

MCBC General Operating By-Law (Final Draft)

MISSISSAUGA CITY BAPTIST CHURCH INC.

MCBC
General Operating By-Law
(Final Draft)

May 27, 2011

A By-Law relating generally to the conduct of the affairs of
MISSISSAUGA CITY BAPTIST CHURCH INC.

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PREAMBLE

NAME:

The name of this congregation shall be “MISSISSAUGA CITY BAPTIST CHURCH INC.”

AFFILIATION

- a. This church is a member of Toronto Baptist Ministries (TBM), Canadian Baptists of Ontario and Quebec (CBOQ) and Canadian Baptist Ministries (CBM) or their successors.
- b. This church shall not be able to withdraw from these affiliates except by the two-thirds (2/3rd) majority vote of its members, present and voting at a meeting convened and held for the purpose of deciding this question, previous notice of the date and purpose of the meeting having been given publicly at least four weeks before the date of the meeting.
- c. This church shall grant financial support to these affiliates and send delegates to TBM and CBOQ meetings.

ARTICLE I - OUR PURPOSES & PRINCIPLES

1.1 OUR PURPOSES

The purposes for which Mississauga City Baptist Church ("MCBC") is constituted are:

1. To experience the corporate worship of God and the administration of the ordinances of the New Testament.
2. To bring people into a personal relationship with Jesus Christ as Saviour and Lord through the proclamation of the gospel of Christ.
3. To teach the principles of Christian living for the development of a Christ-like character.
4. To support the spreading of the gospel of Christ throughout the world.
5. To promote Christian morals within our community, our education system, and every area of society.
6. To express the love of Christ for people in need, including the homeless, destitute, hungry, victims of disaster, the sick, and those in prison.

1.2 MISSION STATEMENT

Mississauga City Baptist Church is a community of believers who worship the Triune God, express God's love in fellowship and equip believers for discipleship, evangelism and service.

1.3 CORE VALUES

Our core values are:

- Christ-Centered Worship;
- Bible Based Preaching and Teaching;
- Intentionally Multi-Ethnic and Inter-Generational Community;
- Effective Care Groups;
- Empowering Believers for Evangelism and Service.

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ARTICLE II - OUR FOUNDATIONS

2.1 COVENANT

- 2.1.1. Having been individually led, as we believe, by the Spirit of God, to receive the Lord Jesus Christ as our Saviour, and on the profession of our faith, having been baptized in the name of the Father, and of the Son, and of the Holy Spirit we do now, in the presence of God, and this assembly, most solemnly and joyfully enter into covenant with one another as one body in Christ.
- 2.1.2. We members and adherents of Mississauga City Baptist Church Inc. , endeavor, therefore, by the aid of the Holy Spirit, to walk together in Christian love, to strive for the advancement of this church in knowledge, holiness and comfort, to promote its prosperity and spirituality, to sustain its worship, ordinances, discipline, and doctrines, to contribute cheerfully and regularly to the support of the ministry, the expenses of the church, the relief of the poor, and the spread of the gospel through all nations.
- 2.1.3. We also engage to maintain family and personal devotions, to religiously educate our children, to seek the salvation of our kindred and acquaintances, to walk circumspectly in the world, to be just in our dealings, faithful in our engagements, and exemplary in our deportment, to avoid all tattling, backbiting and excessive anger, and to be zealous in our efforts to advance the kingdom of our Saviour.
- 2.1.4. We further engage to watch over one another in brotherly love, to remember each other in prayer, to aid each other in sickness and distress, to cultivate Christian sympathy in feeling and courtesy in speech, to be slow to take offence, always ready for reconciliation, and mindful of the rules of our Saviour, to secure it without delay.
- 2.1.5. We, moreover, engage, that when we remove from this place, we will as soon as possible unite with some other church, where we can carry out the spirit of this covenant, and the principles of God's Word.

2.2. STATEMENT OF FAITH

- 2.2.1. **WE BELIEVE in the general inerrancy and the sufficiency of the Scripture as the Word of God** originally given by the inspiration of the Holy Spirit. This Word has been preserved through the centuries and exists today as the 66 books of the Old and New Testaments. We believe that all scripture is given by the inspiration of God and is profitable for doctrine, for correction, for nurturing righteousness and for preparing believers for good work (2Timothy 3:16, 17). The Word of God is the supreme and final authority in faith, doctrine, and life. (Psalm 119:160; Proverbs 30:5; Matthew 5:17,18)
- 2.2.2. **WE BELIEVE in the one true God:** who is an intelligent, sovereign, spiritual and personal being; perfect, infinite, and eternal in His being, holiness and love, wisdom and power; absolutely separate from and above the world as its Creator, yet everywhere present in the world as the upholder of all things. He is revealed to us as Father, Son and Holy Spirit, three distinct persons but without division of nature, essence or being, and each having a distinct ministry in God's relation to His creation and people. (Genesis 1:1,2; Deuteronomy 6:4; Psalm 83:18; John 10:30; 15:26; Ephesians 4:6; Philippians 2:5-11)

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- 2.2.3. **WE BELIEVE in the Lord Jesus Christ** who is the second person of the Triune God, the eternal Word and only begotten Son; that without any change in His divine person He became man by miracle of the virgin birth thus to continue forever as both true God and true man, one person with two natures; that as man He was tempted in all points as we are, yet without sin; that as the perfect Lamb of God He gave Himself in death upon the cross, bearing there the sin of the world, and suffering the full penalty of divine wrath in our stead; that He arose from the grave in a glorified body; that as our great high priest He ascended into Heaven there to appear at the right hand of God as our advocate and intercessor. (Matthew 1:18-25; John 1:1,14; 3:16; 1 Corinthians 15:3-6; Galatians 4:4-5; Philippians 2:5-10; Hebrews 4:14-16; 1 John 2:1,2; 1 Timothy 2:5)
- 2.2.4. **WE BELIEVE in the Holy Spirit**, the third Person of the Triune God, that He can be resisted, grieved and quenched. His work is to convict the world of sin, righteousness and judgment. When He is received, following conviction of sin and genuine repentance toward God, He indwells the believer and at that time baptizes him into the body of Christ. This is the only baptism of the Holy Spirit. The indwelling of the believer is regeneration or the "new birth". He leads and guides the believer into all truth thus producing the fruit of the Spirit in the believer's life. He anoints for service and empowers for life. He gives a gift or gifts to each and every child of God for his place of ministry in the body of Christ, the true church. (Acts 7:51; 5:9; 6:5,8; Ephesians 4:30; 1 Thessalonians 5:19; John 16:5-11; 14:16,26; 3:5; Galatians 5:22-23; Luke 4:18; 1 Corinthians 12:1-11,13)
- 2.2.5. **WE BELIEVE in the existence of Satan**, who originally was created a holy and perfect being, but through pride and wicked ambition rebelled against God thus becoming utterly depraved in character, the great adversary of God and His people, leader of all other demons, the deceiver and god of this present world; that his powers are vast, but strictly limited by the permissive will of God who over-rules all his wicked devices for good; that he was defeated and judged at the cross, and therefore his final doom is certain; that we are able to resist and overcome him only in the armour of God by the blood of the Lamb and through the power of the Holy Spirit. (Isaiah 14:12-15; Ezekiel 28:11-19; Ephesians 6:12; 1 Peter 5:8; 1 John 3:8; Revelation 12:9-11; 20:10)
- 2.2.6. **WE BELIEVE that man was created in the image of God**, that he sinned and thereby incurred not only physical death but also spiritual death. All human beings are born with a sinful nature and are incapable of pleasing God. Only through repentance from sin and acceptance by faith of Jesus Christ as Lord and Saviour can regeneration by the Holy Spirit and life that is pleasing to God be received. (Genesis 1:27; Psalm 51:5; Romans 3:10-12,23; 5:12; 8:8; 10:9-13; John 1:12; 3:5-7) 7.
- 2.2.7. **WE BELIEVE that spiritual growth and maturity in the Christian life** should be the goal of every believer. This can only be achieved through the work of the Holy Spirit in the personal and collective study of the bible and prayer on a regular and consistent basis. Every believer has received a gift or gifts from the Holy Spirit and has both the right and responsibility to exercise these gifts under the direction of the Holy Spirit and in fellowship with the Christian church for the work of the ministry for the building up of the body of Christ. We believe in the priesthood of all believers; that they have direct access into God's presence without the need of a human priest or intermediary (1 Peter 2:1-3,5; John 14:26; 11 Timothy 2:15; Ephesians 4:11-16; 1 Corinthians 12:1-11; Romans 12:6-8; 1 Timothy 2:5)

