

GENERAL OPERATING BY-LAW NO.1

A By-Law relating generally to the transaction of the affairs of

Off Lake Bible Church

WHEREAS Off Lake Bible Church was previously unincorporated and known under a constitution as “Off Lake Evangelical Covenant Church”, and has since been granted a Certificate of Incorporation by the Government of Canada dated **** under the name “Off Lake Bible Church” (“the Church” or “Corporation”);

AND WHEREAS THE CHURCH requires a General Operating By-Law for the effective and proper governance of the activities and affairs of the Corporation under the Act;

NOW THEREFORE BE IT ENACTED as the General Operating By-Law of Off Lake Bible Church as follows:

SECTION 1 - DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATIONS

1.1 Definitions

In this By-Law and all other By-Laws, Resolutions, and Regulations of the Church, unless the context otherwise requires, the following definitions shall apply, with the defined words and phrases being capitalized in this General Operating By-Law for ease of reference:

‘**Act**’ Means the Canada Not-for-Profit Corporations Act, S.C. 2009, c. 23 as may be amended from time to time and any statute enacted in substitution thereof, and in the case of any such substitution, any references in the By-Law of the Church to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes.

‘**Articles**’ means the original, amended or restated Articles of Incorporation of the Church.

‘**Associated Pastor**’ means a person, who is credentialed as a minister (has a Ministry or an ordination certificate), or is in the process of becoming credentialed in accordance with the requirements of the Associated Gospel Churches (of Canada), who is an employee called to lead a ministry of the Church in association with the Senior Pastor of the Church.

‘**Associated Gospel Churches**’ or ‘**AGC**’ of which the Church is a member.

‘**Attendee**’ means a person attending or involved in the activities of the Church who is not a Member.

‘**Board**’ means Board of Directors of the Church pursuant to the Act. The term “Board” may be used interchangeably with the term “Elders Council” of the Church pursuant to the Act.

‘**Board Chair**’ means the Officer of the Church holding the position of Board Chair.

‘Board Policy’ means a Board policy adopted pursuant to this General Operating By- Law from time to time in pursuance of the purposes and objects of the Church;

‘Church’ means the legal entity incorporated as a corporation without share capital under the Act by a Certificate of Incorporation and any amendments thereto) dated XXXXX, and named Off Lake Bible Church, through which its Members may fellowship together as a New Testament Church;

‘Church Constitution’ or **‘Constitution’** means the certificate of Incorporation (including the ‘Articles of Incorporation’ of the Church, the Statement of Faith of the Church, General Operating By-Law, ByLaws, Resolutions, Regulations, Board Policies and By-Law Policies adopted by the Church from time to time;

‘Director’ means any one of the individuals holding the office of Director pursuant to Section 8, and who has not officially ceased to be a Director.

‘Discipline’ means actions taken seeking to reconcile individuals to one another with mutual forgiveness and/or reconciling individuals to the teachings of the Church for the purpose of being restored to fellowship with God and the Church, which shall be carried out in accordance with Section 6 of this By-Law.

‘Elders’ or **‘Elder’** is an ecclesiastical term and means the Member(s) of the Church who qualify for and hold the role of Elder, which is an ecclesiastical office, in accordance with Church polity. The Elders Council is the gathering of the Elders, whose ecclesiastical role is to oversee and implement the spiritual direction, health, care and ministries in fulfilment of the Purposes of the Church. Each Elder (with the exception of any Elder/Pastor who is employed by Church) is also ex-officio a director of the Corporation. For clarity, the Elders Council (with the exception of any employed Elder/Pastor) is the Board of Directors and the terms may be used interchangeably.

‘General Operating By-Law’ means this By-Law, any amendments thereto, and any other By-Laws of the Church intended to amend or replace the General Operating By-Law herein in accordance with the Act and as the law may allow;

‘Man’ means a male person born of the male sex;

‘Meeting of Members’, ‘Membership Meeting’ or **‘Members Meeting’**, means any Annual Meeting of Members or Special Meeting of Members properly called;

‘Member’ means a member of the Church.

‘Ministry Volunteer’ means a volunteer who actively participates in the Church’s ministry and is not a paid employee of the Church.

‘Minor’ means a person under the age of eighteen (18).

‘Ordinary Resolution’ means a resolution passed by a majority of the votes cast on that resolution.

