

FORWARD BAPTIST CHURCH, CAMBRIDGE
GENERAL OPERATING BY-LAW NUMBER FOUR(4)

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BY-LAW NO. 4

OF

FORWARD BAPTIST CHURCH, CAMBRIDGE

A Bylaw to repeal and replace Bylaw number 3, being a By-Law relating generally to the transaction of the affairs of FORWARD BAPTIST CHURCH, CAMBRIDGE

(a Provincial Corporation)

BE IT ENACTED as By-Law No. 4 of **FORWARD BAPTIST CHURCH, CAMBRIDGE** (hereinafter referred to as the "Church") that By-law No. 3 be repealed and replaced with the following:

I

DEFINITIONS, INTERPRETATION AND PURPOSE

1.0 Definitions

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

- (a) "Act" means the Corporations Act, R.S.O. 1990 C.c 38, as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-law of the Corporation to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
- (b) "Adherent" means an Adherent of the Church as described in Section 14:00;
- (c) "Articles of Faith" means the Articles of Faith as set out in this General Operating By-law;
- (d) "Associate Pastor" means all male pastoral staff of the Church other than a Lead Pastor, Executive Pastor and Ministry Director;
- (e) "Board of Directors" shall be those elected Members comprising the Council of Elders as defined in Section 21.01 hereof;
- (f) "By-law" means any By-law of the Corporation from time to time in force and effect, including the General Operating By-law;
- (g) "Church" means the legal entity incorporated as a Corporation without share capital under the Act by Letters Patent dated the 30th day of June, 2005 and named FORWARD BAPTIST CHURCH, CAMBRIDGE through which its Members may fellowship together as a New Testament Church;
- (h) "Church Constitution" or "Constitution" means the Letters Patent, General Operating By-law and any policy statements adopted by the Church from time to time;
- (i) "Church Elders" means the Elders of the Church, elected pursuant to the General Operating By-law section 23.00;
- (j) "Corporation" means the Church as defined herein;
- (k) "Council of Elders" or "Council" shall be the Elders of the Church as defined in Section 21.01;

- (l) "Discipline" means seeking to reconcile individuals to one another or to the Church and restoring offenders to fellowship with God and the Church;
- (m) "Documents" includes deeds, mortgages, hypothecates, charge conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignment of shares, bonds debentures or other securities and all paper writing;
- (n) "Elder" means a member of the Council of Elders;
- (o) "Executive Pastor" means a male pastor appointed by the Council of Elders, reporting directly to a Lead Pastor, to fulfill defined ministry and supervisory functions and who has specified Associate Pastors and/or Ministry Directors reporting directly to him.
- (p) "General Operating By-law" means this By-law and any other By-law of the Church intended to amend or replace the General Operating By-law herein;
- (q) "Letters Patent" means the Letters Patent incorporating the Church, as from time to time amended or supplemented by Supplementary Letters Patent;
- (r) "Meeting of Members" or "Membership Meetings" means any annual, general or special meeting of Members;
- (s) "Member" means a Voting Member as defined in Section 7.02 hereof;
- (t) "Ministry Director" means such person or persons, male or female, appointed by the Council of Elders, to fulfill defined ministry and administrative functions.
- (u) "Objects" means the charitable objects of the Corporation as contained in the Letters Patent;
- (v) "Officer" means an officer of the Church, as described in Section 31.00;
- (w) "Operations Manual" means a collection of policies and procedures developed by the staff and approved by the Council of Elders to guide the operations of the church.
- (x) "Pastor" or "Lead Pastor" means a Pastor or Pastors who are the primary spiritual overseers of the Church and have the duties as assigned to them in accordance with the provisions of Section 19 of this By-Law.
- (y) "Person" means an individual person, but does not include corporations, partnerships, trusts or unincorporated organizations;
- (z) "Policy Statements" means the Policy Statements adopted as part of the Church Operating By-laws and Letters Patent from time to time concerning practical applications of Biblical principles and Christian conduct;
- (aa) "Resolution" means a Resolution passed by either the Council of Elders or Members by a majority vote, at a duly constituted meeting at which time there is a quorum, unless the Act or this By-law otherwise requires;

2.00 Letters Patent, Interpretation and Headings

- 2.01 Letters Patent - This General Operating By-law and any other By-law of the Corporation shall be strictly interpreted at all times in accordance with and subject to the objects contained in the Letters Patent of the Corporation and the General Operating By-Law of the Corporation, which for

purposes of this General Operating By-law are incorporated by reference and made a part hereof. If any of the provisions contained in this General Operating By-law are inconsistent with those contained in the Letters Patent, or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

- 2.02 Interpretation - In this General Operating By-law and all other By-laws and Resolutions of the Church, unless the context otherwise requires, the following interpretations shall apply:
- (a) words importing the singular number include the plural and vice versa;
 - (b) words importing the masculine gender include the feminine gender unless the by-law otherwise specifically provides; and
 - (c) words importing or referring to Person or Persons shall include individual persons only and shall specifically exclude corporation, partnership, trusts and unincorporated organizations.
- 2.03 Headings - Headings used in this General Operating By-Laws are for convenience of reference only and shall not affect the construction or interpretation thereof.

II

ARTICLES OF FAITH, COVENANT OF MEMBERSHIP AND LIFESTYLE STATEMENT

3.00 Articles of Faith

- 3.01 **GOD** - We believe there is but one true and living God; that He is infinitely holy, eternal, and perfect in all His attributes; that He possesses Omniscience (all knowledge), Omnipotence (all power) and Omnipresence (everywhere present); and exists in three persons - Father, Son and Holy Spirit. We believe in unity (the state of being one), trinity (the union in one Divine Being of three forms of manifestation) and triunity (three in one) of these three separate personalities. These are One God.

CHRIST - We believe in the virgin birth, sinless life, all-sufficient, substitutionary death, victorious bodily resurrection, present intercession, and the personal and glorious return of the Lord Jesus Christ. We believe He is God the Son and the Son of God.

HOLY SPIRIT - We believe in the absolute deity and personality of the Holy Spirit; that He is the divine Agent in the sinner's regeneration and the believer's sanctification.

THE BIBLE - We believe the Bible to be the Word of God; that the sixty-six books comprising the Old and New Testaments were verbally inspired; that the Bible is the final authority and our only and all-sufficient rule of faith and practice.

SATAN - We believe in the reality and personality of Satan; that he is the enemy of God and of the children of God; that he is the power behind the world's godless activity; that his destiny in "the lake of fire and brimstone" is settled. As regards the believer, Satan is to be reckoned for what he is - a conquered enemy.

MAN - We believe that man came by way of direct divine creation, and not a product of evolution; that through disobedience he became a fallen creature, totally depraved, and is now spiritually dead in trespasses and sins. Thus, he is spiritually destitute and dependent on the mercy of God.

SALVATION - We believe salvation is by the sovereign electing grace of God; that it has been provided for all and is obtained by grace through faith in the all-sufficient sacrifice of the Lord Jesus Christ. We believe in the eternal security of the believer. We believe when the righteousness of God in Christ has been imputed, that all are responsible to Jesus Christ for their lives and service.

FUTURE THINGS - We believe in the personal, bodily and glorious return of the Lord Jesus Christ and that as Christians, "We must all appear before the judgement seat of Christ; that everyone may receive the things done in his body, according to what he hath done, whether it be good or bad." We believe in the resurrection of the just to eternal blessedness and the resurrection of the unjust to judgement and eternal punishment.

LOCAL CHURCH - We believe a New Testament local church to be a company of baptized believers, voluntarily associated together for: the ministry of the Word, mutual helpfulness and edification, the observance of the ordinances; and the propagation, to the ends of the earth, of the faith once delivered to the saints. We believe a local church should be sovereign, under God, with no ecclesiastical authority higher than itself. We believe Christians should abstain from carnal indulgences, separate themselves unto God "deny ungodliness and worldly lusts and live soberly, righteously and godly in this present world."