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- 2.2.8. **WE BELIEVE** that sanctification is that work of the Spirit of God within the believer which sets him apart for God. This setting apart takes place at that time when the sinner is regenerated by the Spirit of God. Sanctification is also the work of God in the believer through the Word which changes him into the image of Christ progressively. Sanctification is that work of God which perfects the believer into the likeness of Christ. (1 Peter 1:1-2; John 17:17; 1 Thessalonians 4:3-8; Romans 8:5-11; Galatians 5:16-26)
- 2.2.9. **WE BELIEVE** that when a sinner is convicted of sin, has genuine repentance toward God, and is regenerated by the Spirit of God, he is placed in Christ for time and eternity. This should not be construed as a license to sin. Christ, and Christ alone saves. When He imparts eternal life it is "eternal life" -everlasting life based only upon His finished work on the cross. Should our walk play any part in our "staying saved", then salvation becomes Christ plus our walk and we would have whereof to boast when we reach heaven. "God forbid that I should glory save in the cross of our Lord Jesus Christ." (John 3:16; 10:28-29; Romans 6:1-2; 1 John 3:9; Galatians 6:14)
- 2.2.10. **WE BELIEVE** in the resurrection of the believer to eternal life and in the resurrection of the unbeliever to everlasting punishment; that the spirits of the saved at death go immediately to be with Christ in heaven, whence they await the resurrection of their bodies when Christ comes for His own. We believe that their works shall be brought before the judgment seat of Christ for the determination of rewards. We believe that the spirits of the unsaved at death descend immediately into Hades where they are kept under punishment until the final day of judgment, at which time their bodies shall be raised from the grave, that they shall be judged at the great white throne and cast into Hell, the place of final and everlasting punishment. (Romans 6:23; 11 Corinthians 5:10; Luke 16:19-24; Revelation 20:11-15; 21:8; John 10:28-29)
- 2.2.11. **WE BELIEVE** in the second coming of Christ, that His coming in the air to rapture His church, which is our blessed Hope, is always imminent; that when He has first removed from the earth His waiting Church, He will then pour out the righteous judgments of God upon the unbelieving world and afterwards descend with His church and establish His glorious and literal kingdom over all nations for a thousand years. (1 Thessalonians 4:13-18; Revelation 19:11-16; 20:4-6)
- 2.2.12. **WE BELIEVE** in the following ordinances of the church. We believe in the regular observance of the Lord's Supper according to the example the Lord Jesus Christ gave us. It is a memorial of His death. We believe in baptism by immersion whenever possible and safe, for all believers as a necessary step of obedience to God's Word and a witness of the commitment to the Lord Jesus Christ. (1 Corinthians 11:23-31; Matthew 28:19; Acts 8:38)
- 2.2.13. **WE BELIEVE** that all believers are members of the body of Christ, the universal church, and are in submission to Jesus Christ, the head. As such, scripture commands us to preserve an attitude of love and peace towards one another and to maintain the unity of the Spirit in the body of Christ. (Ephesians 1:22,23; 4:1-3)

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2.3. ORDINANCES AND PRACTICES

2.3.1. ORDINANCES

2.3.1.1. The ordinance of baptism by immersion in water (Matt. 8:19) shall be administered regularly to all those who have repented of their sins and have believed on the Lord Jesus Christ unto salvation, and who give clear evidence of this experience in their life, (Romans 6:3-5; Col. 2:12).

Believers' baptism is by full immersion in water upon profession of faith in Jesus Christ as Saviour and Lord, except under exceptional circumstances, such as disabilities, hospitalization, or other suitable reasons, preventing immersion, where the pouring or sprinkling of water can be used.

2.3.1.2. The ordinance of the Lord's Supper shall be regularly observed as directed in the Scripture. (Luke 22:19-20; 1Cor 11:23-26).

2.3.2. STANDARD PRACTICES

In addition to the above ordinances that are celebrated regularly, there are other practices conducted by the Christian Church consistent with the faith, including:

2.3.2.1. Christian Dedication of Children.

2.3.2.2. Christian Ordination of Ministers.

2.3.2.3. Christian Marriage between one man and one woman to the exclusion of all others.

2.3.2.4. Christian Burial of the dead.

These practices shall be made available to all Members and believing adherents who express the need for them whether they are active or shut-ins and as deemed appropriate by the Council of Elders.

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ARTICLE III - DEFINITIONS

3.1. GLOSSARY

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

- 3.1.1. "Act" means the Corporations Act, R.S.O. 1990, Chapter C.38, and any statute amending or enacted in substitution therefore, from time to time;
- 3.1.2. "Articles of Faith and Doctrine" means the Articles of Faith and Doctrine of our church outlined in section 2.2.
- 3.1.3. "Board" means the Board of Directors of the Corporation, that acts in an administrative capacity in matters pertaining to the affairs of the church;
- 3.1.4. "By-law" means the General Operating By-law of the Corporation in force and effect relating to the conduct of the affairs of MCBC Inc.
- 3.1.5. "Church" means the legal entity incorporated as a Corporation without share capital under the Act by Letters Patent dated the 13th day of January, 2006, and named MISSISSAUGA CITY BAPTIST CHURCH INC., through which it's Members and Adherents may fellowship together as a New Testament Church;
- 3.1.6. "Community Gathering" means any annual, quarterly or special meeting of Members;
- 3.1.7. "Congregation" means the congregation of the Church;
- 3.1.8. "Corporation" means the Church as defined herein;
- 3.1.9. "Corporate Secretary" means the Secretary of the Corporation as set out in section 8.2.1
- 3.1.10. "Council of Elders", means the full-time pastoral staff and elected Elders from the members of the Church as set out in section 7.1;
- 3.1.11. "Deacon/Deaconess" has the meaning set out in section 8.1;
- 3.1.12. "Director" means a member of the Council of Elders elected to be a Director in accordance with Article V; or appointed to fill a vacancy in the office of Director in accordance with section 5.7
- 3.1.13. "Documents" includes deeds, mortgages, 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 writings;
- 3.1.14. "Elders" means those chosen to serve the church; they assist the Pastor(s) as spiritual leaders in all matters and in the ministry of its ordinances.
- 3.1.15. "Hearing" means a Hearing of the Council of Elders, as set out in section 4.7;
- 3.1.16. "Individuals" means both Members and Adherents as defined herein;
- 3.1.17. "Letters Patent" means the Letters Patent incorporating the Church, as amended from time to time or supplemented by Supplementary Letters Patent;
- 3.1.18. "Lead Pastor" means the Senior Pastor of the Church appointed in accordance with

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section 6.1.

- 3.1.19. "MCBC" means Mississauga City Baptist Church Inc.
- 3.1.20. "Member" means a Member of the Church;
- 3.1.21. "Members" or "Membership" means the collective membership of the Church;
- 3.1.22. "Ministry" means free spiritual work or service of the Church;
- 3.1.23. "Objects" means the charitable Objects of the Corporation as contained in the Letters Patent;
- 3.1.24. "Officer" means an officer of the Church as described in section 8.2;
- 3.1.25. "Person" means an individual person, but does not include corporations, partnerships, trusts, or unincorporated organizations;
- 3.1.26. "Regular meetings" means regular meetings of the Board of Directors or the Council of Elders;
- 3.1.27. "Resolution" means a resolution passed by either the Elders or the Members by at least two third (2/3) majority vote, unless this By-Law otherwise requires;

3.2 INTERPRETATION

Unless the context requires otherwise, this By-Law shall be construed and interpreted in accordance with the following:

- 3.2.1. all references to the male gender also refer to the female gender, apart from Biblical quotations and/or statements regarding established Church traditions or precedents based upon Biblical teachings.
- 3.2.2. all terms which are contained in the By-laws of the Corporation and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations;
- 3.2.3. words importing or referring to Person or Persons shall include individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated associations;
- 3.2.4. the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

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ARTICLE IV - MEMBERSHIP

4.1. QUALIFICATIONS OF MEMBERS:

Membership in the Church shall consist of those Persons who, no matter what age, meet the following qualifications:

- 4.1.1. Have confessed a credible, personal faith in Jesus Christ as Saviour and Lord;
- 4.1.2. Are open to the teaching of the Scripture, to the leadership of the Holy Spirit, and to the counsel of the Church in questions of life and practice;
- 4.1.3. Have been baptized in water by immersion as a witness of personal faith and discipleship under section 2.3.1.2;
- 4.1.4. Have expressed a desire to enter into a relationship of love and community with members of the congregation and to live in harmony with this body of believers under the leadership of the Church;
- 4.1.5. Have voluntarily subscribed to the Statement of Faith and agree to be governed by the General Operating By-Law;
- 4.1.6. Are capable under normal circumstances of reasonably regular attendance.