‘Position Statements’ means any Position Statements adopted from time to time by the Associated Gospel Churches concerning practical applications of Biblical principles and Christian conduct, which are incorporated by reference into the Church’s Constitution,

‘Public Accountant’ means the public accountant appointed by the Membership to audit or conduct a review engagement of the financial statements of the Church, if and when required, in accordance with the Act and this By-Law.

‘Purposes’ means the charitable purposes (sometimes referred to as “objects” of the Church as set out in the Articles of Incorporation;

‘Senior Pastor’ means a man, approved by the Associated Gospel Churches and chosen by the Members to be the lead pastor of the Church, in accordance with Church polity.

‘Special Resolution’ means a resolution passed by the Members by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

‘Spouse’ means either a man who is married to a woman or a woman who is married to a man, as applicable whereby “man” means a male person born of the male gender and “woman” means a female person born of the female gender.

‘Statement of Faith’ means the Statement of Faith adopted from time to time by the Associated Gospel Churches, which is incorporated by reference into the Church’s Constitution

‘Woman’ means a female person born of the female sex

1.2 Church Name and Affiliation

The Church shall operate under the name Off Lake Bible Church unless otherwise determined by the Board, provided that any legal name change shall be done in accordance with the By-laws and applicable law.

The Church shall be a member of the Associated Gospel Churches.

1.3 Church Purposes

This General Operating By-Law and any other By-Laws of the Church shall be strictly interpreted at all times in accordance with and subject to the legal purposes of the Church as set out in the Articles of Incorporation.

1.4 Church Polity and Statement of Faith

This General Operating By-Law shall be strictly interpreted in accordance with the Statement of Faith and Position Statements of the Associated Gospel Churches, as adopted and amended by the Associated Gospel Churches from time to time.

The Church recognizes Jesus Christ as the Head of the church and seeks to know and obey the will of the Lord in all matters of faith and practice.

The Elders Council may adopt policies and regulations regarding Church Polity, including the role, eligibility for and selection of Pastors, Elders, Deacons and Ministry Leaders.

1.5 Interpretation of By-Law

In the interpretation of this By-Law, unless the context otherwise requires, the following rules shall apply:

1. Except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
2. Words expressing the singular number shall include the plural and vice versa;
3. Words expressing the masculine gender include the feminine and neuter genders and vice versa unless the context expressly requires otherwise;
4. Section headings used are for reference only and are not to be used to interpret the meaning;
5. If any of the provisions contained in the By-Laws 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; and
6. Subject to these terms, the Board shall have the authority to interpret the By-laws giving consideration to Church practices and policies.
- 7.

SECTION 2 - HEAD OFFICE

2.1 The Head Office of the Church shall be in the Town of Emo, Fire #27A, Highway 615, Province of Ontario, and at such place therein as may be determined by the Board from time to time.

SECTION 3 - SEAL

3.1 The Church may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Chair of the corporation shall be the custodian of the corporate seal.

SECTION 4 - CHURCH MEMBERSHIP

4.1 Classes and Composition

The Church will have only one (1) class of Membership. Alternative language for Membership may be used as determined by the Board from time to time. Membership in the Church shall consist only of the Board of Directors and of the persons recorded as Members of the Church as of the date of passing this By-Law. Thereafter, Membership shall consist of such other individuals as are admitted as Members by the Board of Directors.

4.2 No Fees, Etc.

There shall be no Membership fees or dues. The purposes and objects of the Church shall be carried on without the purpose of gain for its Members, and any profits or other accretions to the Church shall be used in promoting its objectives.

4.3 Membership Qualifications

To be eligible for Membership in the Church, an individual must:

1. Be eighteen (18) years of age or older;
2. Give evidence of personal, saving faith in Jesus Christ as Lord and Saviour;
3. Not be in the practice of conduct that would result in Church discipline as per Section 6.2(2), but practice a lifestyle consistent with the teachings of Scripture and the Church;
4. Be willing to participate in the work of the Church by worshiping God, growing as a follower of Jesus Christ, serving one another, giving financially, and sharing their faith with others;
5. Agree, in a manner established by the Board of Directors from time to time, to abide by the Statement of Faith and Position Statements, and to be subject to the authority of the Church, and
6. Not currently be a member of another church, and as applicable any other church membership is to be terminated upon admission into membership in the Church, in accordance with the Membership Admission Process set out in Section 4.4. and/or as adopted by the Board from time to time.