ORDINANCES - We believe there are but two church ordinances - baptism and the Lord's Supper. We believe baptism to be the immersion in water of a believer in testimony of union by faith with Christ in His death, burial and resurrection. We believe the Lord's Supper to be the partaking of bread and the "fruit of the vine" in testimony of the death of Christ and efficacy of His shed blood, and is to be observed "till He come." Since this is the Lord's table, no believer shall be excluded from participation.

4.00 Covenant Of Membership

4.01 Having been 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.

We engage, therefore, by the aid of the Holy Spirit to walk together in Christian love; to strive for the advancement of the church in knowledge and holiness; 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 distressed, and the spread of the gospel to all nations.

We also engage to maintain family and private devotions; to religiously train our children; to seek the salvation of our kindred and acquaintances; to be just in our dealings, faithful in our engagements, and exemplary in our deportment and to be zealous in our efforts to advance the Kingdom of our Saviour.

We further engage to watch over one another in brotherly love; to remember each other in prayer; and to cultivate Christian sympathy in all our relationships. We shall not bring to the Church a complaint against any member for personal trespass or offence until we have taken the first and second steps pointed out by Christ (Matt. 18:15-17), thus endeavouring to settle all private offences without publicity.

We shall endeavour to live soberly and righteously in this present world, abstaining from whatever is unbecoming the Christian character; and as baptism signifies death to sin and resurrection to holiness, so we shall seek to walk in newness of life.

5.00 Lifestyle Statement

5.01 In view of the need for Christian churches to maintain biblical standards in a secular society, we, the Members of Forward Baptist Church, hereby affirm the following statement on Christian Lifestyle.

1. We affirm that the Bible clearly reveals God's will for the lifestyle of His redeemed people. We deny that biblical standards in such areas as the family and sexuality are outdated in modern times.

Deuteronomy 4:2; Psalm 119:89; Matthew 5:17-19; Mark 13:31; Romans 15:4; I Corinthians 10:6-11.

2. We affirm that human sexuality is a good gift from God to be received with thanksgiving. We deny that sexual activity outside of marriage is necessary for the full development of human personhood.

Genesis 1:27-28; Genesis 2:18-25; Proverbs 5:18-19; Song of Songs; Hebrews 13:4

3. We affirm that in the Bible God defines marriage as a life-long, exclusive covenant between a man and a woman. We deny that same-sex relationships constitute marriage in the biblical sense.

Genesis 2:24; Matthew 19:3-9; Romans 7:2-3

4. We affirm that only within marriage as defined in #3 above is sexual activity pleasing to God. We deny that homosexuality, lesbianism, incest, bestiality, adultery, premarital sex or pornography are pleasing to God.

Exodus 20:14, 17; Leviticus 18; Matthew 5:27-30; Romans 1:26-27; I Corinthians 5:1-2; 9-13; I Cor. 6:9-10; I Cor. 7:3-5, 8-9; Ephesians 5:3-5; I Thessalonians 4:1-8.

5. We affirm that the above four guidelines are clearly based on Scripture and therefore constitute the will of God for the Members and Adherents of Forward Baptist Church and we further affirm that the above four guidelines shall serve as the basis for pastoral care and church discipline.

We deny that the use of the above four guidelines is motivated by anything other than a reverent fear of Almighty God our Maker, Redeemer and Judge, and our sincere desire to obey His commandments revealed in Scripture.

- 5.02 Each Voting Member, Non-Voting Member and Adherent of Forward Baptist Church shall be required to live a lifestyle consistent with biblical principles as set out in the New Testament and comply with the doctrines and principles as set out in the Articles of Faith.

III

MEMBERS AND ADHERENTS

6.00 Membership

- 6.01 Qualification of Membership - Membership in the Church consists of those persons who:

- (a) profess faith in Jesus Christ as their Saviour and Lord and are born again in Him;
- (b) have been baptized by immersion in accordance with Matthew 28:19 and Luke 3:21;
- (c) have been interviewed by representatives from the Council of Elders or their designates with respect to their faith and the meaning of Membership in the Church;
- (d) have signed the prescribed form indicating their agreement with the Articles of Faith;

- (e) have successfully completed a preparatory course for Membership if so required by the Council of Elders;
- (f) have signed the prescribed form indicating their agreement with the Lifestyle Statement as set out in Article 5.00 of this By-Law, and abide by its provisions;
- (g) have committed themselves in writing to live in obedience to Scripture and to be subject to the authority of the Church as expressed in the Church Constitution; and
- (h) have been admitted into Membership in accordance with Section 8.00 of this By-Law.

7.00 Types of Members

- 7.01 Class of Membership - There shall be two classes of Membership, being Voting Membership and Non-Voting Membership.
- 7.02 Voting Membership - A Voting Member shall be such person who, being 18 years of age or older, has been admitted into Voting Membership by the Church and who has the rights and privileges set out in Section 9.00.
- 7.03 Non-Voting Membership - A Non-Voting Member shall be such person who is under the age of 18 years and has been admitted into Non-Voting Membership by the Church. A Non-Voting Member shall have the right of Membership as set out in Section 9.00 save and except shall not have the right to vote or to nominate candidates for office within the Church. Upon attaining the age of 18 years, a Non-Voting Member shall become a Voting Member provided the qualifications as set out in Section 6.01 have been met.

8.00 Admission to Membership

8.01 Admission

- (a) Application for Membership in the Church may be initiated by either a verbal or written request by the person seeking to be admitted as a member to any Elder of the Church;
- (b) A Pastor or his Elder designate shall give the Applicant a complete copy of the Church's Letters Patent and General Operating By-Law with the request that the Applicant read the said document;
- (c) The Council of Elders may require applicants to attend and complete a preparatory course in the doctrine and practices of the Church before a final decision is made by the Council of Elders regarding the application for Membership in the Church.
- (d) If the Applicant understands and agrees with the Church Constitution, Articles of Faith, and Lifestyle Statement and understands the fundamental tenets of the Christian faith, the Applicant shall be required to sign a written application for Membership and declaration of his or her profession of faith in Jesus Christ as Saviour and Lord and a commitment to adhere and be subject to the authority of the Church as expressed in the Church Constitution.
- (e) Upon receipt of the Application for Membership, two members of the Council of Elders or its designates shall interview the applicant to hear the Applicant's testimony of profession of faith in Jesus Christ as Saviour and Lord, and confirm the applicant's understanding of the Constitution and Lifestyle Statement. When the Council of Elders is satisfied by Resolution, with a 75% majority vote, that the Applicant fulfills all the qualifications for Membership as set out in Section 6.01 herein, the Council shall publish the name of the Applicant in the Church bulletin for two consecutive weeks to allow Members to raise any concerns regarding the applicant with the Council of Elders. The Council of Elders will

review any concerns to determine their validity and if, in the Elders' sole judgment, no valid concerns exist, the Applicant will be received into Membership.

- (g) After the Person is voted into Membership in the Church by the Council of Elders, then such Person shall immediately be deemed to have become a Member with public recognition to be made thereof at the next convenient Communion service of the Church.

9.00 Privileges, Duties and Rights of Voting Membership

9.01 All Classes of Membership - All Classes of Membership shall carry the following privileges, duties and rights:

- (a) the privilege to attend all public worship services of the Church subject to the provisions of Section 10.00;
- (b) the privilege to participate in the ordinances administered by the Church;
- (c) the duty of ministering to one another's spiritual needs as part of the Body of Christ;
- (d) the duty to participate in Church activities and ministries in accordance with the Member's spiritual gifts and as the Lord directs and personal circumstances permit;
- (e) the duty to financially support the work of the Church as the Lord directs;
- (f) the duty to respect and submit to the spiritual authority and procedures of the Church as expressed in the Church Constitution;
- (g) the right to attend, speak and participate at all meetings of Members; and
- (h) the right to a single vote at all meetings of Members if a Voting Member.

9.02 Voting Rights of Voting Members - Only Voting Members shall have the right to one vote at any meeting of the Members.

