudent. Subject to the provisions of the *Societies Act*, an Elder shall not be liable for any loss which may result from any such investment.

## **PART 6 - PROCEEDINGS OF THE BOARD OF ELDERS**

- 6.1 A meeting of the Board of Elders may be held at any time and place determined by the Board of Elders, provided that 24 hours' notice of such meeting shall be sent in writing to each Elder. However, no formal notice shall be necessary if all Elders were present at a preceding meeting when the time and place of the meeting was determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society. No notice of a meeting of the Board of Elders shall be required, when the meeting is regularly scheduled.
- 6.2 The Board of Elders may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Elders in office at the time when the meeting convenes.
- 6.3 The Chairperson shall chair all meetings of the Board of Elders, but if at any Board of Elders meeting the Chairperson is not present within 15 minutes after the time appointed for the meeting, the Vice Chairperson shall act as chair; but if neither is present the Elders present may choose one of their number to chair that meeting.
- 6.4 If the person presiding as chair of the meeting of the Board of Elders wants to step down as chair for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternative receiving the consent of a majority of the Elders present at such meeting, he or she may preside as chair.
- 6.5 For the purposes of the first meeting of the Board of Elders held immediately following the election of a Elder or Elders at an annual or other general meeting, or for a meeting of the Elders at which a Elder is appointed to fill a vacancy in the Board of Elders, it is not necessary to give notice of the meeting to the newly elected or appointed Elder or Elders for the meeting to be properly constituted.
- 6.6 Resolutions proposed at a meeting of the Board of Elders must be seconded and the person chairing a meeting may move or propose a resolution.

- 67 Any issue at a meeting of the Board of Elders which is not required by these bylaws or the *Societies Act* to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.
- 68 The person chairing a meeting may vote but, if he or she does so and the result is a tie, he or she shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 6.9 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one Elder, a secret vote by written ballot shall be required.
- 6.10 A Board resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board of Elders duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board of Elders and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

## **PART 7 - COMMITTEES**

- 7.1 The Board of Elders may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Elders and members as it thinks fit.
- 7.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board of Elders, and shall report every act or thing done in exercise of those powers at the next meeting of the Board of Elders held after it has been done, or at such other time or times as the Board of Elders directs.
- 7.3 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed, with any necessary changes, by the rules set out in these bylaws governing proceedings of the Board of Elders.
- 7.4 There shall be a Nominating Committee consisting of the Lead Pastor (ex-officio); two Elders appointed by the Board of Elders whose terms are not expiring and who are not up for re-election during the nomination cycle; and three members in staggered three-year terms, who shall be nominated by the Board of Elders and approved by 75% of the voting members at a general meeting by secret ballot. The general responsibilities of the Nominating Committee shall include assessing the qualifications of candidates for election as Elders and nominating a list of Elders for election by the members of the Society in accordance with the Policy Manual and these bylaws. The Board of Elders may not veto a nomination of the Nominating Committee except on ethical, moral or theological grounds. If a vacancy arises on the Nominating Committee among the seats

reserved for members of the Society, the Board of Elders may appoint a member to fill the vacancy until the next annual general meeting.

- 7.5 The Board of Elders may create such standing and special committees, ad hoc committees or task forces as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a Board resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

## **PART 8 - DUTIES OF OFFICERS**

- 8.1 At the first meeting of the Board of Elders held after an annual general meeting, the Board of Elders shall elect from among the Elders a Chairperson, Vice Chairperson, Secretary, and Treasurer and such other officers as the Elders may deem appropriate who each shall hold office until the first meeting of the Board of Elders held after the next following annual general meeting.
- 8.2 A vacancy occurring in the office of an officer shall be filled for the unexpired term by the Board of Elders. The Board of Elders may remove officers by a resolution passed at a meeting of the Board of Elders by two-thirds majority vote of the Elders present.
- 8.3 The Chairperson shall preside as chair at all meetings of the Society and the Board of Elders and shall work with the Lead Pastor and the Board of Elders to set the agenda for all meetings of the Society. The Chairperson shall supervise the other officers in the execution of their duties.
- 8.4 The Vice Chairperson shall, in the absence of the Chairperson, possess all of the powers and perform all of the duties of the Chairperson. The Vice Chairperson shall have such other duties and powers as the Board of Elders may specify.
- 8.5 The Secretary shall be responsible for making the necessary arrangements for:
- (a) the updating and distribution of the Policy Manual and the Board of Elders calendar;
  - (b) the issuance of notices of meetings of the Society and the Board of Elders, including distribution of the minutes to the Board of Elders at least four days prior to the next Board of Elders meeting;
  - (c) the keeping of minutes of all meetings of the Society and the Board of Elders;

