

**GENERAL OPERATING
BY-LAW NUMBER 1**

(Approved by the Members – August 4, 2013)

**A By-Law relating generally to the transaction of the affairs of
Emmanuel Baptist Church of Barrie (a Federal Corporation)**

BE IT ENACTED as a By-Law of EMMANUEL BAPTIST CHURCH OF Barrie (hereinafter referred to as "Emmanuel") as follows:

1. DEFINITIONS

1.01 In this General Operating By-Law and all other by-laws and resolutions of Emmanuel unless the context otherwise requires, the following definitions shall apply:

- (a) "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "Administrative Staff" mean the persons serving in an administrative role whether they are paid, unpaid, part-time, or full-time with regard to compensation.
- (c) "Articles" mean the Articles incorporating Emmanuel, as from time to time amended or supplemented by Supplementary Articles;
- (d) "Associate Pastors" mean those men called to specific pastoral responsibilities under the Lead Pastor's leadership and oversight.
- (e) "Board" means the Voting Elders who are the Board of Directors of the Corporation pursuant to the Act;
- (f) "Clerk" means the member responsible for preparing minutes of all church business meetings, keeping an accurate membership roll and carrying on correspondence relative to the membership.
- (g) "Constitution" means the General Operating By-Law and any Policy Statement adopted by Emmanuel from time to time;
- (h) "Corporation" means Emmanuel as defined herein;
- (i) "Deacon" means a male or female member who shall assist the Elders and/or the pastors by performing services, administration, and implementation of a ministry.
- (j) "Elders" mean the men elected as the Elders of Emmanuel. There are 3 categories of Elder: paid and non-voting (Pastors), unpaid and voting (Voting Elders), unpaid and non-voting (Associate Elders);
- (k) "Emmanuel" (also referred to as "the Church") means the legal entity incorporated as a corporation without share capital under Articles dated _____ and named Emmanuel Baptist Church of Barrie, through which its Members may worship, fellowship and serve together as a New Testament Church;
- (l) "Financial Administrator" means a member of the church, accountable to the Elders or their designate and responsible for keeping an accurate account of all monies received and disbursed, for carrying on the banking business in the name of the church, for paying all the current accounts according to the budget of the church and for the preparation of the budget.
- (m) "General Operating By-Law" means this by-law and any other by-laws of Emmanuel intended to amend or replace the General Operating By-Law herein;
- (n) "Guiding Principles" means a document consisting of Mission, Accountability and Boundary Principles and determined by the Elders and the Lead Pastor and authorizing the leadership of the Lead Pastor and his staff.

- (o) "Lead Pastor" means the man responsible to lead the church in fulfilling the church's mission, vision and ministry.
- (p) "Leadership Team" means the Lead Pastor and others chosen by him to serve with him in the visioning and leadership of the church.
- (q) "Member" means a member of Emmanuel;
- (r) "Members" or "Membership" means the collective membership of Emmanuel. There are three categories of member: member, leader member and associate member.
- (s) "Ministry Director" means a person who is responsible under a pastor's oversight for a specific area of ministry whether they are paid, unpaid, part-time, or full-time with regard to compensation.
- (t) "Ministry Staff" means Associate Pastors and Ministry Directors appointed for a ministry management purpose, whether they are paid, unpaid, part-time, or full-time with regard to compensation.
- (u) "Ministry Team" means a group of believers organized to carry out specific tasks of ministry. Each team's existence, specific purpose, job description, and life span are determined by the pastors and affirmed by the Elders.
- (v) "Policy Statements" means the Policy Statements adopted as part of the Constitution from time to time concerning practical applications of biblical principles and Christian conduct and as outlined in the Policies and Procedures Manual;
- (w) "Statement of Faith" means the statement that outlines the foundational beliefs of Emmanuel for faith and practice.

2. INTERPRETATION

2.01 In this General Operating By-Law and all other by-laws and resolutions of Emmanuel unless the context otherwise requires, the following interpretation shall apply:

- (a) Singular words include the plural and vice versa;
- (b) Words using the masculine gender include the feminine unless the context would indicate otherwise;
and
- (c) Words referring to person or persons do not include corporations, partnerships, trusts and unincorporated organizations.

2.02 Headings used in the by-laws of Emmanuel are for convenience of reference only and shall not affect the construction or interpretation thereof.