9.03 Non-Voting Members - Non-Voting Members shall not have the right to vote at any meeting of Members.

9.04 Non-Transferable - Church Membership, either as a Voting Member or a Non-Voting Member is non-transferable to another Person.

10.00 Discipline

10.01 Scriptural Standard for Discipline – All Members are expected to stay true to sound doctrine and the Articles of Faith, Covenant of Membership and Lifestyle Statement and to conduct their lives according to the standards set forth in Scripture. Such conduct includes moral purity, personal honesty and biblical fidelity (I Corinthians 6: 9-11), (II Timothy 3: 1-17). Members are to be consistent examples of authentic Christianity as they seek to emulate the character of Christ through the power of the Holy Spirit (Romans 8: 28-29). Members shall promote the unity of the Church rather than seeking to divide it (Ephesians 4: 3-13, 25).

10.02 Purpose of Discipline – The biblical purpose of Church discipline is to bring reconciliation and restoration of the offender to fellowship with God and with the Church consistent with the instruction of the Old and New Testament. The pattern of Matthew 18:15-19 and the principle and spirit of Matthew 5:23, 24 are commanded and commended to us by our Lord. As such, only those matters that cannot be resolved through a reconciliation process shall advance to a formal process of discipline in which the Elders shall adjudicate. The Church is commanded by the Scriptures to discipline its members when they continue in open and habitual sin.

- 10.03 Circumstances Giving Cause for Discipline – An Individual shall be deemed to be under the Discipline of the Church if the Council of Elders determines, in its sole discretion, by Resolution that any of the following circumstances have occurred:
- (a) an Individual has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian and contrary to biblical principles;
 - (b) an Individual's conduct evidences an unwillingness to either comply with, adhere to, or submit to the Scriptural authority and procedures set out in the Church Constitution herein;
 - (c) an Individual has propagated doctrines and practices contrary to those set forth in the Articles of Faith or the general teachings of the Church, or has propagated any doctrines or practices in such a way as to cause discord or dissension;
 - (d) an Individual has wronged another Individual causing discord or dissension in the Church, with or without malicious intent, and has not repented and been willing to enter into a process of reconciliation.
- 10.04 Process of Discipline
- (a) In the event an allegation against a Person or Member (defined hereafter collectively as an "Individual") gives rise to disciplinary action pursuant to Section 10.03 above, the Council of Elders shall establish a process based on Section 10.02, whereby a fair and equitable investigation shall be undertaken to consider the merits of the allegation and, if warranted, the Council of Elders upon a majority vote shall establish the nature of the discipline to be imposed. Due process, procedural fairness and the rules of natural justice shall be complied with in relation to all aspects of the process.
 - (b) Termination or suspension of Membership as a disciplinary action shall result only where the Elders, having followed due process, by a Resolution passed by seventy-five percent (75%) of all the Elders at a duly constituted meeting, vote to terminate the Individual's Membership.
 - (c) In the event that the decision is to terminate the Individual's Membership in the Church, then the Individual shall automatically cease to be a Member of the Church upon the date that the decision is made.
- 10.05 Discipline and Attendance at Public Worship – An Individual who has been disciplined or whose Membership has been terminated shall not be barred from public worship unless his presence is disruptive to the peaceful proceedings of the public worship service as determined in the sole opinion of the Council of Elders, in which event such Individual agrees that he may be removed from such public worship service without the necessity of legal action, whether or not such Individual is at that time a Member of the Church.
- 10.06 Discipline and Individuals under age 18 – In the event that the Individual in question is under the age of 18 when an allegation is made, then the Discipline procedure provided for by the Council of Elders shall require that notification of any Discipline process shall be given to the Individual and the parents or legal guardian of the Individual and such persons shall be entitled to attend and speak on behalf of such Individual at any such proceedings.
- 10.07 Waiver – Notwithstanding anything else contained herein, Membership in the Church is given upon the strict condition that disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with the Church Constitution shall not give a Member cause for any legal action against either the Church, a Lead Pastor, Executive Pastor, any Associate Pastor, any Ministry Director, any staff member of the Church, any Elder, any Officer, or any Member of the Church, and the acceptance of Membership in the Church shall

constitute conclusive and absolute evidence of a waiver by the Member of all rights of action, causes of action, and all claims and demands against the Church, all Lead Pastors, Executive Pastor, any Associate Pastor, any Ministry Director, any staff member of the Church, any Elder, any Officer or any Member of the Church in relation to disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with the Church Constitution and this provision may be pleaded as a complete estoppel (i.e., the prevention of an action) in the event that such action is commenced in violation hereof.

11.00 Withdrawal and Removal

- 11.01 Withdrawal – Provided that a Member is not under Discipline of the Church as defined herein, a Member may withdraw at any time as a Member of the Church and upon request by the Member, such Member may be given a letter of recommendation addressed to the Church to which the Member is relocating.
- 11.02 Notice and Explanation – Every Person withdrawing as a Member should do so by notification to the Council of Elders together with an explanation of the reasons for the request for withdrawal.
- 11.03 Deemed Resignation – Upon receipt of such request for withdrawal as a Member, and upon the Council of Elders confirming that such Person is not under Discipline of the Church, such Person shall be removed from the Membership roll of the Church, and shall be deemed to have also resigned from his position, if applicable, as an Officer, Elder, or Committee Member. If a Member is under the Discipline of the Church, then notwithstanding his or her request for withdrawal, such Person shall continue as a Member and be subject to the authority of the Church as set out in the Church Constitution until such time that the Discipline process is complete, after which time such Member is free to withdraw as a Member.
- 11.04 Inactivity – Upon a Member not being in attendance within the previous six months without a reasonable explanation, the Member may be removed from Membership by a seventy-five percent (75%) majority vote of the Council of Elders.

12.00 Membership Record

- 12.01 A record of Voting Members, Non-Voting Members and Adherents of the Church shall be kept by the Church Clerk or Secretary and reviewed by the Elders at least once per year. Any revisions shall be reported annually to the Members at the Annual Meeting of Members

13.00 Members Meetings

- 13.01 Annual Meeting – There shall be an Annual Meeting of Members at such time and place as determined by the Council of Elders to be held no later than one hundred and twenty (120) days after the end of each fiscal year. The purpose of the Annual Meeting of Members will be to do the following:
- (a) receive necessary reports from the Officers, Lead Pastors, and the Council of Elders;
 - (b) review and approve the financial statements for the immediately preceding year, including the Auditor's report thereon;
 - (c) elect the Auditors for the upcoming year; and
 - (d) transact any other necessary business.
- 13.02 Annual Election Meeting – There shall be an Annual Election Meeting of Members at such time and place as determined by the Council of Elders to be held no more than sixty (60) days before the end of each fiscal year. The purpose of the Annual Election Meeting of Members will be to do the following:
- (a) elect Members to the Council of Elders as required for the next fiscal year;