4.2. ADMISSION TO MEMBERSHIP:

- 4.2.1. Application for Membership in the Church may be initiated by either a verbal or written request from an applicant to an Elder or individuals designated by the Pastoral Staff.
- 4.2.2. Application for Membership will also be received from candidates who
 - have a satisfactory Letter of Transfer from another church, holding the same faith and practice and have been immersed upon profession of faith or
 - have been immersed upon profession of faith in Jesus Christ as Saviour and Lord and is in harmony with the statement of faith and practice of this church with a history of Christian experience or
 - have previously been a member of this church and are seeking restoration of Membership.
- 4.2.3. Candidates for Membership shall meet an Elder or individuals assigned by the Pastoral Staff who will provide details of the procedure for admission, including application form, membership class, questionnaires, etc. to confirm that the qualifications for membership are satisfied.
- 4.2.4. Applications for Membership shall be investigated and reviewed by the Council of Elders and may be approved by a two-thirds (2/3) vote taken of the Elders present at a regular or special meeting of the Council of Elders, provided that at least two-thirds (2/3) of all Elders eligible to vote on the matter are present at the meeting.
- 4.2.5. Once the applicant is approved by the Council of Elders, then such Person(s) shall be presented to the Membership at the next Community Gathering for approval by a simple majority of members present. They will then be welcomed at the following Communion Service.

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4.3. PRIVILEGES, RIGHTS AND DUTIES OF MEMBERSHIP

Church Membership shall carry the following privileges, rights and duties:

- 4.3.1. the privilege to participate in and fully support the life and mission of the Church;
- 4.3.2. the privilege and duty to financially support the work of the Church through generosity (with his/her tithes and offerings) as the Lord directs and personal circumstances permit;
- 4.3.3. the duty to respect and submit to the spiritual authority and procedures of the Church as expressed in the Church By-Laws;
- 4.3.4. the duty to renew the membership as established by the Church under section 4.8;
- 4.3.5. the right to and duty to attend and participate in all Community Gatherings whenever possible; and
- 4.3.6. the usual right to a single vote in person by all active, voting members, at all Community Gatherings.

4.4. WITHDRAWAL AND REMOVAL OF MEMBERSHIP

- 4.4.1. A Member may withdraw his/her Membership at any time; upon request by a Member in writing, such Member may be given a letter of transfer addressed to the church to which the Member is relocating, provided that the concerned Member is not under any disciplinary procedures of the church under section 4.8.
- 4.4.2. Every Person withdrawing as a Member should do so by notification to a member of the Council of Elders, preferably with an explanation of the reasons for the request for withdrawal.
- 4.4.3. All such membership changes shall be communicated to the church Membership and ratified by a two-thirds (2/3) vote.

4.5. RENEWAL OF MEMBERSHIP

- 4.5.1. Members shall covenant together annually, in person or in writing, to re-affirm their commitment of membership before God.
- 4.5.2. Failure to renew membership for one full year will be considered a termination of membership by decision or default, upon the concurrence of the Council of Elders.

4.6. INACTIVE MEMBERSHIP

Members who, because of age, infirmity or similar reasons, are unable to maintain an active membership and participation may be declared "Inactive Members" upon the concurrence of the pastors and elders. They shall not have voting privileges at congregation meetings, but will be maintained as members until such time as their condition has changed.

4.7. NON-VOTING MEMBERS:

Non-voting members are Persons who are Members and are less than 18 years of age and shall NOT have voting privileges at congregation meetings.

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4.8. REVOCATION OF MEMBERSHIP

- 4.8.1. Any Member may be recommended for removal from the Membership of the Corporation for cause after necessary investigation by a two-thirds (2/3) vote taken of the Elders present at a regular or special meeting of the Council of Elders, provided that at least two-thirds (2/3) of all Elders eligible to vote on the matter are present at the meeting.
- 4.8.2. The recommendation of the Elders for the removal of Membership of the Member must be ratified by a two-thirds (2/3) vote taken by the congregation at a Community Gathering.

4.9. CESSATION & TERMINATION OF MEMBERSHIP

Membership in the Corporation automatically terminates upon the happening of any of the following events:

- 4.9.1. if a person, in writing, resigns as a Member of the Corporation;
- 4.9.2. if a Member dies;
- 4.9.3. if a person is expelled from the Corporation pursuant to section 4.8;
- 4.9.4. if a member fails to renew Membership for one full year.

All such membership changes shall be communicated to the church Membership and ratified by a two-thirds (2/3) vote.

4.10. APPEAL OF TERMINATION OF MEMBERSHIP

Any person, whose membership is terminated for cause by virtue of section 4.8 above, shall have the right to a Hearing before the Council of Elders under the following process:

- 4.10.1. the person shall submit a written, signed request for the Hearing before the Council of Elders setting out the reason for same;
- 4.10.2. the request shall be submitted to the Council of Elders and the Council shall thereafter call a special meeting of the Council of Elders for the Hearing within thirty (30) days of receipt of the written, signed request;
- 4.10.3. the person shall appear personally at the Hearing and shall be permitted to make such representations to the Council of Elders as he/she may deem appropriate;
- 4.10.4. upon hearing the representations so made, the Council of Elders shall then determine whether the termination or disqualification shall be upheld or not and the determination of the Council of Elders in this regard shall be brought to the congregation for ratification by a two-thirds (2/3) vote.
- 4.10.5. in the event the disqualified person is the Pastor, he/she may appeal the determination of the Council of Elders by delivering a written, signed request for appeal to the Corporate Secretary. The Council shall then call a General Meeting of the Members within 30 days of receipt of the signed, written request;
- 4.10.6. the Pastor shall appear personally at the meeting and shall be permitted to make such representations to the Members as he/she may deem appropriate; likewise, the Council of Elders shall also be permitted to make representations to the Members pertaining to the matter;
- 4.10.7. the Members shall then vote upon the issue of the Pastor's disqualification and the majority vote of the Members present at the meeting shall be final and binding.

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ARTICLE V - BOARD OF DIRECTORS

5.1. BOARD OF DIRECTORS

Subject to the provisions of any Special Resolution changing the number of Directors, the affairs of the Corporation shall be managed by a Board composed of three (3) Directors.

5.2. DUTIES & RESPONSIBILITIES OF DIRECTORS

Subject to the provisions of Act, the Directors shall:

- 5.2.1. be responsible directly to the Church, and may be replaced by the Church through a special resolution by the Council of Elders and ratified by a two-thirds (2/3) vote taken by the voting members during a Community Gathering if they fail to carry out their duties or to be guided by church direction in respect to the same;
- 5.2.2. conduct the legal business of the Church, such as purchase of property, the securing of mortgages, the purchase of insurance, etc.;
- 5.2.3. be the custodians of all legal and business documents in connection with the church and its property;
- 5.2.4. oversee the overall finances and expenditure of Church funds in general accordance with the approved annual budget; and may authorize new expenditures for emergencies not covered in the annual budget up to a maximum limit as approved by the church Membership each year, and to report such additional expenditures at the next Community Gathering;
- 5.2.5. review the Treasurer's annual report and appoint an Auditor subject to yearly ratification by congregational vote, to review this report together with all church books and those of any organization connected with the church; and
- 5.2.6. approve any recommendation of the Human Resources Ministry Team for the hiring of all staff (excluding Pastoral Staff).

5.3. QUALIFICATIONS OF DIRECTORS

Each Director shall, at the time of election or appointment and remain throughout the term of office:

- 5.3.1. be a Member of the Corporation who is qualified by the terms of this section 6.3 to hold office;
- 5.3.2. be at least thirty (30) years of age, a mature Christian and has the experience to fulfill the responsibilities of 5.2 above;
- 5.3.3. not be an undischarged bankrupt or a mentally incompetent person;
- 5.3.4. be a present member of the Council of Elders.

If a person ceases to be qualified by the terms of this section 5.3 to hold office, or becomes bankrupt or a mentally incompetent person, the person thereupon ceases to be a Director, and the vacancy so created may be filled in the manner prescribed by section 5.5 and 5.6.

5.4. TERM OF OFFICE OF DIRECTORS

Directors shall be elected for a term of three (3) year by the church membership at a Community Gathering in June each year.

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5.5. NOMINATION OF DIRECTORS

Candidates for the office of Director shall include the slate of candidates for office approved and nominated by the Council of Elders from within their own ranks, excluding those Elders who hold paid Pastoral Staff positions in the Corporation.

5.6. ELECTION OF DIRECTORS

- 5.6.1. Directors, subject to the provisions of section 5.3, shall be elected in the manner set out in the sub-articles below:
- 5.6.2. Each Director, subject to the provisions of the Letters Patent and the Supplementary Letters Patent, shall hold office their successor has been elected or appointed or the Director resigns or is removed from office pursuant to the provisions of section 5.8.
- 5.6.3. At each Community Gathering in June each year, a number of Directors equal to the number of Directors retiring shall be elected for the term of office established as per sections 5.1. and 5.4.
- 5.6.4. A Director, who has served a full term, is eligible for re-election.

5.7. VACANCIES OF DIRECTORS

As long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the Directors from among the non-staff Elders, following the recommendation of the Council of Elders and ratified by a two-thirds (2/3) vote by the church membership.