2.03 If any of the provisions contained in this General Operating By-Law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

3. PURPOSE

3.01 The purpose of Emmanuel is to glorify God by obeying the commandment of Jesus in Matthew 28:19-20a: "... go and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, and teaching them to obey everything I have commanded you..."

4. AFFILIATION

4.01 Emmanuel is affiliated with The Fellowship of Evangelical Baptist Churches in Canada. As such this Church should participate in equipping and support programs, give from its income to Fellowship and FEB CENTRAL ministries, and help promote the work of the Fellowship and FEB CENTRAL. This membership shall be a voluntary, covenant relationship among likeminded congregations that remain legally autonomous while interdependent in mission.

5. MEMBERSHIP

5.01 Definition of Membership

Emmanuel is comprised of persons who profess a personal faith in Jesus Christ as their Lord and Saviour, have been baptized by immersion as believers according to the New Testament, and actively follow the Lord Jesus Christ in discipleship.

5.02 Qualification for Membership

Members of the unincorporated Emmanuel will become Members upon the incorporation of Emmanuel. Other individuals may qualify to be a Member if in the unanimous opinion of the Board of Elders, such individual fulfills the definition of Membership as set out in Section 5.01 herein, fulfills the Requirements of Membership as set out in Section 5.03, and completes the procedure for admission into Membership set out in Section 5.04 herein and is not under the discipline of Emmanuel as set out in the Policies and Procedures Manual. An individual may also be admitted by restoration, following church discipline set out in the Policies and Procedures Manual.

5.03 Requirements of Membership

An applicant for membership will as follows:

- (i) Give a clear understanding of the basic teachings of the gospel,
- (ii) Give a clear statement of faith in Jesus Christ,
- (iii) Be baptized by immersion as a believer,
- (iv) Attend a new members' class,
- (v) Attend Emmanuel for at least one year, and
- (vi) Affirm the Emmanuel Membership Covenant and be in submission to Emmanuel's Statement of Faith, By-Laws, and Policies and Procedures.

The call of a Pastor includes acceptance into membership of him and his spouse.

5.04 Procedures of Membership

A person shall be considered a member as follows:

- (i) When the requirements for membership in Section 5.03 have been fulfilled,
- (ii) When an interview with at least two Elders has been completed,
- (iii) When Elders and pastors have approved the person for membership, and
- (iv) When the name of the person has been published in the weekly bulletin the previous two weeks and no one has expressed a concern regarding the candidate's spiritual life.
- (v) If there is concern raised regarding a candidate's spiritual life, a decision regarding the candidate being received into membership will be made by the Elders.

Emmanuel does not transfer membership from other churches.

5.05 Privileges of Membership

Every member of the church has the privilege to participate in worship, the Lord's Table, and service and to have the fellowship of the body. Every member may participate fully in meetings that pertain to the membership of the church. Every member is entitled to one vote on all matters requiring a congregational vote in accordance with Section 5.10(h). In some circumstances, the Voting Elders may establish an appropriate process for voting including advance voting. In such cases, the procedure outlined by the Voting Elders will be followed.

5.06 Responsibilities of Membership

Every member of the church is expected to live under and abide by the Statement of Faith, By-laws, and Policies and Procedures of Emmanuel. Every member is expected to be faithful in worship, discipleship, personal growth, service, and giving. Recognizing that Christians are ministers of reconciliation, this church expects its members to be fully devoted followers of Jesus Christ. Every member shall seek to exercise his or her unique God-given skills and gifts for the mutual benefit of all the church body and will respectfully follow the leadership of the Lead Pastor and Elders.

5.07 Role of Members

The primary role of the Members shall be to serve as the ministers of the Church as they reach out to unchurched people and care for the needs of one another within the Church. The following decisions of the Church shall require the approval of the Members by a simple majority (or by a higher percentage as determined by the members or stated in another place in this document) of those voting:

- (a) Elections to the Board of Elders.
- (b) The calling or dismissal of the Lead Pastor.
- (c) Approval of an annual budget.
- (d) Approval of the annual financial statements.
- (e) Appointment of the auditors for the current fiscal year.
- (f) Changes to the Statement of Faith, the Operating By-Law(s) and the Articles.
- (g) Purchasing, selling, transferring, mortgaging, hypothecating or pledging of lands and/or buildings.
- (h) Dissolving the church.
- (i) Other matters as called upon by the Elders.