- (b) elect Members to Officer positions as required for the next fiscal year;
 - (c) approve the budget for the ensuing fiscal year; and
 - (d) transact any other necessary business.
- 13.03 Special Meetings – At the request of a majority of the Council of Elders or upon the request of at least fifteen percent (15%) of the Members, Special Meetings of the Members shall be called and convened by the Chairman within thirty (30) days of the request.
- 13.04 Notice of Meeting – Notice of all Membership Meetings (annual or special) shall be given to Members by notice verbally from the pulpit or in the Church bulletin at least two Sundays prior to the date of the Membership Meeting. The notice for all Membership Meetings shall include the date, time, place and purpose of the meeting and shall contain sufficient information to inform the Member of the items of business to be discussed.
- 13.05 Omission of Notice – The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting 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 Meeting of Members, provided that no Member objects to such omission or irregularity.
- 13.06 Quorum – A quorum for an Annual Meeting, Annual Election Meeting, or Special Meeting of Members shall be constituted by the presence of fifteen percent (15%) of the total Voting Members of the Church 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 of the transaction of such business. If a quorum is not present at the time appointed for a Meeting of Members or within such reasonable time thereafter as the Members present determine, the Members present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 13.04 with regard to notice shall apply to such adjournment.
- 13.07 Chairman – The Chairman of the Council of Elders or his designate as appointed by a vote of the Elders shall act as Chairman of all Members Meetings and shall only be entitled to vote in the event of an equality of votes, in which event the Chairman shall have the casting vote.
- 13.08 Majority Vote – At all Annual and Special Meetings of Members, every motion duly moved and seconded unless withdrawn shall be determined by Resolution, being a majority of fifty percent (50%) plus one votes of Voting Members present, unless otherwise provided for elsewhere in the Constitution.
- 13.09 Voting Procedure – Every question submitted to vote at any Meeting of Members shall be decided by a show of hands, except where a secret ballot is provided for or requested as stated below. The Chairman of the Meeting shall only vote in the event of an equality of votes, in which event the Chairman shall have a casting vote. At any meeting unless a secret ballot is provided, a declaration by the Chairman that a motion has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact. A secret ballot may be held either upon the decision of the Chairman or upon request of any Member and shall be taken in such manner as the Chairman directs. A request for a secret ballot may be withdrawn. A Member request for a secret ballot must be moved, seconded and voted by a show of hands to proceed with a ballot vote. The result of a secret ballot shall be deemed to be the decision of the meeting at which the secret ballot was held. All used ballots will be destroyed after the adjournment of the Meeting.
- 13.10 Voting Rights and Proxies – Votes at Meetings of Members may be given either personally or by proxy, provided that the proxy appointed represents no more than one other Member at such meeting. At every meeting at which a Member is entitled to vote, such Voting Member whom they represent and every Voting Member present shall have one vote each. A proxy shall be executed

by the Voting Member or the Voting Member's duly appointed attorney pursuant to power of attorney and a copy of such power of attorney shall be provided. A proxy may be in the following form or some similar form:

"The undersigned Member of Forward Baptist Church, Cambridge hereby appoints _____, as the proxy of the undersigned to attend and act at the Meeting of the Members of the said Church to be held on the ____ day of _____ 2__, and at any adjournment or adjournments thereof in the same manner, to the same extent, and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the _____ day _____, 2____

Signature of Member

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 meeting or adjourned meeting of Members is to be held and to determine particulars of such proxies being cabled, telegraphed or sent by facsimile or in writing before the Meeting or adjourned Meeting to the Church. The Chairman may, subject to any rules made as aforesaid, in the Chairman's discretion, accept telegraphic or cable or facsimile or written communication as to the authority of any Person claiming to vote on behalf of and to represent a Member notwithstanding that no proxy form as stated above conferring such authority has been lodged with the Church, and any votes given in accordance with such telegraphic or cable or facsimile or written communication accepted by the Chairman shall be valid and shall be counted.

- 13.11 Procedural Code – The rules of procedure for Members Meetings shall follow Robert's Rules of Order, by the most current edition, except where varied by Constitution.
- 13.12 Adjournment – The Chairman may with the consent of the Meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned Meeting, which might have been brought before or dealt with at the original Meeting in accordance with the notice calling the same.

14.00 Adherents

An Adherent is such a person who regularly attends the Church but has personal convictions or circumstances that prevent such person from entering into Membership. If, in the opinion of the Elders, no valid personal circumstances or convictions exist, the person will not be considered for admission as an Adherent.

- 14.01 Qualifications – Such person shall also have the following qualifications:

- (a) professes faith in Jesus Christ as Saviour and Lord and has been born again in Him;
- (b) has been baptized by immersion in accordance with Matthew 28:19, and Luke 3:21;
- (c) has signed the prescribed form indicating his or her agreement with the Articles of Faith, Constitution, and Lifestyle Statement of the Church;
- (d) has committed himself or herself in writing to live in obedience to Scripture and to be subject to the authority of the Church;
- (e) has been interviewed by a Lead Pastor or his designate, and
- (f) has been approved by a 75% vote of the Elders.

14.02 Privileges – An Adherent shall have the privileges as set out in Section 9.01 save and except:

- (a) An Adherent shall not serve in any elected leadership positions; and
- (b) An Adherent shall have the right to attend meetings of the Members but shall not have the right to participate in any discussion or vote on any matter coming before the Members.

14.03 Responsibilities – An Adherent shall have the responsibility:

- (a) to financially support the work of the Church as the Lord directs; and
- (b) to respect and submit to the spiritual authority and procedures of the church as expressed in the Church Constitution.

14.04 Discipline of Adherents

The procedure for discipline of adherents shall be identical to the procedure outlined for discipline of Members in Section 10, sub-sections 10.01 – 10.07

IV

PASTORAL STAFF and MINISTRY DIRECTORS

15.00 The Calling of Pastoral Staff and Ministry Directors

15.01 Establishment of Pastoral Search Committee - As often as it may be deemed necessary by the Council of Elders or by the death or departure of a Lead Pastor, the Council of Elders shall appoint a Pastoral Search Committee, of which at least one member is an Elder, to search for possible candidates for the position(s) of Lead Pastor and to make a recommendation to the Council of Elders regarding a possible candidate(s). Solely at its discretion, the Council of Elders shall have the right to make changes to the membership of the Search Committee and to establish the parameters as to how it functions.

15.02 Duties of Pastoral Search Committee - Having first taken into prayerful consideration what is in the best interest of the Church as a whole, the Pastoral Search Committee shall be responsible to contact, interview and assess potential candidates and to recommend to the Council of Elders the most suitable candidate(s) for the position(s) of Lead Pastor.

15.03 The Calling of a Lead Pastor

- (a) Elders Recommendation - Upon approval of at least eighty percent (80%) of all the Council of Elders, the Council of Elders shall make their recommendation to the members of the church for the calling of a Lead Pastor(s). The recommendation shall be placed before the Membership at a special Meeting of Members called for the purpose of hearing the recommendation from the Council of Elders.
- (b) Voting on the Call of a Lead Pastor - Upon approval of seventy-five percent (75%) of the Members present at the special Members meeting called for that purpose, a formal call will be extended to the prospective Lead Pastor(s). In the event that the recommended candidate does not receive the approval of seventy-five percent (75%) of the Voting Members, who are in attendance at a duly constituted Members meeting, or in the event that the prospective Lead Pastor(s) do not accept the call, then the Council of Elders shall resume its function in finding an alternative recommendation in the same manner herein provided. Only one candidate shall be presented to the membership for each open position of Lead Pastor at any one time. The total number of Lead Pastors shall be determined by the Elders as per section 19.01

15.04 Calling of an Executive Pastor, Associate Pastor or Ministry Director - Having reviewed the needs of the ministry and consulted the affected ministry leaders and staff, a Lead Pastor shall recommend to the Council of Elders the calling of an Executive Pastor, Associate Pastor or Ministry Director. Upon approval of at least eighty percent (80%) of all the Council of Elders, the Council of Elders shall extend a call to the prospective Executive Pastor, Associate Pastor or Ministry Director.

16.00 Removal of Pastoral Staff and Ministry Directors

16.01 Removal

- (a) The Elders may recommend to the Church the removal of a Lead Pastor upon an eighty percent (80%) majority vote of all the Elders.
- (b) Upon the recommendation of the Elders pursuant to section 16.01 (a), a Lead Pastor may be removed from his position with the Church for any reason upon a seventy five percent (75%) majority vote of the Membership in attendance at a Special Members meeting duly called for the purpose of authorizing the removal of a Lead Pastor and at which there is a quorum.
- (c) Upon the recommendation of a Lead Pastor, the removal of the Executive Pastor, any Associate Pastor, or Ministry Director shall be the sole responsibility of the Council of Elders, and such decision shall require an eighty percent (80%) majority vote of all the Council of Elders.
- (d) Nothing contained in the said procedure shall preclude a Lead Pastor, Executive Pastor, any Associate Pastor, or Ministry Director from receiving such notice or equivalent monetary settlement as is legally appropriate in the circumstances if any. In the event of a disagreement between the Church and a Lead Pastor, Executive Pastor, an Associate Pastor, or Ministry Director concerning the amount of notice or monetary settlement, if any, that is appropriate, then the matter shall be referred to a Person or Persons mutually acceptable to the Board of Elders and the Lead Pastor with whom there is a disagreement, Executive Pastor, Associate Pastor, or Ministry Director to resolve such dispute in a spirit of conciliation worthy of maintaining a Christian witness to the Church and the community.
- (e) The removal of a Lead Pastor, Executive Pastor, any Associate Pastor, or Ministry Director from the Church shall be deemed to constitute his removal from all boards and committees of the Church and his termination of Membership in the Church unless otherwise determined by the Council of Elders.