- (d) the filing of such records, report and returns as are necessary to comply with the *Societies Act* and the *Income Tax Act*;
- (e) the custody of all records and documents of the Society;
- (f) the custody of the common seal of the Society;
- (g) the maintenance of the register of members; and
- (h) the conduct of the correspondence of the Society.

8.6 The Treasurer shall be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns including books of account as are necessary to comply with the *Societies Act* and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Elders, members and others when required.

8.7 If the Secretary is absent from any meeting of the Society or the Board of Elders, the Elders present shall appoint another person to act as secretary at that meeting.

8.8 Notwithstanding the foregoing bylaws, the Board of Elders may appoint a person to serve as secretary of the Board of Elders to be responsible for preparation and custody of minutes of meetings of the Board of Elders and the correspondence of the Board of Elders.

## **PART 9 - LEAD PASTOR AND OTHER EMPLOYEES**

9.1 In addition to the qualifications set out for an Elder in section 5.10 of these bylaws and any other qualifications for Lead Pastor as set out in the Policy Manual, the Lead Pastor shall be a person prepared by God who is above reproach; if married they must be faithful to their spouse; is self-controlled; is hospitable; is gentle; manages their family in a manner worthy of respect; is faithful to the Bible and able both to encourage faith with sound teaching and to refute those who contradict it.

9.2 The Lead Pastor shall be charged with the duties of ruling (1 Timothy 5:17); shepherding the flock (1 Peter 5:2); defending, preaching and teaching the truth of God's Word (Titus 1:9); setting a Christ-like example (1 Peter 5:3); administering the ordinances of baptism and communion, and prayers (Acts 6:4). The Lead Pastor shall be entitled to receive notice of and to attend all meetings of the Board of Elders and all committees of the Board of Elders, but shall not be entitled to vote at meetings of the Board of Elders or a committee of the Board of Elders.

- 9.3 The Board of Elders shall appoint a Pastoral Search Committee to recommend candidates for Lead Pastor to the Board of Elders. Upon approval by the Board of Elders, an extraordinary general meeting shall be held and a vote of the members undertaken. The calling of the candidate for Lead Pastor shall require a majority of not less than 85% of the votes cast by those members present and entitled to vote at such meeting.
- 9.4 The dismissal of the Lead Pastor shall be upon the recommendation of the Board of Elders to the Society and shall be approved by the members at a duly-called general meeting by an ordinary resolution.
- 9.5 Pastors, other than the Lead Pastor, shall meet the qualifications set out in section 9.1. Pastors other than the Lead Pastor shall perform the biblical duties of a pastor in specified areas of ministry, shall be members of the pastoral team and shall work under the leadership of the Lead Pastor.
- 9.6 The hiring of a pastor other than the Lead Pastor shall be done in all cases upon the recommendation of the Lead Pastor to the Board of Elders and shall be approved by a vote of no less than 75% of the votes cast by the Board of Elders.
- 9.7 The dismissal of a pastor other than the Lead Pastor shall be by a Board resolution.
- 9.8 Staffing of non-pastoral positions shall be done in accordance with the Policy Manual.

## **PART 10 - SEAL AND EXECUTION OF INSTRUMENTS**

- 10.1 The Board of Elders may provide a common seal for the Society and it shall have power from time to time to destroy a seal and substitute a new seal in its place.
- 10.2 The common seal shall be affixed only when authorized by a resolution of the Board of Elders, and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of any two Elders.
- 10.3 Contracts not under seal and in the ordinary course of the Society's operations may be entered into on behalf of the Society by the Board of Elders or by any person authorized by the Board of Elders. The Board of Elders may at any time direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Society may or shall be executed. In the absence of express authorization by the Board of Elders, an instrument, contract or obligation may be signed by:
  - (a) the Chairperson and one other Elder;
  - (b) in the absence of the Chairperson, the Vice Chairperson and one other Elder; or
  - (c) in the absence of the Chairperson and Vice Chairperson, any two Elders.