5.08 Discipline of Members

(a) This church will make every effort to adhere to the principles of church discipline as set forth in the Bible, particularly in Matthew 18:15-17. The guiding motivation behind church discipline is the commitment to love others in the context of truth. The threefold purpose of church discipline is to glorify God by maintaining purity in the local church, to edify believers by deterring sin, and to promote the spiritual welfare of the offending believer by calling him or her to return to a biblical standard of doctrine and conduct.

(b) Any member who is not willing to fulfill the requirements and/or responsibilities set out in Sections 5.01, 5.03, 5.06 and 5.08 (a) may be terminated from membership and lose his or her privileges as outlined in the Policies and Procedures Manual.

5.09 Termination of Membership

Membership will be terminated by any of the following:

- (a) Death.
- (b) Church Discipline.
- (c) Resignation.
- (d) When a member has joined another church.
- (e) A member failing to make a favourable contact with the church for six consecutive months. The member may be contacted by a designee of the Elders and, if there is no appropriate response, termination will follow.

5.10 Meetings of the Church and Its Membership

(a) **Sunday Services:** The church will meet regularly each Sunday for worship, preaching, teaching, evangelism, and fellowship, and additionally, may meet on other days the Elders so determine. These particular meetings are open to everyone and shall be conducted under the direction of the Lead Pastor or his appointee.

(b) **Annual Meeting:** An Annual Meeting shall be held at a time approved by the Elders within four months of the end of the fiscal year and with adequate notice given to the congregation. Report from the Elders shall be given. Financial reports and budgets shall be approved by the congregation at this time. Election of Elders will also be held. Other business as determined by the Elders will be conducted.

(c) **Other Business Meetings:** Other business meetings may be called at any time by the Board of Elders.

(d) **Members Calling a Members' Meeting:** The Voting Elders shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the Voting Elders do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

(e) **Notice of Meetings:** Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which information respecting the church's activities is regularly posted and that is located in the main facilities of the corporation and by notice at the main worship services on at least two Sundays previous to such meetings.

(f) Change the Manner of Giving Notice

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the church to change the manner of giving notice to members entitled to vote at a meeting of members.

(g) **Quorum:** At all meetings, whether regular, special or adjourned, fifteen percent (15%) of the current members in good standing shall constitute a quorum for the transaction of business.

(h) Voting: The Members shall vote according to the following:

- a. A Member has the right to a single vote either in person or by proxy (if aged 18 or over), unless the Member is under discipline or inactive.
- b. A vote may be taken either in a meeting or at other times by written or electronic means.
- c. When a vote takes place outside a meeting, there shall be at least one week's notice of the means by which a ballot vote will be taken.
- d. If taken in a meeting, votes may be cast by visual, written, and/or electronic sign.
- e. If there a vote outside a meeting and votes are collected by written or electronic means, the direct receipt of the vote must be within a time period set by the Elders.
- f. No abstentions shall be counted in the vote tally.
- g. Votes may be by proxy, provided that the proxy appointed is a Member and represents no more than one other Member. A proxy shall be executed by the appointed Member or the Member's attorney authorized in writing. A proxy may be in the following form or some similar form:

*"The undersigned Member of EMMANUEL BAPTIST CHURCH hereby appoints _____, or failing the Person appointed above, _____ as the proxy of the undersigned to attend and act at a Meeting or vote of the Members of the said Church to be held on the _____ day of _____, 20____, 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 of _____, 20____. _____ Signature of Member"*

h. When ballot votes have been counted and the result has been communicated to the members, the ballots are to be destroyed.

5.11 Leader Member

The Leader Member shall be able to participate in all committee/team meetings. The Lead Pastor or his designate or, if the church is without a Lead Pastor, the chair of the Elders or his designate, is the Leader Member.

5.12 Associate Membership

In exceptional circumstances, Emmanuel will allow for individuals to hold a dual membership (called Associate membership), especially those who are Christian workers and students. Such individuals will have all the privileges of regular members. Candidates for such membership will follow the approved membership interview process and their dual membership must be with a church of like faith and practice. The Board of Elders will decide upon such exceptions on a case by case basis.