17.00 Resignation of Pastoral Staff and Ministry Directors

17.01 Resignation - If a Lead Pastor, Executive Pastor, an Associate Pastor, or Ministry Director wishes to resign, he shall first notify the Council of Elders in writing, together with an explanation and shall provide no less than thirty (30) days notice prior to the effective date of resignation. Such resignation will be deemed to include a resignation by a Lead Pastor, Associate Pastor, Executive Pastor, or Ministry Director from all Boards and Committees of the Church and as a Member of the Church unless, subject to the approval of the Council of Elders, the Lead Pastor, Executive Pastor, Associate Pastor or Ministry Director chooses to remain as Member of the Church.

18.00 Terms of Employment of Staff Members

18.01 Engagement Agreement & Conduct - In recognition of the integral part that all staff members are to the overall ministry of the Church, each staff member (which shall be deemed to include the Lead Pastor(s), Executive Pastor, Associate Pastors, Ministry Directors, all other employees of

the Church, and all ongoing contract workers, where applicable) shall review and sign an engagement agreement with the Church that provides, in addition to any other applicable matters involving duties and remuneration, that the staff member recognizes that employment or ongoing contract work with the Church requires that the lifestyle of such staff member must not evidence unethical or immoral conduct or behaviour that in the opinion of the Council of Elders is unbecoming of a Christian contrary to biblical principles and the Lifestyle Statement, and as such, the staff member will be subject to the authority of the Church as expressed in the Church Constitution, including provisions dealing with Discipline, in the same manner as if such staff member is a Member of the Church.

18.02 Qualifications for Staff - Qualifications for all staff, pastoral and non-pastoral, shall be in accordance with the Church's Operations Manual.

19.00 Definition and Duties of the Pastor

19.01 Definition and Duties of the Pastor - The Lead Pastor(s) shall serve as an Elder(s) of the Church as the male primary spiritual overseer and shall be deemed by virtue of his position to be a Member of the Church with the duties outlined in the employment contract and job description contained in the Church's Operations Manual. The Council of Elders shall determine the number of Lead Pastors necessary for the proper functioning of the Church.

20.00 Definition and Duties of Executive Pastor, Associate Pastor(s) and Ministry Directors

20.01 Definition and Duties of Executive Pastor, Associate Pastor(s) and Ministry Directors - At the request of the Pastor and upon Resolution by the Council of Elders the Executive Pastor, Associate Pastors, and Ministry Directors may be called by the Church for the purpose of undertaking such ministries as the Pastor, in conjunction with the Council, determines are necessary. An Executive Pastor, Associate Pastor, and Ministry Director by virtue of their positions shall be deemed to be Members of the Church with the duties outlined in their job descriptions and employment contracts contained in the church's Operations Manual.

V

COUNCIL OF ELDERS

21.00 Council of Elders

21.01 Definition - The Council of Elders shall be a body of spiritually qualified Members, referred to in I Timothy 3:1-7, Titus 1:6-9 and I Peter 5:1-3 who govern all aspects of the Church. The Council of Elders shall consist of six (6) elected members excluding the Lead Pastor(s). The Voting Members shall, by a Special Resolution of the Voting Members at a properly constituted Meeting, be entitled to increase or decrease the number of Elders. A Lead Pastor is deemed to be a member of the Council of Elders but shall not be a director for the purpose of the Act. A Lead Pastor shall not be entitled to vote on any matter coming before the Council of Elders but shall in all other respects be entitled to fully participate at the meetings of the Council of Elders. A Lead Pastor shall not be in attendance at any meeting of the Council of Elders at which the Council of Elders is reviewing the position, salary or benefits of a Lead Pastor. A Lead Pastor(s) will participate in reviewing the position, salary or benefits regarding the Executive Pastor, Associate Pastors, Ministry Directors and Staff. The Chairman of the Council of Elders shall be elected by the Elders from among the elected Elders at the first meeting of the Council of Elders following the Annual Election Meeting of Members. The Secretary shall be appointed by the Elders from among the members of the Council of Elders. The Executive Pastor, Associate Pastors, Ministry Directors, and Administrative staff may not be members of the Council of Elders.

21.02 Directors - The elected Elders shall be the directors of the Corporation pursuant to the Act.

22.00 Qualifications of Elders

22.01 Qualifications – An elected Elder must fulfill all of the qualifications set out in the Church's Operations Manual and also meet the following qualifications:

- (a) Be a male Voting Member of the Church in good standing;
- (b) Be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (c) Be actively involved within the Church;
- (d) Fulfill the spiritual qualifications of an Elder as set out in I Timothy 3:1-7 and Titus 1:5-10.
- (e) Be in full agreement with the Church Constitution; and
- (f) Recognize that election as an Elder is not only an administrative role but shall involve active participation in and leadership of spiritual ministries of the Church as they are needed.

23.00 Election of Elders

23.01 Election – The elected Elders shall be elected by a vote of the Voting Members at the Annual Election Meeting of Voting Members from the slate of nominations presented by the Council of Elders. For an Elder to be elected, he must receive more than a seventy-five percent (75%) vote of the Voting Members present or represented by proxy at a duly constituted Meeting.

24.00 Term and Maximum Term of Elders

24.01 Term - The term of office of elected Elders shall be two (2) years. One-half of the elected Elders shall be elected on an annual basis provided that at the first meeting of Voting Members called to elect Elders, one-half (1/2) of the Council of Elders shall be elected for a two year term and one-half shall be elected for a one year term. Thereafter, all Elders shall be elected for a two year term.

24.02 Maximum Term - The maximum consecutive number of terms shall be three (3) totaling six (6) years of service. At such time, the Elder will not be eligible for re-election as an Elder for one year.

25.00 Duties of Elders

25.01 Other Board Duties - The Council of Elders shall govern the Church in all things and shall make or cause to be made for the Church, in its name, any kind of contract which the Church can lawfully enter into and, save and except as hereinafter provided, generally may exercise all such other powers and do all such other things as the Church is by its charter or otherwise authorized to exercise or do.