- 10.4 The Board of Elders may, from time to time by Board resolution, appoint signing officers who shall have the authority to sign cheques and all banking documents on behalf of the Society.

### **PART 11 - BORROWING**

- 11.1 In order to carry out the purposes of the Society the Board of Elders may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures. Any borrowing above 10% of the annual budget will be presented to members for approval at a general meeting.

### **PART 12 - AUDITOR**

- 12.1 This part applies only where the Society is required or has resolved to have an auditor.
- 12.2 The first auditor shall be appointed by the Board of Elders who shall also fill all vacancies occurring in the office of auditor.
- 12.3 At each annual general meeting the Society shall appoint an auditor to hold office until he or she is re-elected or his or her successor is elected at the next annual general meeting in accordance with the procedures set out in the *Societies Act*.
- 12.4 An auditor may be removed by ordinary resolution in accordance with the procedures set out in the *Societies Act*.
- 12.5 An auditor shall be promptly informed in writing of appointment or removal.
- 12.6 No Elder, officer or employee of the Society shall be auditor.
- 12.7 The auditor may attend general meetings.

### **PART 13 - NOTICES**

- 13.1 A notice may be given to a member, either personally or by mail or by electronic mail or by facsimile to the member at the member's registered address or the member's e-mail address or facsimile numbers, as recorded in the Society's records.
- 13.2 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by either electronic mail or facsimile shall be deemed to have been given on the date of transmission.

13.3 Notice of a general meeting shall be given only to:

- (a) every member shown on the register of members on the day notice is given, and
- (b) the auditor, if an auditor is appointed under these bylaws.

#### **PART 14 - INDEMNIFICATION**

14.1 Subject to the provisions of the *Societies Act*, every member of the Board of Elders or officer who has properly undertaken or is about to undertake any liability on behalf of the Society or any society controlled by it and their heirs, executors, administrators or personal representatives respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

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

provided that:

- (c) the member of the Board of Elders or officer acted honestly and in good faith with a view to the best interests of the Society; and
- (d) in the case of criminal or administrative proceedings, the member of the Board of Elders or officer had reasonable grounds for believing that their conduct was lawful.

14.2 The Society shall, to the extent that is reasonably available, purchase and maintain insurance for the benefit of any or all Elders or officers against personal liability incurred by any such person as an Elder or officer.

#### **PART 15 - DISPUTE RESOLUTION**

- 15.1 The Society accepts the Holy Bible as the inspired Word of God and believes that God desires that the Society and the members and Elders of the Society resolve all disputes and that they be reconciled in their relationship in accordance with the principles stated in 1 Corinthians 6:1-8, Matthew 5:23-24, Matthew 18:15-20 and other pertinent portions of the Holy Bible.
- 15.2 Should the Society and the member or Elder of the Society not be able to resolve a claim or controversy arising out of these bylaws, or in respect of any legal relationship associated with it or from it, through consultation and negotiation in the spirit of mutual friendship and cooperation, any party may initiate mediated negotiation. All disputes remaining unsettled after mediation shall be referred to and finally resolved by arbitration in accordance with the *Arbitration Act*, RSBC 1995, c 55.
- 15.3 The place of mediation and arbitration shall be mutually agreed by the Society and the member or Elder. In the absence of agreement regarding the place of mediation and arbitration, the place of mediation and arbitration shall be Duncan, British Columbia. Both parties shall share the fee of the mediator and arbitrator equally.
- 15.4 The Society and the members and Elders of the Society shall use their best efforts to conduct any dispute resolution procedures herein as efficiently and cost-effectively as possible. Notwithstanding this provision, either party may obtain a temporary injunction to enforce or preserve its rights or restrain any further violation or threatened violation of any restrictions or agreements contained herein for which monetary damages are not an adequate remedy until such rights can be pursued through arbitration.