4.4 Admission to Membership

Individuals applying as a Member of the Church shall complete a Membership process which, unless amended by the Board, shall include:

1. An individual's application to become a Member, given to a Pastor or Board Member; in which the applicant agrees to abide by the Statement of Faith, or such other statements as adopted by Board Policy from time to time; and agrees to hold Church membership exclusively in Off Lake Bible Church;
2. Completion of a satisfactory interview with the Elders as determined by the Board;
3. A resolution of the Board admitting them to Membership;
4. Prompt notification by the Board of the applicant's acceptance as a member, and
5. Public introduction of the new Member at a worship service or other gathering of the Church.

4.5 Rights and Privileges of Members

A Member of the Church shall have the following rights and privileges:

1. To worship the Lord and be taught from His Word together with other Members of the Church;

2. To request the help of the Church (in writing or verbally to an Elder/ Board Member or Pastor) for ceremonies such as weddings, funerals, dedications of children, dedications of homes, commissioning celebrations, and such other help as may be needed, insofar as these ceremonies are consistent with our Statement of Faith and additional Position Statements;
3. To strive to maintain unity, integrity, and reconciled relationships within the Church and community as an ambassador of Christ and a representative of the Church;
4. To receive notice of, attend, speak, participate, and cast one (1) vote at all duly constituted meetings of Members;
5. To exercise the privilege of participating in the process of selecting Pastors and Directors;
6. To expect the pastoral care, attention, and support of the Pastor(s) and Elders of the Church; and
7. To be expected to pray for the leaders, serve, and give generously of their income to support the work of the Church.

4.6 Rights and Privileges of Attendees

An Attendee who attends worship and participates in the work of the Church may do so as determined by the Board. An Attendee is not a corporate member and has no voting privileges under the Act, this By-Law or any other By-Law or any rule, regulation, policy or statement by or of the Church or the Board.

4.7 Membership of Pastors

For the duration of, and by virtue of, their pastoral call with the Church, a Pastor and his wife (if married) are deemed to be Members without having to be received into Membership in the manner set forth above. If a Pastor marries after he has been appointed a Pastor at the Church, his wife may be received into Membership in the normal manner set forth above. Following his termination as a Pastor at the Church the Membership of the Pastor and his wife (if married) will be reviewed by the Board.

4.8 Member Voting

Each Member in good standing shall be entitled to one (1) vote on each question arising at any Special or Annual Meeting of Members permitted by the Act and/or by Board Policy. Proxy voting is not permitted except in exceptional circumstances as determined by resolution of the Board in its sole discretion, prior to a Special or Annual Members' meeting, which decision shall be communicated in the Notice of Meeting.

4.9 Votes to Govern

At all meetings of Members every question shall be decided by a majority of the votes of the Members present in person, or represented by proxy if permitted, unless otherwise required by the Articles, By-Laws or the Act.

Every question shall be decided in the first instance by a show of hands unless a ballot is requested by the Members and/or required pursuant to the Act.

Upon a show of hands, every Member having voting rights shall have one vote and, unless a ballot be requested, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be admissible in evidence as prima facie proof of the fact, without proof, of the number or proportion of the votes accorded in favour or against such resolution. The demand for a ballot may be

withdrawn, but if a ballot is demanded and not withdrawn the question shall be decided by the Members present voting in person or by proxy, and such ballot shall be taken in such manner as the chair shall direct and the result of such ballot shall be deemed the decision of the Church upon the matter. In case of an equality of votes at any general meeting, whether by show of hands or by ballot, the vote shall fail.

4.10 Termination of Membership

1. Membership in the Church automatically terminates upon the occurrence of any of the following events:
 - a) the resignation in writing of the Member, which shall be effective on the date set out and upon acceptance thereof by the Board;
 - b) the death of the Member;
 - c) the removal of a Member from Membership of the Church by a two-thirds Resolution of the Elder's Council, or,
 - d) the liquidation or dissolution of the Church under the Act, or otherwise by law.
2. Upon termination of Membership, the rights of the Member automatically cease. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Board Member, Elder, Deacon, Officer and/or a committee member, as applicable.