5.8. REPLACEMENT OF DIRECTORS

- 5.8.1. The Members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a Community Gathering of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of the term of office, and may, by a majority of the votes cast at that meeting, elect any other Elder who has been nominated by the Council of Elders to hold the office in the place and instead of the person removed for the remainder of term of the removed Director.
- 5.8.2. In the event that no new Director is elected at the meeting, the Board of Directors may appoint another non-staff Elder to fill the vacancy for the remainder of the term of the removed Director.

5.9. REMUNERATION OF DIRECTORS

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of a Director; provided that a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Directors' duties.

5.10. POWER TO AUTHORIZE EXPENDITURES

- 5.10.1. The Board of Directors shall have power to authorize expenditures on behalf of the Corporation within limits approved by the church congregation for the purpose of furthering the objects of the Corporation.
- 5.10.2. The Board of Directors shall have the power to enter into a trust arrangement with a Trust Company or other financial institution for the purpose of creating a trust fund in which

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the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

5.11. BORROWING POWERS

5.11.1. POWER TO AUTHORIZE BORROWING

Subject to the pre-authorization of the church Membership and to the limitations set out in section 5.11.2 and otherwise in the By-Laws, the Board of Directors of the Corporation may from time to time:

- 5.11.1.1. borrow money on the credit of the Corporation;
- 5.11.1.2. issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
- 5.11.1.3. charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
- 5.11.1.4. delegate the powers conferred on the Board of Directors under this paragraph to such officer or officers of the Corporation and to such extent and in such manner as the directors shall determine.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its Directors or Officers independently of this By-law.

5.11.2. LIMIT TO BORROWING POWER

- 5.11.2.1. Except where the Corporation borrows on the security of its real or personal property, the Board borrowing power shall be limited to borrowing money for current operating expenses.
- 5.11.2.2. The Board may not borrow for any reason or reasons other than in aid of the charitable objectives of the Corporation;
- 5.11.2.3. More specifically, the Board may not borrow under any circumstances, in aid of the needs of any individual or individuals, whether associated with the Corporation, such as Directors, Elders, Deacons or Deaconesses, Members or not.

5.11.3. SPECIFIC BORROWING AUTHORITY

From time to time the Board may authorize any Director, Officer or employee of the Corporation or any other Person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given thereof, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

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ARTICLE VI - PASTORS

6.1. DUTIES & RESPONSIBILITIES OF PASTORS

- 6.1.1. The Lead Pastor shall be the spiritual overseer of the Church in partnership with the Council of Elders and shall direct all of its activities. The Lead Pastor shall have charge of the spiritual work of the Church and shall be accountable to the Council of Elders;
- 6.1.2. The Lead Pastor shall provide for all the services of the Church, and no person shall be invited to speak or preach to the Congregation without the Lead Pastor's and/or Elders' approval.
- 6.1.3. The Lead Pastor shall be an ex-officio member of all Leadership Teams and Ministries;
- 6.1.4. A detailed description of the work of other Pastoral staff e.g. Associate Pastor, Assistant Pastor, Youth Pastor, Worship Pastor, Interim Pastor, Pastor Emeritus, etc. will be determined by the Lead Pastor in consultation with the Council of Elders.

6.2. QUALIFICATIONS OF PASTORS

The Pastor(s) shall meet the requirements of an Elder, be sufficiently trained at Seminary level, have an ordination in process or an ordination approved by the CBOQ, demonstrated a call to pastoral ministry and expressed a commitment to the local church. The Pastor or Pastors shall be called by the Church to provide full-time or part-time work for the Church and its Ministry.

6.3. CONCURRENCE WITH STATEMENT OF FAITH AND BYLAWS

All Pastoral staff shall concur with and be subject to the Statement of Faith and this governing By-Law. Such concurrence must be confirmed prior to the presentation of any Pastoral candidate's name to the church.

6.4. PROCEDURE FOR FILLING A PASTORAL VACANCY (TO BE COMPLETED)

- 6.4.1. The Council of Elders will establish that a Pastoral vacancy needs to be filled.
- 6.4.2. The Council of Elders will then seek nominations of candidates for the Pastoral Search Committee from the church membership. The nominations received will be reviewed by the Council of Elders and a slate of candidates that represent the diversity of the church, , will be voted on by the church membership at a specially convened Community Gathering.
- 6.4.3. The newly created Pastoral Search Committee including two (2) representatives from the Council of Elders will then be blessed and commissioned by the Council of Elders and the church congregation and will be provided with a copy of the CBOQ guidelines on the standards & procedures (including confidentiality) of the Pastoral Search Committee will be made available for it's use.
- 6.4.4. Only one name shall be presented to the church at any one time by the Pastoral Search Committee. A call shall be extended only as the result of a 90 percent majority at a duly called business meeting. Vote shall be by secret ballot. Scrutineers shall be appointed at the meeting.

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6.5. EXTENDING THE CALL TO A PASTOR

Following a favourable vote by the church, the Pastoral Search Committee shall instruct the Corporation Secretary to write a letter extending the official call, outlining the terms and conditions of the call in detail. All information on this calling should be placed in the church archives.

6.6. RESIGNATION OF PASTORS

The Lead Pastor may resign by giving a minimum of six (6) months written notice to the Corporation Secretary and the Chair of the Council of Elders. Any other Pastors may resign by giving three (3) month's written notice to the Lead Pastor and the chair of the Council of Elders.

6.7. DISPUTES WITH PASTORS

- 6.7.1. All dispute with a pastor(s) will be resolved by discussions with the Council of Elders, following the CBOQ guidelines and in accordance with the manner prescribed by scripture in Matthew 18:15-17 and Deuteronomy 19:15-20. (2 Corinthians 13:1, 1 Timothy 5:19-20)
- 6.7.2. If the severity of the dispute or an inability to find a resolution warrants it, the guidance and/or the mediation of the CBOQ shall be sought.

6.8. REMOVAL OF PASTORS FROM OFFICE

The Pastor(s) may be removed from office:

- 6.8.1. if the Pastor(s) no longer qualifies for membership under section 4.1; or
- 6.8.2. if the Pastor's termination from membership is upheld by a majority vote of the Members under section 4.7; or
- 6.8.3. if the Pastor(s) is disqualified from holding the office of an Elder under sections 5.3; or
- 6.8.4. if the Pastor(s) is disqualified for cause, as stated in subsections 6.8.1 and/or 6.8.3, by a two-thirds (2/3) vote taken of the Elders present at a regular or special meeting of the Council of Elders, provided that at least two-thirds (2/3) of all Elders eligible to vote on the matter are present at the meeting. The Pastor may appeal the decision of the Elders by the process stated in section 4.7.
- 6.8.5. For greater clarity on subsections 6.8.1 to 6.8.4, if the Pastor has been found to no longer qualify for membership, and/or for serving in the office of Elder or Pastor, he will henceforth cease to be employed as the Pastor and his employment as Pastor is considered terminated, subject to terms of employment.

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ARTICLE VII - COUNCIL OF ELDERS

7.1. COUNCIL OF ELDERS

- 7.1.1. There shall be a Council of Elders composed of the full-time Pastoral Staff and elected Elders from the Members of the Corporation. They are chosen to serve the Congregation, assist and give spiritual oversight assistance to the Pastor(s) as spiritual leaders in all matters, and in the ministry of its ordinances and be accountable to the church membership.
- 7.1.2. They shall act in the examination of applicants for membership, in visitation, ministering the Word, praying for the sick, instructing and teaching, and also in administering the discipline of the Church.
- 7.1.3. They shall choose or appoint within their own ranks the number of candidates (3) to serve on the Board of Directors, to be ratified by a 2/3rd majority vote by the church membership.
- 7.1.4. Each year at the first regular meeting of the Council of Elders, they shall elect from among their number, by secret ballot, a Chair who shall not be a paid member of staff. The incumbent Chair is eligible for re-appointment.

7.2. ELECTION OF ELDERS

- 7.2.1. An Elder is called by the Holy Spirit, recognized and approved for nomination by the Lead Pastor and the Elders, after having been an active Member of the Corporation for at least three (3) years, and set into office by the laying on of hands by the Elders in the presence of the Congregation.
- 7.2.2. Any Elder or Ministry leaders may make a recommendation to the Chair of the Council of Elders or the Lead Pastor that a Member be considered for the office of Elder. Any prospective new Elder shall be nominated if such a person received at least two-thirds (2/3) of the votes of all Elders eligible to vote on the matter.
- 7.2.3. The nominated Elder shall be ratified by at least two-thirds (2/3) of the votes of the Members in a Community Gathering. In the event that the results of the vote are inconclusive, the question shall be deemed to have failed.
- 7.2.4. Prior to the Members' voting to ratify a nominated Elder, the name of the candidate shall be announced to the Congregation at least two (2) weeks prior to the date of the vote. All those who know of any reason or reasons as to why the prospective new Elder should not be appointed to such office should inform the Chair of the Council of Elders or the Lead Pastor immediately and in writing of such reason or reasons.