## **PART 16 - MISCELLANEOUS**

- 16.1 Subject to the *Societies Act*, the Board of Elders shall from time to time in their discretion determine whether and to what extent and at what times and places and under what conditions or regulations the documents, including the books of account, of the Society and minutes of the meetings of the Board of Elders shall be open to the inspection of members of the Society not being Elders. In the absence of such determination by the Elders, the books of account, the minutes of the meetings of the Board of Elders and consent resolutions of the Board of Elders shall not be open to inspection by any member of the Society not being an Elder.
- 16.2 Any meeting of the Society, the Board of Elders or any committee may also be held, or any member, Elder or member of a committee may participate in any meeting of the Society, the Board of Elders or any committee, by conference call or similar communication equipment or device so long as all the members, Elders or persons participating in the meeting can hear and respond to one another. All such members, Elders or persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

- 16.3 The rules governing when notice is deemed to have been given set out in these bylaws shall apply, with any necessary changes, to determine when a Board resolution shall be deemed to have been submitted to all of the Elders and when an ordinary resolution shall be deemed to have been submitted to all of the members.
- 16.4 The Society shall have the right to subscribe to become a member of and to cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.
- 16.5 The Society believes women and men are created equal in the eyes of God. God used women throughout the Bible to bring redemption to others through their leadership, the Lord, himself, treated women with great dignity & respect, and the Spirit does not discriminate in giving spiritual gifts. Women receive gifts of leadership in God's church, including the gifts of apostle, prophet, pastor, evangelist and teacher. In matters of church leadership, the Society holds to an egalitarian view, believing that Paul's admonition of not allowing a woman to instruct or "be over" a man is confined to the context of his first century letter to Timothy. The Society is in agreement with the Canadian Baptists of Western Canada (CBWC) in affirming the role of women in leadership and the ordination of women for pastoral ministry, recognizing that women are to be chosen for leadership using the same biblical qualifications as men. (Judges 4; Acts 2:17-18; Romans 16:1-5; Galatians 3:26-29; Ephesians 4:11-16).

## **PART 17 - FOUNDATIONS**

- 17.1 The following provisions under this Part were previously unalterable and shall not be altered except by resolution of the Board of Elders sanctioned by a resolution passed at a general meeting by 75% of the votes cast by the voting members present at the meeting.
- 17.2 This Church shall be affiliated with the Canadian Baptists of Western Canada and shall be autonomous in its own right.
- 17.3 Statement of Faith

### **A. ABOUT GOD**

God is the Creator and Ruler of the universe. He has eternally existed in three persons: the Father, the Son, and the Holy Spirit. These three are co-equal and are one God. (Genesis 1 – 2; John 1:1-3; Leviticus 19:2; Jeremiah 23;24; 1 Peter 1:2)

### **B. ABOUT JESUS CHRIST**

Jesus Christ is the Son of God. He is co-equal with the Father. Jesus lived a sinless human life and offered Himself as the perfect sacrifice for the sins of all people by dying on a cross. He arose from the dead after three days to demonstrate His power over sin and death. He ascended to Heaven's glory and will return again to reign as King of Kings and Lord of Lords. It is through Christ alone that we are redeemed and

is it to Christ alone that we give ourselves eternally. (Matthew 1:18-23; Romans 5:6-8; Romans 5:18)

#### C. ABOUT THE HOLY SPIRIT

The Holy Spirit is co-equal with the Father and the Son of God. He is present in the world to make people aware of their need for Jesus Christ. He also lives in every Christian from the moment of salvation. He provides the Christian with guidance in doing what is right. He gives every believer spiritual gifts when they are saved. As Christians, we seek to live under His guidance daily. (John 16:7-13; 14:16-17; Acts 1:8; 1 Corinthians 2:12; 3:16; 2 Corinthians 3:17; Galatians 5:25; Ephesians 1:13; 5:18)

#### D. ABOUT THE BIBLE

The Bible is God's Word to us. It was written by human authors, under the supernatural guidance of the Holy Spirit. It is the supreme source of truth for Christian beliefs and living. Because it is inspired by God, it is authoritative for us in all areas of life. (Psalm 119:105; 2 Timothy 3:16; Hebrews 4:12; 2 Peter 1:19-21)

#### E. ABOUT HUMANITY

Humanity is the pinnacle of God's creation, and we have been created spiritually in His image, to be like Him in character. Out of God's entire creation, humans alone possess a spirit that will live beyond this temporal life. Although every person has tremendous potential for good, all of us are marred by an attitude of disobedience toward God called "sin". This attitude, and its corresponding behavior, separates people from God and His holiness and results in physical and spiritual death. (Psalm 8, Ecclesiastes 12:7; Romans 3:23; 5:12-14, 18)