25.02 Specific Authority - Without limiting the generality of the foregoing, the Council of Elders shall carry out such duties and responsibilities as set out in the Operations Manual of the Church including the following:

- (a) to provide spiritual governance for the Church;
- (b) to exercise overall Church governance responsibility for the Church in accordance with the Policy Governance guidelines contained in the Church's Operations Manual;
- (c) to formulate and recommend Policy Statements as defined in Section 38.00 to the Voting Membership in conjunction with the Pastor and to implement those Policy Statements approved by the Voting Membership;

- (d) to oversee the Discipline of Members in accordance with the procedures set out in Section 10.00;
 - (e) to ensure that all employed personnel of the Church, including the Pastors and Ministry Directors, are accountable to their supervisors as outlined in the organizational chart and job descriptions contained in the Church's Operations Manual;
 - (f) to hold the Lead Pastor(s) accountable in accordance with the Governance Manual of the Church and the Church's Operations Manual;
 - (g) to identify, nominate, train and assess candidates for the positions of Elder and other officers of the Church according to the procedures set out in the Church's Operations Manual; and
 - (h) to have the authority of directors as determined by the Act.
- 25.03 Council Report - The Council of Elders shall through the Chairman of the Council of Elders report to the Membership at the Annual Membership Meeting. At the said Meeting, the Chairman of the Council of Elders shall be available to answer any questions by Members and to entertain any motion arising from the floor concerning the proceedings of the Council of Elders.
- 25.04 Resignation - If, for any reason, an Elder chooses to resign, then that Member shall give thirty (30) days written notice, if possible, to the Chairman of the Council of Elders, who in turn shall call it to the attention of the Board, who shall then have the power to accept such resignation between Meetings of Members of the Church. Such letter of resignation shall set out the reasons for the departure of the Member from the Council of Elders and be announced at the next Meeting of Members.
- 26.00 Meetings of Council of Elders**
- 26.01 Regular Meetings - Regular meetings of the Council of Elders shall be held at such time and place as shall be determined by the Chairman of the Council of Elders but not less than four (4) times a year.
- 26.02 Special Meetings - Special meetings of the Council of Elders may be called by the Chairman of the Council of Elders upon written notice or upon written request of any three (3) members of the Council of Elders to the Chairman who shall then give notice of a special meeting of the Council of Elders as soon as possible thereafter.
- 26.03 Chairman - The Chairman of the Council of Elders shall be elected by the Elders from amongst the elected Elders at the first Elder's meeting of each fiscal year. The Chairman shall serve for a term of one (1) year.
- 26.04 Vice-Chairman - The Vice-Chairman of the Council of Elders shall be elected by the Elders at the first Elder's meeting of each fiscal year. The Vice-Chairman shall serve for a term of one (1) year.
- 26.05 Quorum - The quorum for a meeting of the Council of Elders shall be constituted by the presence of a majority of the Council of Elders present in person. No business shall be transacted at any meeting unless the requisite quorum is present.
- 26.06 Voting Rights - Only the elected Elders eligible to vote (see 21.01), with the exception of the Chairman, who shall vote only in the event of an equality of votes, shall vote, each having one vote. Unless otherwise required by this By-law or the Act, every motion shall require a simple majority vote in favour of the motion.

- 26.07 Minutes - The Council of Elders shall keep written minutes of each meeting. The Council of Elders shall appoint a member of the Council or a Church Secretary to prepare and maintain such minutes. Due to the potentially confidential nature of matters discussed at the Council of Elders, the minutes shall not be made public or available for review by Members with the exception of matters dealing with financial considerations which shall be disclosed to a Member upon written request or such other matters upon the unanimous consent of the Elders.
- 26.08 Written Resolutions - A Resolution in writing, signed by all of the Elders is as valid as if it had been passed at a meeting of the Council.
- 26.09 Meetings by Telephone - If all of the Elders consent thereto generally or in respect of a particular meeting, a member of the Council of Elders may participate in a meeting of the Council by means of a conference telephone or other communication facility as permits all Persons participating in the meeting to hear each other, and a member of the Council of Elders participating in such meeting by such means is deemed to be present at the meeting.
- 26.10 Notice of Meetings - All regular and Special meetings of the Council of Elders shall be held at any time and place to be determined by the members of the Council of Elders provided that 48 hours notice of such meeting shall be given, other than by mail, to each member of the Council of Elders. Notice of such meetings can be published in the Church Bulletin on one (1) consecutive Sunday mornings prior to such meeting. Notice by mail shall be sent at least 14 days prior to the meeting. No error or omission in giving notice of any meeting or adjourned meeting shall invalidate such meeting of the Council of Elders or make void any proceedings taken thereat. Any member of the Council of Elders may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The dates for regular meetings shall be published in a schedule by the Chairman of the Council of Elders and distributed to all Elders as soon as possible after each Annual Meeting.

27.00 Miscellaneous

- 27.01 Vacancy on Council of Elders – The position of an Elder shall be automatically vacated if any of the following situations occur:
- (a) such Elder resigns his position by delivery of a written resignation to the Chairman of the Council of Elders;
 - (b) such Elder no longer fulfils all the qualifications of an Elder set out in section 21.01;
 - (c) such Elder is found to be mentally incompetent or of unsound mind;
 - (d) such Elder ceases to be a Voting Member of the Church;
 - (e) such Elder, in the opinion of a seventy-five percent (75%) majority vote of the Council of Elders and confirmed by Resolution passed by a seventy-five percent (75%) majority of the Voting Members present in person at a Meeting of Members called for that purpose, has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles, or is no longer willing to either comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution and the Church's Operations Manual;
 - (f) such Elder is determined by a seventy-five percent (75%) majority vote of the Voting Members who are present at a Meeting of Members duly called for that purpose to be unfit to hold office as an Elder for any reason; or
 - (g) such Elder dies.
- 27.02 Appointment by Council – If any such vacancies should occur for any reason as set out in section 26.01 above, or if the Elder's term of service expires and a vacancy still remains, provided there

remains a quorum of Elders on the Council, the Elders, by majority vote, may by appointment, fill the vacancy until the next special election Meeting of Members, at which time the Nominating Committee shall nominate a Person for election to the Council of Elders to fill the vacancy for the balance of the unexpired term caused by such vacancy. Upon the filling of such vacancy, the Council of Elders shall notify the Church Membership of the appointee.

- 27.03 No Remuneration - The members of the Council of Elders shall serve as such without remuneration and no member of the Board shall directly receive any profit from his position as such, nor shall any member of the Council of Elders receive any direct or indirect remuneration from the Church (with the exception of the Pastoral Staff, who do not exercise any voting rights), provided that the members of the Council of Elders may be paid for reasonable expenses incurred by them in the performance of their duties.
- 27.04 Conflicts of Interest - No member of the Council of Elders shall place himself in a position where he has a conflict of interest with his duties as an Elder. Every Council of Elders member who is in any way directly or indirectly interested in or may become interested in a material way in an existing or proposed contract transaction or arrangement with the Church, or who otherwise has a conflict of interest by virtue of involvement with a member of his family (with "family" defined as spouse, father, mother and child) or by the involvement of his partner, business associate or corporation that the Council of Elders member is involved with, either as a director, shareholder, officer, employer or agent, then such member of the Board shall declare his conflict of interest fully at a meeting of the Council of Elders and shall withdraw from any discussion or vote therein.

VI

COMMITTEES AND MINISTRY LEADERS/TEAMS

28.00 Committees

- 28.01 Some of the administrative and management functions of the Church formerly carried out by deacon committees may be carried out by committees which, when required, will be appointed and directed in accordance with the Church's Operations Manual.
- 28.02 Qualifications - A Person may be considered for appointment to a Committee if he or she fulfils all of the following qualifications:
- (a) the Person must fulfil the spiritual qualifications listed in I Timothy 3:8-15;
 - (b) the Person must be a Member in good standing;
 - (c) the Person may be either male or female but must be at least eighteen (18) years of age or older; and
 - (d) the Person must be in full agreement with the Constitution and Lifestyle Statement.

29.00 Ministry Leaders and/or Teams

- 29.01 Some of the ministries of the Church may be carried on by ministry leaders and/or teams which, when required, will be appointed and directed in accordance with the Church's Operations Manual.
- 29.02 Qualifications - A Person may be considered for appointment as a Ministry Leader if he or she fulfils all of the following qualifications:
- (a) the Person must fulfil the spiritual qualifications listed in I Timothy 3:8-15;
 - (b) the Person must be a Member in good standing;

- (c) the Person may be either male or female but must be at least eighteen (18) years of age or older; and
- (d) the Person must be in full agreement with the Constitution and Lifestyle Statement.