7.3. QUALIFICATIONS OF ELDERS

7.3.1. MORAL QUALIFICATIONS

- 7.3.1.1. An Elder is to be blameless (good reputation). 1Tim.3:2; Titus 1:6
- 7.3.1.2. An Elder must be temperate (exhibiting self-control). 1Tim. 3:2; Titus 1:8
- 7.3.1.3. An Elder is to be sober (wisdom and sound mind). 1Tim.3:2; Titus 1:8
- 7.3.1.4. An Elder must be of good behaviour (orderly and modest). 1Tim.3:3
- 7.3.1.5. An Elder is not to be given to much wine. 1Tim.3:3; Titus 1:7

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- 7.3.1.6. An Elder is not to be a striker (no physical displays). 1Tim.3:3; Titus 1:7
- 7.3.1.7. An Elder is not to be greedy of money. 1Tim.3:3; Titus 1:7
- 7.3.1.8. An Elder is not to be quarrelsome (not to be quick tempered). 1Tim.3:3; Titus 1:7
- 7.3.1.9. An Elder is not to be covetous. 1Tim.3:3
- 7.3.1.10. An Elder is not to be self-willed (not to be inconsiderate of others). Titus 1;7
- 7.3.1.11. An Elder is to be a lover of good. Titus 1:8
- 7.3.1.12. An Elder must strictly follow the Bible teachings in social relationships. E.g. fornication or adultery is forbidden. Rom. 1:28-32; Matt. 19:9; homosexuality is forbidden. Rom. 1:24-27; polygamy is forbidden. 1Tim.3:2; Titus 1:6; unlawful union is forbidden. 1 Cor 7: 8-16

7.3.2. DOMESTIC QUALIFICATIONS

- 7.3.2.1. An Elder is to be hospitable (empathetic to and lover of strangers outside his inner circle). 1Tim.3:2; Titus 1:3
- 7.3.2.2. An Elder is to rule their own house well (family leadership). 1Tim.3:4-5; Titus 1:6

7.3.3. SPIRITUAL QUALIFICATIONS

- 7.3.3.1. An Elder must be able to teach. 1Tim. 3:2
- 7.3.3.2. An Elder is not to be a novice or young convert. 1Tim. 3:6
- 7.3.3.3. An Elder must be of good report among the unsaved, 1Tim, 3:7
- 7.3.3.4. An Elder is to be just, full of wisdom, Titus 1:8; Acts 6:3
- 7.3.3.5. An Elder is to be holy, full of the Holy Spirit. Titus 1: 8; Acts 6:3
- 7.3.3.6. An Elder must hold fast the faithful Word. Titus 1:9
- 7.3.3.7. An Elder must be able to exhort and convince in sound doctrine. Titus 1:9
- 7.3.3.8. An Elder must be patient and honorable. 1Tim.3:3; 3:8

7.4. DUTIES & RESPONSIBILITIES OF ELDERS

The Elders shall be the spiritual overseers of the Church and shall be active in the three main areas of overseeing, shepherding and instructing, as well as ministry responsibilities as per the following:

7.4.1. OVERSEEING

Overseeing means to be over, to superintend, to preside over, to care for, to give attention to, with a proper servant's spirit and attitude. This overseeing may at times call for the exercise of discipline in the best interest of the souls of the people. As overseers, Elders stand accountable before God for the state of the Congregation.

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7.4.2. SHEPHERDING

Shepherding, means tending the flock of God:

- 7.4.2.1. Feeding the flock. Acts 20:28
- 7.4.2.2. Watching out for wolves. Acts 20:29-31
- 7.4.2.3. Helping the weak. Acts 20:35
- 7.4.2.4. Ministering to the sick. James 5:14-15
- 7.4.2.5. Walking before the sheep with good example spiritually, morally and in social relationships. 1 Pet. 5:3

7.4.3. INSTRUCTING

Instructing means to teach or instruct the Church; to give stability and unity among the Congregation, firmly based on the Word of God, convincing opposers. Priority should be placed on the Elders coming to a place of unity on questionable areas so that they can speak as one voice.

7.4.4. MINISTRY RESPONSIBILITIES:

Specifically, Elders (and their Designates) are responsible to oversee the following Ministry responsibilities including any monetary requirements needed to carry out these responsibilities as reflected in the church annual budget:

- 7.4.4.1. Worship
- 7.4.4.2. Community & Care Groups, including shut-ins
- 7.4.4.3. Christian Education for all ages
- 7.4.4.4. Missions & Evangelism
- 7.4.4.5. Pastoral Search
- 7.4.4.6. Building Initiatives
- 7.4.4.7. Nominations to Council of Elders, Directors, Deacons, Care Group Leaders and other Leadership Teams

7.4.5. ADMINISTRATIVE RESPONSIBILITIES:

In addition, Elders have the following administrative responsibilities:

- 7.4.5.1. to exercise overall responsibility for the administration and operations of the Church.
- 7.4.5.2. to formulate and recommend Policy Statements as defined to the Membership and to provide spiritual leadership to the Church
- 7.4.5.3. to ensure that resolution of conflicts and disciplining of Members of the Church follow the Conflict Resolution and Discipline guidelines of CBOQ and are conducted in compliance with all aspects of Biblical guidelines such as those provided in Matthew 18:15-17, etc.
- 7.4.5.4. to undertake regular performance reviews / appraisals of the Lead Pastor and other Pastors of the Church

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7.5. QUORUM

Except as stated elsewhere in this By-Law where at least two-thirds (2/3) of all Elders eligible to vote on the matter are required to be present, a quorum for the transaction of any matter at meetings of the Council of Elders shall be at least two-thirds (2/3) of all the members of the Council of Elders, and no matter shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

7.6. VOTING AT ELDERS' COUNCIL

- 7.6.1. Each Elder shall have one (1) vote on all questions arising at any meeting of the Council of Elders.
- 7.6.2. Except as stated elsewhere in this By-Law, questions arising at any meeting of the Council shall be decided by a majority vote of those Elders present at the meeting and eligible to vote on the matter. In the case of an equality of votes, the question shall be deemed to have been lost.
- 7.6.3. At all meetings of the Council, every question shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any Elder.

7.7. TERM OF OFFICE FOR ELDERS

- 7.7.1. An Elder shall be elected for a three (3) year term and shall serve, as long as he does the work of an Elder, unless he voluntarily withdraws from the position, or in some way disqualifies himself by not meeting the same qualifications that were initially required, or, in the case of non-staff Elders, is removed by a petition signed by two (2) Elders and supported by at least two-thirds (2/3) of all Elders eligible to vote on the matter.
- 7.7.2. The Pastor or Associate Pastor will cease to be an Elder upon termination of his employment with the Church, unless the Council of Elders specifically upholds his appointment as an Elder, past the date on which the Elder ceases to be employed with the Church and the congregation is informed accordingly.
- 7.7.3. An Elder's stay in office shall be for a maximum of two (2) consecutive terms.

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ARTICLE VIII - DEACONS

8.1. Deacons shall function under the general oversight of the elders and be responsible to them and to the church. They shall perform various services of a practical nature as directed by the Pastor and the Elders. For the purpose of simplicity, any reference to "Deacon" in this section will also apply equally to the office of the Deaconess.

8.2. DUTIES & RESPONSIBILITIES OF DEACONS

The Deacon's main function is the performance of various services of a practical nature in the Church. Specifically, Deacons shall participate in the preparation of the annual budgets needed to oversee the following areas /responsibilities:

- 8.2.1. Gateway Ministries, Ushers and Greeters
- 8.2.2. Property Management including Custodian, Building maintenance, Parking, Snow Removal etc.
- 8.2.3. Communication and Church Website
- 8.2.4. Technical Services including Audio-Visuals, Audio/Video Recording, Taping, Music Ministry Equipment
- 8.2.5. Event Management
- 8.2.6. Fellowship (Food Services)
- 8.2.7. Church Facilities including Nursery, Library,
- 8.2.8. Transportation
- 8.2.9. Communion Preparation

They shall have also authority to spend specific emergency amounts needed for the above areas, within a pre-determined maximum limit approved by the Church membership each year.