5.13 Amending This Section

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

6. VOTING AND ASSOCIATE ELDERS

6.01 Elder Selection

There shall be between 3 and 20 Voting Elders. There may also be Associate Elders, whose number will not exceed that of the Voting Elders. Voting and Associate Elders shall be active Church Members selected for three-year terms by the following process:

(a) An Elder must be a man who is biblically qualified according to 1 Timothy 3:1-7 and Titus 1:6-9.

(b) A Voting Elder and his wife, father, mother, child, brother or sister, or spouse of such Person is not an employee, agent or individual that is receiving remuneration either directly or indirectly from the Church.

(c) Any active Member of the Church may submit a signed letter to recommend a potential Elder who meets the qualification of (a).

(d) Potential Elders must complete a training course taught by the Lead Pastor or his designate covering the mission, vision, and structure of the Church.

(e) Potential Elders must sign a covenant to uphold the highest standards of participation, service, supportiveness, and tithing with regard to the Church.

(f) The Lead Pastor and the Elders shall present to the Congregation for approval a selection of candidates that have been certified by the Elders as qualified to serve as Elders.

(g) Approving Elders shall require a 75% majority vote with at least fifteen percent (15%) of the membership of the church voting.

6.02 Elder Term of Service

Each Elder may serve a maximum of two consecutive three-year terms and may serve again after a break of one year or more. Immediate family members of the Lead Pastor, other pastors, and the Staff shall not serve on the Board. The term of an Elder may be vacated by resignation, by removal as a Church Member, or by action of the Voting Elders. The remainder of a vacated term shall be filled by the Voting Elders in consultation with the Lead Pastor and shall not be counted toward the limit of two consecutive terms.

6.03 Elder Role

The role of the Elders is to oversee all aspects of the church including the appointment of deacons, a financial administrator, a clerk, and any committee/team member. One of the roles of the Elders shall be to provide support and accountability for the Lead Pastor by writing concise Guiding Principles. All Elders shall be sent at least 24-hours' notice of every meeting by electronic, verbal, or written means.

7. BOARD

7.01 Board Role

The Board shall direct operating and financial decisions through the written policy in the Guiding Principles. The Board shall leave the leadership of the Church to the Lead Pastor and shall leave the management of the Church to the Staff under the direction of the Lead Pastor. Board action shall be by simple majority of all Voting Elders, whether or not present and voting. A majority of the Voting Elders present, which includes participation by electronic or written means, shall constitute a quorum for action. Board meetings shall occur regularly and at other special times as needed when called by the Lead Pastor or the Chair or a majority of the Voting Elders. The Board shall be sent at least 24-hours' notice of every meeting by electronic, verbal, or written means. Such notice may be waived by unanimous consent.

7.02 Board Officers

Each year the Board shall elect a Chair, a Vice-chair and a Secretary. The Chair shall enforce the Accountability Principles and shall lead the Board when discussing the Lead Pastor's leadership in fulfilling the Mission Principles and adhering to the Boundary Principles. The Chair and the Lead Pastor shall work together to lead the Board in all other discussions. The Vice-chair will serve in the absence of the Chair. The Secretary shall maintain and distribute the current edition of the Guiding Principles and other Board documents.

8. LEAD PASTOR

8.01 Lead Pastor Call and Selection

In the event of a vacancy in the position of Lead Pastor, the Chair of the Elders shall invite FEB CENTRAL to counsel the Elders in the process of finding and calling a new Lead Pastor who has demonstrated the ability to lead this Church to the next level of effectiveness in the achievement of its mission. The Elders shall fill the role of the Lead Pastor with an appropriate interim candidate until a permanent Lead Pastor is in place. Calling the new Lead Pastor shall require a vote by the Elders to propose the candidate to the members who will vote to approve the call of the candidate by a 75% majority of those members voting with at least fifteen percent (15%) of the membership of the church voting. Dismissing the Lead Pastor shall require the Elders or a quorum of the Members to propose the action, nonbinding consultation by FEB CENTRAL with the Elders and Members, and final approval by the Members by a simple majority vote.