#### F. ABOUT MARRIAGE

Marriage is a publicly recognized covenanting together for life, between a woman and a man who live together in a relationship, characterized by truth and fidelity, and for the purpose of lifelong companionship, mutual interdependence and responsibility for each other, and potential procreation. It is symbolic of God's relationship to His people and Jesus Christ's relationship to His church. (Genesis 2:22-24; Matthew 19:4-6; 1 Corinthians 6:9-11; 1 Corinthians 7:1-16; Ephesians 5:21-33, Hebrew 13:4)

#### G. ABOUT SATAN

Satan is a completely evil fallen angel who is hostile to God and bent on thwarting His purposes. Satan actively works to deceive and blind people to the truth, to tempt people to sin, and to accuse those who follow Christ. His power, however, is subordinate to the authority that is vested in Christ through His incarnation, crucifixion, resurrection and ascension. Christ has dominion over all of creation; nothing thwarts the purposes of God. Satan's final judgement and annihilation will come when Christ returns and completes His work of redemption with the consummation of His Kingdom. On that day, all evil will be judged and extinguished. (Romans 8:28; 1 Corinthians 10:13; Ephesians 6:11-12; Colossians 2:13-15; 2

Timothy 2:26; Hebrews 2:14-15; James 4:7-8; 1 Peter 5:8; 1 John 5:19; Revelation 2:10; Revelation 12:7-12; Revelation 20:1-15; Revelation 21)

#### H. ABOUT SALVATION

Though it cost Him the life of His Son, salvation is God's free gift to us – but we must accept this gift to make it our own. Forgiveness is an individual matter that must take place between every individual and God, their Creator. It is attained in no way through anything we can say or do, but rather by acknowledging one's sinfulness and accepting by faith alone God's offer of forgiveness. When we make this decision to turn from our self-ruled life to a new life that is ruled by Jesus Christ, we are saved. This decision on our part brings to us God's promise of eternal life with Him, adoption into His family, the indwelling of His Spirit, and the guarantee that the believer shall never perish. (John 3:16; 14-6; 2 Corinthians 1:21-22; Ephesians 2:8-9)

#### I. ABOUT THE CHURCH

Everyone who has accepted God's gift of salvation to them makes up the Church of Jesus Christ. This group, the Holy Spirit and Word of God, are the primary means God uses to accomplish His mission. Every believer is gifted by the Holy Spirit to perform specific functions within the church, and is called to be a minister on Christ's behalf, and exercise their unique function within the body. There is no "class" structure within God's church – everyone shares the same standing on account of their faith in Jesus Christ though their different giftedness leads to a different role or function. The Head of the church is Christ Himself. He is the High Priest and Lord of those who take His name.

The primary function of the church is to be the people of God in the world, to demonstrate to the world what it looks like for a people to live together under the authority of Jesus Christ, and to make disciples. (Matthew 28:18-20; John 4:23-24; 1 Corinthians 12; Galatians 3:26-28; Ephesians 4:11-16; 1 Peter 2:9-12)

#### J. ABOUT ETERNITY

People were created by God to exist forever. We will either exist eternally separated from God by our sin or eternally with God through His forgiveness by faith in Jesus Christ. To be eternally separated from God is Hell. To be eternally in fellowship with Him is Heaven. Heaven and Hell are real places of eternal existence. (John 3:16; John 14:17; Romans 6:23, 8:17-18; 1 Corinthians 2:7-9; Revelation 20:11-15)

#### K. ORDINANCES

Jesus Christ has instituted the ordinances of believers' baptism and the Lord's Supper. These are to be actively practiced, but not to be regarded as a means of salvation. (Matthew 28:19; Acts 2:38; Luke 22:19-20; 1 Corinthians 11:23-34)

- 17.4 In the case of dissolution, the properties of this church will revert to the Canadian Baptists of Western Canada.

## **PART 18 - BYLAWS**

- 18.1 On being admitted to membership, each member is entitled to and upon request the Society shall provide him or her with a copy of the constitution and bylaws of the Society.
- 18.2 These bylaws shall not be altered or added to except by resolution of the Board of Elders sanctioned by a special resolution.

Dated November 28, 2017.