8.3. QUALIFICATIONS OF DEACONS

8.3.1. MORAL QUALIFICATIONS OF DEACONS

- 8.3.1.1. Not double-tongued. 1Tim. 3:8
- 8.3.1.2. Not given to much wine, 1Tim. 3:8
- 8.3.1.3. Not greedy of money, 1Tim. 3:8
- 8.3.1.4. Blameless (above reproach). 1Tim. 3:10
- 8.3.1.5. Proven (already living the life of a servant). 1Tim. 3:10
- 8.3.1.6. A Deacon must strictly follow the Bible teachings in social relationships. E.g. fornication or adultery is forbidden. Rom. 1:28-32; Matt. 19:9; homosexuality is forbidden. Rom. 1:24-27; polygamy is forbidden. 1Tim. 3:12; unlawful union is forbidden. 1 Cor 7: 8-16

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8.3.2. DOMESTIC QUALIFICATIONS OF DEACONS

8.3.2.1. Overseeing his or her own house well. 1Tim. 3:12 13.4.3

8.3.3. SPIRITUAL QUALIFICATIONS

8.3.3.1. Full of the Holy Spirit. Acts 6:3

8.3.3.2. Full of wisdom. Acts 6:3

8.3.3.3. Honorable. 1Tim. 3:8

8.3.3.4. Holding the mystery of the faith in a pure conscience. 1Tim. 3:9

8.4. ELECTION OF DEACONS

8.4.1. Names of members to the office of Deacons may be submitted by any member of the congregation to the Chair of the Board of Deacons or to the Pastors.

8.4.2. In order for any person to be considered for the office of Deacon, the candidate must have been an active Member of the Corporation for a period of at least two (2) years.

8.4.3. Candidates whose names have been submitted shall be approved by the Board of Deacons and then by the Council of Elders by a margin of at least two-thirds (2/3).

8.4.4. The candidate approved by the Elders shall be ratified by at least two-thirds (2/3) of the church Membership at the annual Community Gathering.

8.4.5. The elected Deacon will then be set apart by the laying on of hands of the Pastor(s) and the Elders in the presence of the Congregation.

8.5. TERM OF OFFICE OF DEACONS

8.5.1. The Deacon will remain a Deacon as long as he or she does the work of a Deacon and as long as he or she is qualified under the original requirements for that office. A Deacon may serve a maximum of 2 consecutive terms of 3 years each.

8.5.2. A Deacon may voluntarily withdraw from the office or when deemed unfit be removed from it by a 2/3 majority vote at any regular or special meeting of the Council of Elders and ratified by a simple majority vote of the congregation at a special meeting called for this purpose.

8.5.3. Each year at the first regular meeting of the Board of Deacons they shall appoint from among their number a chairperson who shall not be a paid member of staff. The incumbent chair is eligible for re-appointment, for a maximum of 2 consecutive years.

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ARTICLE IX - OFFICERS

The Officers of the Corporation will serve such legal or business purposes as may be required by the Letters Patent or the Act in the conduct of the affairs of the Corporation. They shall be as nominated by the Board of Directors and ratified by Congregational vote annually as listed below:

9.1. PRESIDENT

9.1.1. QUALIFICATIONS OF THE PRESIDENT:

The President shall be a Director of the Corporation.

9.1.2. RESPONSIBILITIES & DUTIES OF THE PRESIDENT:

The President shall:

- 9.1.2.1. be the chief executive officer of the Corporation unless otherwise determined by resolution by the Board of Directors.
- 9.1.2.2. be vested with and may exercise all the powers and perform all the duties of the Chairperson of the Board.

9.1.3. TERM OF OFFICE OF THE PRESIDENT:

The President shall be elected annually. The maximum consecutive terms of office shall be three (3).

9.2. CORPORATE SECRETARY

9.2.1. QUALIFICATIONS OF THE CORPORATE SECRETARY

The Corporate Secretary must be an active member, in good standing, of the church.

9.2.2. RESPONSIBILITIES & DUTIES OF THE CORPORATE SECRETARY

The Corporate Secretary shall:

- 9.1.2.2.1. be responsible to the church through the direction of the Board of Directors and Council of Elders;
- 9.1.2.2.2. keep an accurate record of the proceedings of the church in its meetings for business;
- 9.1.2.2.3. keep a register of all members of the church;
- 9.1.2.2.4. conduct all correspondence related to affairs of the Corporate;
- 9.1.2.2.5. execute any document to be signed by the Corporate Secretary as required
- 9.1.2.2.6. take responsibility for the careful preservation of all church records.

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9.2.3. TERM OF OFFICE OF THE CORPORATE SECRETARY

The Corporate Secretary shall be elected annually. The maximum consecutive terms of office shall be three (3).

9.3. TREASURER AND ASSISTANT TREASURER

9.3.1. QUALIFICATIONS OF THE TREASURER

The Treasurer and Assistant Treasurer must be active Members, in good standing, of the church and preferably with a background or experience in Accounting.

9.3.2. RESPONSIBILITIES & DUTIES OF THE TREASURER

The Treasurer shall:

- 9.3.2.1. protect MCBC's Charitable Corporation status according to the Canada Revenue Agency (CRA);
- 9.3.2.2. be accountable to the church through the oversight of the Board of Directors and the Church Finance Team;
- 9.3.2.3. make a report to the Board of Directors at their regular meeting and seek their guidance;
- 9.3.2.4. make a detailed financial statement to congregation at each quarterly business meeting;
- 9.3.2.5. keep a true and accurate book of accounts and record all disbursements, receipts, etc. as required in normal accounting practice and under law;
- 9.3.2.6. pay all approved accounts;
- 9.3.2.7. issue cheques on behalf of the church after obtaining proper signatures as required by the bank and as approved by the Board of Directors;
- 9.3.2.8. submit an annual report to the Board of Directors and shall present the audited treasurer's report to the church for acceptance at the annual business meeting;
- 9.3.2.9. be responsible for filling out government forms e.g. income taxes, rebates, Form One, etc., and maintain all financial records as directed by CRA

9.3.3. RESPONSIBILITIES & DUTIES OF THE ASSISTANT TREASURER

- 9.3.3.1. The Assistant Treasurer shall carry out any of the above responsibilities (see section 8.2.2.2 as delegated by the Treasurer;
- 9.3.3.2. In the event of the incapacity of the Treasurer to carry out the duties of the Treasurer, the Board of Directors will turn over these duties to the Assistant Treasurer until such time the Treasurer is able to assume the position or a new Treasurer is elected.

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9.3.4. TERM OF OFFICE OF THE TREASURER AND ASSISTANT TREASURER

The Treasurer and Assistant Treasurer shall be elected annually.

9.4. ENVELOPE SECRETARY

9.4.1. QUALIFICATIONS OF THE ENVELOPE SECRETARY

The Envelope Secretary must be an active Member, in good standing, of the church.

9.4.2. RESPONSIBILITIES & DUTIES OF THE ENVELOPE SECRETARY

The Envelope Secretary shall:

- 8.2.4.2.1. be responsible to the church through the direction of the Board of Directors and the Treasurer;
- 8.2.4.2.2. make an accurate accounting of all allocations designated on the offering envelopes and balance their sum total with the amount deposited.
- 8.2.4.2.3. maintain accurate records of the contributors, their contributions and any designation requested
- 8.2.4.2.4. provide official receipts for all contributions during the fiscal year who have given \$10.00 or more to the church, where possible; and
- 8.2.4.2.5. keep the envelope record book, name cards and duplicate receipts for seven (7) years or as required by Canadian Revenue Agency.

9.4.3. TERM OF OFFICE OF THE ENVELOPE SECRETARY

The Envelope Secretary shall be elected annually.

9.5. APPOINTMENT OF OTHER OFFICERS

- 8.2.5.1. The offices provided for in this section shall be to serve such legal or business purposes as may be required by the Letters Patent or the Act or such as may from time to time be or become necessary in the conduct of the affairs of the Corporation.
- 8.2.5.2. The Council of Elders may from time to time appoint such other Officers as it considers expedient, to hold office at the pleasure of the Council, the duties and remuneration of whom shall be such as the terms of their engagement call for or as the Council of Elders prescribes, in agreement with the Board of Directors, to be ratified by a two-third (2/3) vote by the church Membership.

9.6. VACANCIES OF OFFICERS

- 8.2.6.1. Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

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- 8.2.6.1.1. the officer's resignation or retirement;
- 8.2.6.1.2. the appointment by the Council of Elders of a successor;
- 8.2.6.1.3. the officer's removal;
- 8.2.6.1.4. the officer's death.

9.6.3.2. If the office of any officer of the Corporation shall be or become vacant, the Council of Elders, in consultation with the Board of Directors may appoint an Elder or a Director to fill the vacancy on an interim basis by resolution.

9.7. DELEGATION OF OFFICERS' DUTIES

In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Council of Elders may deem sufficient, the Council of Elders, in consultation with the Board of Directors, may delegate all or any of the powers of any such Officer to any other Officer or to any Elder or Director for the time being.