8.02 Lead Pastor Role

The role of the Lead Pastor is to lead the Church to accomplish its mission. The Lead Pastor shall lead the Congregation by teaching biblical truth, casting vision, and advancing the mission. The Lead Pastor and the Leadership Team can participate at meetings of the Voting Elders and Associate Elders. The Lead Pastor shall lead the Elders by guiding its discussion of Mission Principles. The Lead Pastor shall lead the Staff by directing them in their management of all Church operations. The Lead Pastor shall be accountable to the Elders.

9. CHURCH STAFF

9.01 Ministry Staff Role

A ministry staff person shall manage each area of Church operation. Staff positions shall be created, filled, vacated, or discontinued based on ministry needs. The hiring, directing, compensating, and dismissing of any and all Church Staff shall be the responsibility of the Lead Pastor under the authority and direction of the Voting Elders. The call of a Pastor includes acceptance into membership of him and his wife.

9.02 Administrative Staff Role

An administrative staff person shall serve under the oversight of a ministry staff person.

10. POLICIES AND PROCEDURES

10.01 Policies

When policies are written and approved by the Voting Elders, they will immediately become part of the operating policy of the church. All policies shall be included in what is identified as the Policies and Procedures Manual. Major changes in policy shall be communicated to the membership at the annual meeting.

10.02 Procedures

Procedures for this church may be written documents or generally understood operating procedures. Should they be written, they should be kept on file in the church office and accessible to all church members on proper notice. All procedures shall be included in what is identified as the Policies and Procedures Manual. However, since they may be construed to be generally understood operating procedures, should a question or dispute arise concerning a directive that cannot be resolved, the Voting Elders will be responsible for clarifying the procedure and preparing a notice to be communicated to the church at the Annual Meeting.

10.03 Core Commitments

Core Commitments, which are included in the Policies and Procedures Manual, will be a statement of our Mission Statement and a description of the core commitments of the Emmanuel family. These statements of

commitment are meant to elaborate the mission and give more specific direction to the ministry of the church. The core commitments will be regularly reviewed and evaluated by the Voting Elders and may from time to time be updated and altered.

11. AMENDMENTS

11.01 The Statement of Faith, Articles and this General Operating By-Law may be amended or added by a vote of the members provided that:

(a) Such proposed additions or amendments are recommended by the Elders; and

(b) Notice of the proposed additions or amendments is given to the Members in the notice calling the meeting to consider the proposed changes; and

(c) At least two-thirds of the Members voting must approve such changes; and

(d) Any repeal or amendment of the General Operating By-Law shall not be enforced or acted upon until the approval of the Ministry of Industry, Science and Technology is received.

12. FISCAL AND ELECTIVE YEAR

12.01 The fiscal year-end of Emmanuel shall be determined by the Voting Elders. The elective year shall commence and end on the date of the Annual Meeting.

13. INDEMNITY

13.01 Except such costs, charges or expenses as are occasioned by his own wrongful act or willful neglect or default, every Elder, Pastor, Associate Pastor or officer of Emmanuel or other person who has undertaken or is about to undertake any liability on behalf of Emmanuel or any affiliated organization and their heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and saved harmless, from and against:

(a) all costs, charges and expenses which such person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in carrying out the duties 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.

14. GENERAL PROVISIONS

14.01 Corporate Seal

The seal, an impression thereof is stamped in the margin hereof, shall be the seal of Emmanuel.

14.02 Head Office

The head office of the Corporation shall be in the City of Barrie, in the County of Simcoe and the Province of Ontario.

14.03 Execution of Documents

Properly approved contracts, documents or any instruments in writing requiring the signature of Emmanuel shall be signed by any two Voting Elders and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality. The Board shall have the power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid by any officer or officers appointed.

14.04 Lands and/or Buildings

The purchase, sale, transfer, mortgage, hypothecation or pledge of lands and/or buildings shall not occur except in accordance with a resolution recommended by the Board and passed by at least a two-thirds majority vote of the Members which vote was called for this purpose.

14.05 Banking

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued, accepted or endorsed in the name of Emmanuel shall be signed by such officer or officers, agent or agents of Emmanuel and in such manner as shall from time to time be determined by resolution of the Board.

All funds of Emmanuel shall be deposited from time to time to the credit of Emmanuel in such bank or banks or trust companies or with such bankers as the Board may approve.

The securities of Emmanuel may be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn from time to time only upon the written order signed by such officer or officers, agent or agents of Emmanuel 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.