30.00 Remuneration

- 30.01 Members, excluding paid staff, who serve on any Committee, Ministry Team, or Officer Position of the Church, whether appointed or elected, shall do so without remuneration except for reimbursement for reasonable expenses incurred on behalf of the Church.
- 30.02 Conflicts of Interest - No member of a Committee or Ministry Team or an Officer of the church shall place themselves in a position where they have a conflict of interest with their assigned duties. Every Committee member, Ministry Team member, or Officer who is in any way directly or indirectly interested in or may become interested in a material way in an existing or proposed contract transaction or arrangement with the Church, or who otherwise has a conflict of interest by virtue of involvement with a member of their family (with "family" defined as spouse, father, mother and child) or by the involvement of their partner, business associate or corporation that the Committee member, Ministry Team member, or Officer is involved with, either as a director, shareholder, officer, employer or agent, then such Committee member, Ministry Team Member, or Officer shall declare his or her conflict of interest fully at a meeting of the Committee or Ministry Team and shall withdraw from any discussion or vote thereon.

VII

OFFICERS

31.00 Officers

- 31.01 The Officers of the Church shall be as follows: Chairman of the Council of Elders, the Vice-Chairman of the Council of Elders, the Treasurer, the Clerk and any such officers as the Corporation may by bylaw determine.
- 31.02 Chairman – The Chairman shall be elected by the Elders in accordance with Section 26.03. The duties of the Chairman shall be as follows:
 - (a) to call all meetings of the Council of Elders;
 - (b) to call all meetings of the Membership in accordance with the procedures set out in the Constitution;
 - (c) to preside at all meetings of the Council of Elders and of the Members as the Chairman;
 - (d) to ensure the fairness, objectivity and completeness of matters occurring at such meetings;
 - (e) to prayerfully seek the guidance of The Holy Spirit in all matters of the Church;
 - (f) to be permitted to express an opinion on any matter discussed at the Council of Elders;
 - (g) at any meeting of the Council of Elders or Members to vote only when a casting or tie breaking vote is necessary;
 - (h) to ensure that all directives and Resolutions of the Council of Elders are carried into effect; and

- (i) to carry out such other duties as are directed from time to time by the Membership of the Church or by the Council of Elders.

31.03 Vice-Chairman - In the event that the Chairman is not able to function in his position, then the Chairman shall be replaced by the Vice-Chairman who shall exercise all of the authority and comply with all of the obligations of the Chairman. The Vice-Chairman shall be elected by the Council of Elders in the manner set out in Section 26.04.

31.04 Clerk - The duties of the Clerk shall be as follows:

- (a) to faithfully note and record all of the business of Members Meetings, and present the minutes of previous Membership Meetings when called upon to do so;
- (b) to ensure the time and place for all Members Meetings is published with due notice;
- (c) to be the custodian of the seal of the Church which he or she shall deliver only when authorized by Resolution of the Council of Elders to do so and to such Person or Persons as may be named in the said Resolution;
- (d) to serve as the Secretary of the Corporation pursuant to the requirements of the Act;
- (e) to keep the records of the Church Membership and Adherents including admissions, resignations, removals, deaths and deletions therefrom;
- (f) to give an annual written summary of the records of the Church Membership and changes thereto for inclusion in the annual report;
- (g) to maintain a record of Church baptisms; and
- (h) to carry out such other duties as directed from time to time by the Council of Elders.

The Clerk shall not be an Elder of the Church and shall be the Secretary of the Corporation for the purposes of the Act.

31.05 Treasurer - The duties of the Treasurer shall be as follows:

- (a) to ensure the financial affairs of the church are carried out in accordance with the Church's policies, procedures, and budgets;
- (b) to prepare financial statements;
- (c) to assist the Council of Elders in the preparation of the budget and assist in the monitoring of same;
- (d) to ensure audit (as necessary) is performed and assist therein;
- (f) to monitor the day to day cash flow of the Church and report to the Director of Administration and/or the Council of Elders thereon;
- (g) to report to various groups on the status of their actual expenditures versus budget; and
- (h) to carry out such other duties as directed from time to time by the Council of Elders or by the Membership.

The Treasurer shall not be an Elder.

32.00 Qualifications for Clerk and Treasurer

32.01 Qualifications - A Person may be considered for election as a Clerk or Treasurer of the Church if he or she fulfils all of the following qualifications:

- (a) the Person must be a Member of the Church in good standing;
- (b) the Person may be either male or female but must be at least twenty-one (21) years of age;
- (c) the Person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- (d) the Person must have an active involvement within the Church;
- (e) the Person must be in full agreement with the Church Constitution and Lifestyle Statement;
- (f) the Person must recognize that appointment as a Clerk or Treasurer is a commitment to humble service, not a position of honour or status, nor a reward for past services; and
- (g) the Person must not be an Elder, Pastor, Executive Pastor, Associate Pastor or Ministry Director.

33.00 Election and Appointment of Officers

33.01 Election and Appointment of Officers - All Officers, with the exception of the Chairman and Vice-Chairman of the Council of Elders, shall be elected by the Members at the Annual Election Meeting of Members from a slate of nominations presented by the Nominating Committee.

34.00 Term and Maximum Term of Officers

34.01 Term - All Officers, save and except the Chairman and Vice-Chairman, shall serve for a two (2) year term of office.

34.02 Term for Chairman and Vice-Chairman - The Chairman and Vice-Chairman shall serve for a one year term of office and may be appointed for additional terms.

34.03 Maximum Term - There shall be no maximum term for any Officer position.

35.00 Resignation of Officers

35.01 Resignation - If for any reason any Officer chooses to resign his or her position, a letter of resignation together with an explanation shall be directed to the Council of Elders and the Council of Elders shall then have the power to accept such resignation on behalf of the Church.

36.00 Vacancy

36.01 Vacancy - The position of any Officer shall be automatically vacated if any of the following situations occur:

- (a) such Officer resigns his office by delivery of a written resignation to the Council of Elders ;
- (b) such Officer no longer fulfils all the qualifications of an Officer as set out in this By-Law;
- (c) such Officer is found to be mentally incompetent or of unsound mind;
- (d) such Officer becomes an undischarged bankrupt;

- (e) such Officer ceases to be a Member of the Church;
- (f) such Officer, in the opinion of a seventy-five percent (75%) majority vote of the Council of Elders and confirmed by a seventy-five percent (75%) majority vote of the Voting Members who are present in person or represented by proxy at a Meeting of Members called for that purpose, has evidenced unethical or immoral conduct or behaviour that is contrary to biblical principles, or is no longer willing to comply with, adhere to or submit to the scriptural authority and procedures set out in the Church Constitution;
- (g) such Officer is determined by a seventy-five percent (75%) majority vote of the Voting Members who are present in person or represented by proxy at a meeting called for that purpose to be unfit to hold office as an Officer of the Church for any reason; or
- (h) such Officer dies.

36.02 Appointment - If any vacancies should occur for any reason as set out in section 35.01 above, the Council of Elders by Resolution may, by appointment, fill the vacancy for the remainder of the term, subject to ratification by the Voting Membership of the Church at the next Membership Meeting.

37.00 Protection and Indemnity

37.01 Protection of Elders, Officers and Others - Except as otherwise provided in the Act, no Elder, Lead Pastor(s), Executive Pastor, Associate Pastor(s), Ministry Director(s) or Officer of the Church shall be liable for the acts, receipts, neglects or defaults of any other Elder, Pastor, Executive Pastor, Associate Pastor(s), Ministry Director(s) Officer or employee or for any loss, damage, or expense happening to the Church through the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Church shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, including any person with whom or which any monies, securities or effects shall be lodged or deposited on for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Church or for any loss, damage, or misfortune whatever which may happen in the execution of the duties of the Elders, Lead Pastor(s), Executive Pastor, Associate Pastor(s), Ministry Director(s) or Officer's respective office or trust or in relation thereto unless the same shall happen by or through such person's wilful neglect or default. The Elders, Lead Pastor(s), Executive Pastor, Associate Pastor(s), Ministry Director(s) or Officers of the Church shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Church except such as shall have been submitted to an authorized on approved by the Council of Elders.