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ARTICLE IX - MINISTRY LEADERSHIP

10.1. MINISTRY LEADERSHIP TEAMS

- 10.1.1. There may be various Ministry Leadership Teams for such purposes as the Council of Elders may determine from time to time by resolution.
- 10.1.2. Ministry Leadership Teams will be appointed for fixed terms of three (3) years.
- 10.1.3. All 'spiritual' ministries such as Worship Arts, Care Groups, Christian Education, Prayer, Missions and Evangelism ministries will be under the leadership of the Pastors and the Council of Elders.
- 10.1.4. All 'practical' ministries such as Ushering, Property Management, Communications & Web-site, Event Management, Fellowship etc. will be under the leadership of the Board of Deacons
- 10.1.5. Corporate ministries such as Finance and Human Resources and Legal will be under the leadership of the Board of Directors
- 10.1.6. The Council of Elders may, from time to time by resolution, in consultation with the Board of Deacons and the Board of Directors, combine the work of two or more Ministry Leadership Teams under such name as the Council of Elders shall select; and may permit any Ministry Leadership Team to be inactive.
- 10.1.7. The Council of Elders may, from time to time, in consultation with the Board of Deacons and the Board of Directors develop and introduce a Ministry Manual to provide the operational & procedural details of how the directions and guidelines for various ministries are implemented.
- 10.1.8. In addition, there may be such ad-hoc Leadership Teams for such purposes as the Council of Elders may determine from time to time by resolution. The existence of each such ad-hoc Leadership Teams shall be terminated automatically upon;
 - 10.1.8.1. the delivery of its report;
 - 10.1.8.2. the completion of its assigned task;
 - 10.1.8.3. a change in the membership of the Council of Elders by which it was constituted; or
 - 10.1.8.4. a resolution to that effect by which it was constituted;
 - 10.1.8.5. whichever first occurs.

Provided however that, in the case of termination pursuant to subsection 9.1.8.2, the Council of Elders, may by resolution continue such ad-hoc Leadership Teams.

10.2. RULES GOVERNING MINISTRY LEADERSHIP TEAMS

Except as otherwise provided by By-Law of the Corporation, all Ministry Leadership Teams are subject to the following rules:

- 10.2.1. a Chair-person and team members shall be appointed by the Council of Elders

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from among the Members of the Church who are qualified to hold office by their ability, calling and desire to serve;

- 10.2.2. subject to any rules established by the Council of Elders, each Ministry Leadership Team may establish its own rules of procedure.

10.3. SPECIAL COMMITTEES

From time to time, under particular circumstances, the church may create Special Committees which are responsible to the church and report directly to the church, which have one specific and defined purpose and which function generally outside of the normal administrative structures. Two such special committees are:

10.3.1. Pastoral Search Committee:

This committee is created at the time when a Pastor is required by the church. Its sole purpose is to evaluate the needs and requirements of the church, to interview and investigate potential candidates, and to present one candidate to the church for consideration.

10.3.2. Building Committee

This committee is created at the time that the church is considering expansion or major renovation of its physical facilities. Its sole purpose is to evaluate the needs and requirements of the church, to investigate alternative plans and options, to investigate the resources, both financial and structural, that are required, and to propose a course of action for the church.

The structure and composition of these special committees will be determined at the time of their creation. The term of office of these special committees are for the duration of the need for which the committee was created.

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ARTICLE XI - MEETINGS

11.1. MEETING OF THE BOARD OF DIRECTORS

11.1.1. CALLING MEETINGS

Meetings of the Board of Directors may be held at any place within or outside City of Mississauga, as designated in the notice calling the meeting. Meetings of the Board of Directors may be called by the Corporate Secretary or the Chair of the Board of Directors.

11.1.2. NOTICE OF MEETINGS

11.1.2.1. Subject to the provisions of section 10.1.3, notice of Board meetings shall be given to each Director, the Chair and Vice-Chair of the Council of Elders and to the Lead Pastor by one of the following methods:

- by telephone, facsimile, email or other electronic method not less than five (5) days before the meeting is to take place; or
- by prepaid letter post or by notice deposited in the mail box of the Directors at the head office of the Corporation, not less than seven (7) days before the meeting is to take place

11.1.2.2. The statutory declaration of the Corporate Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

11.1.3. REGULAR MEETINGS

Regular meetings of the Board shall be held at least once during each six (6) months of each year at a place and time named. The Board shall hold a meeting within thirty (30) days following the Community Gathering in June each year for the purpose of organization, the election and appointment of Officers, and the transaction of any other business necessary, to fulfill the duties of the Board.

11.1.4. VOTING

11.1.4.1. Each Director shall have one (1) vote on all questions arising at any meeting of the Board. Questions arising at any meeting of the Board shall be decided by unanimity or defer to a subsequent meeting where a majority vote (2) shall settle the undecided questions.

11.1.4.2. In the case of an equality of votes, the question shall be deemed to have been lost. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the chair or requested by any

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Director.

- 11.1.4.3. A declaration by the chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

11.1.5. WRITTEN RESOLUTIONS

Subject to the Act, a resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is as valid as if it had been passed at a meeting of Directors called, constituted and held for that purpose.

11.2. MEETINGS OF MEMBERS (COMMUNITY GATHERING)

11.2.1. COMMUNITY GATHERINGS

Community Gatherings will be held normally in February (Annual Meeting), June, September, and November. General agenda items for these are as mentioned below. In addition, specific, special or urgent items may be added as needed.

- 11.2.1.1. in February, Annual Reports from activities of the previous year and Financial statements.
- 11.2.1.2. in June, activity reports, the Auditor's Report and appointment of Auditors for the coming year; and elections of new Elders, Deacons, Directors and Officers;
- 11.2.1.3. in September, plans for the coming year, financial updates and budget adjustments, if required;
- 11.2.1.4. in November, approval of the Budget for the following year and Ministry reports as required

11.2.2. OTHER COMMUNITY GATHERINGS

- 11.2.2.1. At the request of a majority of the Elders, or upon the written request of at least twenty-five percent (25%) of the Members, other Special Community Gatherings shall be called and convened by the Chair of the Council of Elders within thirty (30) days of the request.

11.2.3. NOTICE OF COMMUNITY GATHERINGS

Notice of all Community Gatherings shall be given to Members by notice at a Church service at least two (2) weeks prior to the date of the Community Gathering. The notice for all Community Gatherings shall include the date, time, place and general purpose of the meeting.

11.2.4. OMISSION OF NOTICE OF COMMUNITY GATHERINGS

The accidental omission to give notice of any Community Gatherings or any irregularity in the notice of any Community Gathering or the non-receipt of any notice by any Member or by the auditor of the Corporation shall not invalidate any Resolution passed or any proceedings taken at any Community Gathering, provided that no more than

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seven (7) Members object to such omission or irregularity.

11.2.5. QUORUM FOR COMMUNITY GATHERINGS

11.2.5.1. A quorum for all Community Gatherings shall be constituted by twenty five percent (25%) of the total Voting Members of the Church present in person or represented by proxy immediately prior to the time of the meeting in question. No business shall be transacted at any meeting unless the requisite quorum is present at the time for the transaction of such business.

11.2.5.2. If a quorum is not present at the time appointed for a Community Gathering or within such reasonable time thereafter as the Members present may determine, the Persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 4.0 above with regard to notice shall apply to such adjournment.

11.2.6. PROXIES FOR COMMUNITY GATHERINGS

11.2.6.1. Proxy may be used only to establish a quorum for a Community Gathering. A proxy shall be executed by the Member. No more than 25% of the quorum can be by proxies.

11.2.6.2. A proxy may be in the following form:

"I, {NAME OF MEMBER}, appoint {NAME OF PROXY}, to attend on my behalf, at the meeting of the Members of Mississauga City Baptist Church to be held on _____ day of , 20 , and at any adjournments of such meeting.

DATED the _____ day of _____, 20

Signature of Member _____

11.2.6.3. The Council of Elders may from time to time make rules regarding the lodging of proxies at some place or places other than the place at which a Community Gathering or adjourned Community Gathering is to be held and to determine particulars of such proxies being cabled, telegraphed, emailed or sent by facsimile or in writing before the Community Gathering or adjourned Community Gathering to the Church.

11.2.6.4. The Chair may, subject to any rules made as aforesaid, in the Chair's discretion, accept telegraphic or cable or email or facsimile or written communication as to the authority of any Person claiming to represent a Member notwithstanding that no proxy form as stated above conferring such authority has been lodged with the Church. Such telegraphic or cable or email or facsimile or written communication accepted by the Chair shall be valid and shall be counted.

11.2.7. PROCEDURAL CHAIRPERSON FOR COMMUNITY GATHERINGS

The procedural Chair of the Community Gatherings will be designated by the Council of

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Elders.

11.2.8. VOTING PROCEDURES AT COMMUNITY GATHERINGS

- 11.2.8.1. At all Community Gatherings, 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 the General Operating By-law. In the case of an equality of votes, the motion shall be deemed to have been lost.
- 11.2.8.2. Votes at any Community Gathering must be given personally. At every Community Gathering at which a Member is entitled to vote, every Member present shall have one (1) vote.
- 11.2.8.3. Every question submitted to any Community Gathering 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 Chair shall either by a show of hands or by secret ballot, as applicable, has the casting vote.
- 11.2.8.4. At any Community Gathering, unless a secret ballot is provided, a declaration by the Chair 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.
- 11.2.8.5. A secret ballot may be held either upon the decision of the Chair or upon request of any Member and shall be taken in such manner as the Chair directs. The result of a secret ballot shall be deemed to be the decision of the Community Gathering at which the secret ballot was held. A request for a secret ballot may be withdrawn.

11.2.9. PROCEDURAL CODE FOR COMMUNITY GATHERINGS

The rules of procedure for Community Gatherings shall be guided by the Robert's Rules of Order.

11.2.10. ADJOURNMENT OF COMMUNITY GATHERING

The Chair may with the consent of the Members adjourn the Community Gathering 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 Community Gathering which might have been brought before or dealt with at the original Community Gathering in accordance with the notice calling the same.

11.2.11. OTHER MEMBER MEETINGS

No Member or Members shall be entitled to call and hold any private or secret church business meetings without the knowledge and consent of the Pastor and the Council of Elders.

11.3. MEETINGS OF COUNCIL OF ELDERS

The Council of Elders shall meet monthly amongst themselves. In addition, they will meet periodically with Deacons, Directors and Officers as required to discuss various issues, including:

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- obtain reports on Deacon activities;
- expand on progress, direction and overall vision;
- review areas of common responsibilities or to assign new responsibilities; and
- address any necessary issues.

11.4.MEETINGS OF THE CHURCH COUNCIL

- 11.4.1. The Council of Elders shall also meet will all Directors, Deacons, Care Group Leaders, & Ministry Teams Leaders, to constitute the MCBC Church Council, where all matters of church life can be discussed and ideas shared in an open dialogue.
- 11.4.2. The Church Council will meet once a year or more frequently, if deemed necessary by the Council of Elders.

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ARTICLE XII - ENACTMENT, AMENDMENTS & REPEAL OF BY-LAWS

12.1. ENACTMENT OF BY-LAWS

By-Laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Act.

12.2. AMENDMENTS TO BY-LAWS

12.2.1. This By-Law may be amended as follows:

12.2.2. The Board of Directors, the Council of Elders or any Member may propose amendments to the By-Laws (such amendments being herein referred to as the "Proposal") by first submitting the Proposal to the Council of Elders in writing.

12.2.3. The Council of Elders shall meet within three (3) months of its receipt and may approve the Proposal upon a vote of two-thirds (2/3) of the votes cast at a meeting of Elders called for the purpose of considering the Proposal. If the Proposal is not approved by the Elders, a written explanation stating why the Proposal cannot be approved will be forwarded to the originator.

12.2.4. Once approved by the Council of Elders, the Proposal shall then be submitted to the Board of Directors, who shall thereafter lay the approved Proposal before the next Annual or General Community Gathering, provided that it has been received by the Board at least thirty (30) days prior to the date of the said Annual or General Community Gathering.

12.2.5. The Members shall consider the Proposal at such Annual or General Community Gathering called for that purpose, provided that notice of and a copy of the Proposal has been delivered to the Members in writing at least fourteen (14) days prior to the date of the meeting.

12.2.6. The By-Law shall be considered to be amended if the Proposal is approved (and without amendment to the Proposal as submitted) by the Members by at least two-thirds (2/3) of the votes cast at the meeting (proxy votes are not allowed).

12.3. REPEAL OF PRIOR BY-LAWS

12.3.1. REPEAL

Subject to the provisions of sections 11.3.2 and 11.3.3 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law heretofore enacted or made are repealed.

12.3.2. EXCEPTION

The provisions of section 11.3.1 shall not extend to any By-Law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

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12.3.3. PROVISO

Provided however that the repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Law, resolution or other enactment.

ARTICLE XIII - INSURANCE, EXECUTION OF DOCUMENTS, BANKING & AUDITORS

13.1. INSURANCE

The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, which insurance shall include:

- 13.1.1. property and public liability insurance;
- 13.1.2. Directors' and Officers' insurance; and may include
- 13.1.3. such other insurance as the Board sees fit from time to time; with coverage limits in amounts per occurrence, with an aggregate maximum limits and with insurers, all as deemed appropriate by the Board from time to time.
- 13.1.4. The Corporation shall ensure that each Director and Officer is added as a named insured to any policy of Directors and Officers insurance maintained by the Corporation.
- 13.1.5. No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.
- 13.1.6. It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defense of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

13.2. LIABILITY EXCLUSION FOR DIRECTORS & OFFICERS

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or Officer of the Corporation shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including willful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Director or Officer or of any other Director or Officer or employee, servant, agent, volunteer or independent contractor arising from any of the following.

- 13.2.1. insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- 13.2.2. insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- 13.2.3. loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;

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- 13.2.4. loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- 13.2.5. loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto; and
- 13.2.6. loss or damage arising from any willful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort

13.3. PRE- INDEMNITY CONSIDERATIONS

Before giving approval to the indemnities provided in section 15.4 herein, or purchasing insurance provided in section 15.1 herein, the Board shall consider:

- 13.3.1. the degree of risk to which the Director or Officer is or may be exposed;
- 13.3.2. whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- 13.3.3. whether the amount or cost of the insurance is reasonable in relation to the risk;
- 13.3.4. whether the cost of the insurance is reasonable in relation to the revenue available; and
- 13.3.5. whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

13.4. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every person (in this section referred to as a "protected person"), including the respective heirs, executors and administrators, estate, successors and assigns of the person, who:

- 13.4.1. is a Director; or,
- 13.4.2. is an Officer of the Corporation; or
- 13.4.3. is in any other leadership role; or
- 13.4.4. has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any Corporation controlled by the Corporation, whether in the person's personal capacity or as a Director or Officer or employee or volunteer of such corporation;

shall be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) to a maximum limit per claim made as established by the Board of Directors from time to time, from and against all costs, charges and expenses which such protected person sustains or incurs:

- 13.4.5. in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such protected person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such protected person, in or in relation to the execution of the duties of such office or in respect of any such liability; or

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- 13.4.6. in relation to the affairs of the Corporation generally;
save and except such costs, charges or expenses as are occasioned by the failure of such protected person to act honestly and in good faith in the performance of the duties of office.

Such indemnity will only be effective:

- 13.4.7. upon the exhaustion of all available and collectible insurance provided to Directors by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
- 13.4.8. providing the Director has carried out all duties assigned to him which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

The Corporation shall also, upon approval by the Board from time to time, indemnify any such protected person, firm or corporation in such other circumstances as any legislation or laws permit or require.

Nothing in this By-Law shall limit the right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

13.5. EXECUTION OF DOCUMENTS

- 13.5.1. All important documents requiring execution by the Corporation may be signed by any two (2) Directors, and all such documents so signed are binding upon the Corporation without any further authorization or formality.
- 13.5.2. The Board of Directors may from time to time appoint any Officer or Officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The Corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.
- 13.5.3. The Board of Directors shall see that all necessary books and records of the Corporation required by the By-Laws of the Corporation or by any applicable statute are regularly and properly kept.

13.6. BANKING ARRANGEMENTS

13.6.1. BOARD DESIGNATE BANKERS

- 13.6.1.1. The Board shall designate, by resolution, the Officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to:
- 13.6.1.2. operate the Corporation's accounts with the banker;
- 13.6.1.3. have the authority set out in the resolution 14.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;

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- 13.6.1.4. issue receipts for and orders relating to any property of the Corporation;
- 13.6.1.5. execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- 13.6.1.6. authorize any Officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

13.6.2. DEPOSIT OF SECURITIES

- 13.6.2.1. The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board.
- 13.6.2.2. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such Officer or Officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances.
- 13.6.2.3. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

13.7. FINANCIAL YEAR

The financial year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the Directors may determine, subject to Canada Revenue Agency requirements.

13.8. AUDITOR

- 13.8.1. The Auditor will be an independent, external agency or person hired following a vote by the church membership at the Community Gathering in June each year to audit the books of the Corporation, and to hold office until the Community Gathering in June the following year, provided that the Directors may fill any casual vacancy in the office of the Auditor. If an appointment is not so made, the Auditor in office must continue until a successor is appointed. The remuneration of the Auditor shall be approved by the Board of Directors.
- 13.8.2. The Board of Directors may by resolution remove any Auditor before the expiration of the Auditor's term of office, if required and shall appoint another Auditor in such Auditor's stead for the remainder of the term.

ARTICLE XIII - HEAD OFFICE AND SEAL

13.1 HEAD OFFICE

The head office of the Corporation shall be in the City of Mississauga, in the Province of Ontario.

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13.2 SEAL

The seal which is impressed in the margin hereon shall be the corporate seal of the Corporation.