37.02 Indemnity to Elders, Officers and Others - Every Elder, Lead Pastor(s), Executive Pastor, Associate Pastor(s), Ministry Director(s), Officer or any Member or Person (with "Person" in this section to include corporations, partnership, joint ventures, sole proprietorship, unincorporated associations, and other forms of business organizations) who has undertaken or is about to undertake any liability on behalf of the Church or any company controlled by it and their heirs, executors and administrators, and estates and effects, respectively, shall from time to time and at all times, be indemnified and save harmless out of the funds of the Church, from and against:

- (a) all costs, charges and expenses which such Elder, Lead Pastor(s), Executive Pastor, Associate Pastor(s), Ministry Director(s), Officer or any other Member of the Church or Person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him in respect of any act, deed, matter or thing whatsoever made, done or permitted by him, in or about the execution of his office, or in respect of any such liability; and

- (b) all other costs, charges, and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own negligence, neglect or default.

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

VIII

POLICY STATEMENTS

38.00 Policy Statements

- 38.01 The Purpose of Doctrinal Policy Statements - In consideration of the ongoing need for the Church to provide guidelines and directions to its Members on practical applications of biblical teachings and Christian conduct, the Church may adopt Policy Statements on such matters as are deemed necessary from time to time by the Council of Elders and such statements upon adoption as set out below shall be deemed to be a part of the Church Constitution.
- 38.02 The Adoption and Amendment of Doctrinal Policy Statement - A policy statement may be proposed or amended by any member of the Council of Elders but shall not become operative until first approved by a seventy-five percent (75%) vote of the Council of Elders and ratified by a seventy-five percent (75%) majority vote of the Voting Members at a meeting duly called for that purpose.
- 38.03 The Purpose of Operational Policy Statements - In consideration of the ongoing need for the Church to provide guidelines and directions to its Staff, Members, Ministry Teams or Committees on practical operational issues, the Church may adopt Operational Policy Statements on such matters as are deemed necessary from time to time by the Council of Elders and such statements upon adoption as set out below shall be deemed to be a part of the Church's Operations Manual.
- 38.04 The Adoption and Amendment of Operational Policy Statement - An Operational Policy Statement may be proposed or amended by any member of the Council of Elders but shall not become operative until first approved by a majority vote of the Council of Elders.

IX

GENERAL PROVISIONS

39.00 Corporation Seal

- 39.01 Corporate Seal - The Seal, an impression thereof, is stamped in the margin hereof or as changed by resolution of the Council of Elders from time to time, shall be the seal of the Church.

40.00 Execution of Documents and Cheques

- 40.01 Documents - Documents, contracts or any instruments in writing requiring the signature of the Church shall be signed by any two Officers or as otherwise directed by the Resolution of the Council of Elders and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality. The Council of Elders shall have the power from time to time by Resolution to appoint officers on behalf of the Corporation to sign specific contracts, documents and instruments. The seal of the Church when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed.

40.02 Cheques and Payment - All cheques, drafts or orders from the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officers or Person, whether or not an officer of the Church and in such manner as the Council of Elders may from time to time designate by Resolution.

41.00 Financial Year-End

4.101 Fiscal Year-End - Unless otherwise ordered by the Council of Elders, the fiscal year end of the Corporation shall be June 30 of each year.

42.00 Head Office

42.01 Head Office - The Head Office of the Corporation shall be in the City of Cambridge, Province of Ontario.

43.00 Books and Records

43.01 Books and Records - The Council of Elders shall see that all necessary books and records of a contractual and financial nature of the Church required by the General Operating By-law of the Church or by any applicable statute or law, are regularly and properly maintained.

43.02 Operations Manual

- (a) The duties, mandate, reporting relationship, qualifications and make up of each of the Committees, Ministry Teams, and other organizational entities shall be outlined in the Church's Operations Manual;
- (b) The Church's Operations Manual shall be revised and updated by the staff as needed and approved by the Elders; and
- (c) The Church's Operations Manual shall be made available to the congregation for review upon request.

44.00 Auditor

44.01 Auditor - The Members shall at each Annual Meeting of Members appoint an Auditor to hold office until the next Annual Meeting of Members to do the following:

- (a) report to the Members on the fairness of the financial statements presented by the Finance Committee at the Annual Meeting of Members;
- (b) audit the financial statements, accounts, general fund of the Church and other general funds which may be in existence from time to time and to submit the results of such audits to the Membership at the next Annual Meeting; and
- (c) to carry out such other duties as are directed from time to time by the Board or by the Membership.

45.00 Financial Statements and Budget

45.01 Financial Statements and Budget – The Treasurer shall prepare each year prior to the Annual Meeting of Members the following:

- (a) financial statements for the preceding year prepared in accordance with the financial reporting standards of the Canadian Institute of Chartered Accountants for Charitable and Non-Profit Organizations as may be in place from time to time; and

- (b) a budget for the upcoming year, which shall include the budget and expenditures of at least the previous year.

45.02 Financial Statement Approval - The financial statements shall be forwarded to the Council of Elders for approval prior to the Annual Meeting and shall thereafter be made available to the Members for review at least one week (including one Sunday) prior to the Annual Meeting.

45.03 Budget Approval - The budget shall be forwarded to the Council of Elders for approval prior to the Meeting of Members and shall thereafter be made available to the Members for review at least one week (including one Sunday) prior to the Meeting. The budget shall be presented at a Meeting of Members for approval by the Members.

46.00 Amendments

46.01 Amendments

- (a) Notwithstanding the Act, the Letters Patent of the Church may be amended by seventy-five (75%) percent vote of the Council of Elders voting at a meeting called for that purpose and sanctioned by an affirmative vote of at least seventy-five percent (75%) of the Voting Members present and in person at a meeting duly called for the purpose of considering the said amendment, provided that notice of such Membership Meeting is given in the Church Bulletin not less than four (4) consecutive Sundays before the said meeting, and provided further that the notice shall state the proposed amendment and the purpose thereof.

- (b) The General Operating By-Law of the Church not embodied in the Letters Patent may be repealed or amended by by-law and enacted by a seventy-five percent (75%) vote of the Council of Elders voting at a meeting called for that purpose and sanctioned by an affirmative vote of at least seventy-five (75%) of the Voting Members present and in person or represented by proxy at a meeting duly called for the purpose of considering the said By-law, provided that notice of such Membership Meeting is given in the Church Bulletin not less than four (4) consecutive Sundays before the said meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.

47.00 Rules and Regulations

47.01 Rules and Regulations - The Council of Elders may prescribe such rules and regulations not inconsistent with the By-Laws and Letters Patent relating to the management and operation of the Church as the Council of Elders deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual Meeting of the Members of the Church when they shall be confirmed, and failing such confirmation, shall cease to have any force and effect.

48.00 Church Affiliations

48.01 Affiliations - The Church shall be affiliated with The Fellowship of Evangelical Baptist Churches in Canada and with such associations and/or organizations as determined from time to time by a vote of seventy-five (75%) percent of the Voting Members present and in person at a meeting duly called for that purpose.

49.00 Effective Date

49.01 Effective Date - This By-Law shall repeal all previously enacted organizational by-laws of the Church and shall come into force without further formality on the 20th day of September, 2020.

PASSED the 20th day of September, 2020.

CHAIRMAN, CRAIG PILKINGTON

SECRETARY, TERRY FEARON

ENACTED as By-Law No. 4 to become effective the 20th day of SEPTEMBER, 2020.

CURTIS HEATON

MICHAEL SEAN DAWDY

JOHN WILLIAM THOMPSON

PETER MICHAEL GRAHAM

GORD JACKSON

ANDRE GERARD SHADRACH

DAVID J. VAN WIJNGAARDEN

CHRISTOPHER JOSEPH QUINLAN

THE FOREGOING By-Law No. 4 as enacted by the Elders (directors) of the Church has been ratified, sanctified, confirmed and approved without variation by a majority vote of the Members entitled to vote at a meeting of Members duly called and regularly held at Cambridge, Ontario, and at which a quorum was present on the 20th day of SEPTEMBER, 2020..

Secretary, TERRY FEARON