SECTION 5 - RESOLVING DISPUTES AMONG MEMBERS

5.1 Guiding Principles

In an effort to restore peace, reconciled relationships, and a credible witness as ambassadors of Christ, the Church is committed to assisting Members in resolving their disputes in accordance with Christian principles. These principles are set out in Scripture in such passages as Matthew 18:15-20; Luke 17:3; Galatians 6:1, and 1 Corinthians 5:1-11, which are instructive for helping the Church resolve disputes in most cases. In accordance with these principles, the following steps should be taken to address disputes among Members:

1. The Board/Elders, and Pastors of the Church will encourage Members to resolve disputes privately and personally in accordance with Biblical principles. When a Member has reason to believe that another Member is in the practice of such conduct as would warrant discipline under Section 6.2(2) that Member is therefore encouraged to express their concerns to the other Member personally and privately.
2. Where a Member is unable or unwilling to utilize the restoration, principle set out in Section 5.1(1) above, or where this principle did not bring the desired restoration, the concerned Member is encouraged to refer the matter to a Pastor and/or the Elders, who shall proceed according to Biblical principles toward a fair and mutually beneficial resolution.
3. When the elders are unsuccessful in bringing the necessary restoration, the matter shall be referred to the Board for Disciplinary Action.

5.2 Disputes Involving Minors or Vulnerable Persons

Where an accusation involves an Attendee under eighteen (18) years of age or an otherwise vulnerable person (as reasonably determined by the Board), the principles set out in Section 5.1(1) shall not automatically be utilized. In such cases:

1. Where there is an allegation of abuse of any kind as defined in the Child and Family Services Act (Ontario), particularly in relation to a person under eighteen (18) years of age, then the Board shall ordinarily proceed in accordance with any applicable law, Policy or Position Statements in place from time to time, including taking steps to immediately report the allegations to the appropriate authorities as required by law.
2. Provided that where there is no allegation of abuse, the Elders and Pastors of the Church may still utilize the principle set out in Section 5.1(1) and notification of such shall be given to the parents or legal guardians of those involved. Such parents or legal guardians may consult with the Pastor in relation to such procedures.

5.3 Disputes Involving Pastors or Elders

Where an accusation involves a Member of the Church who is also a Pastor or Elder, the disciplinary principles set out in Section 5.1(1) shall be utilized unless there is an allegation of conduct such as would, according to Scripture, disqualify the Pastor or Elder from the role (1Tim. 5:19). The Board shall seek counsel from the AGC. The Board shall then consider the allegations and advise in accordance with any applicable Position Statements in place from time to time, including taking steps to immediately report the allegations to the appropriate authorities as required by law.

SECTION 6 - DISCIPLINE OF MEMBERS

6.1 Purpose of Discipline

The Church shall be governed by Scriptural principles in the exercise of the discipline of its Members. Members failing to conduct themselves according to the basic principles of the Christian faith to such a degree as to bring reproach upon the name of Christ and of the Church, and its ministry will be subject to the Discipline of the Church. The purpose of discipline is not to punish such a person but to restore the person to unhindered fellowship with God and with the Church (Gal. 6:1; Heb.12:7-11; Jas. 5:19-20; 2 Cor. 2:5-8). Discipline is therefore a form of discipleship; its desired outcome is that the disciplined Member would, through their restoration, be a better representative of Jesus Christ.

6.2 Circumstances Giving Cause to Discipline

1. The Lords exhortation to watch over one another, and to bear one another's burdens in the spirit of meekness and love, shall be foremost in the minds of the Elders' Council who are charged with the responsibility for discipline of Members.
2. A Member shall be deemed to be under the Discipline of the Church if the Elders Council determine by Special Resolution that one or more of the following have occurred:

- a) When a Member evidences a pattern of unethical or immoral conduct or behaviour that in the view of the Elders, is unbecoming of a Christian or contrary to Biblical principles (Rom. 13:13; 1Cor. 5:9-13, 6:18; Eph. 5:3; 1Thess. 4:3)
- b) When a Member's conduct, in the view of the Elders, evidences an unwillingness to either comply with, adhere to, or submit to the Biblical authority and procedures of the Church (1Tim. 5:17; Hebrews 13:17)
- c) When a Member has propagated doctrines and practices contrary to those set forth in the Statement of Faith and Position Statements or the general teachings of the Church (Romans 16:17; 1Tim. 1:3; Tit. 1:9);
- d) When a Member has wronged another Member causing discord, personal hurt, or division in the Church, with or without malicious intent, that is not repented of, and that has not been resolved according to the principles of Scripture (Mt. 18:15-20; Lk. 17:3; Gal. 6:1; and 1 Cor.5:1-13).

6.3 Disciplinary Action

1. Disciplinary action shall be determined and implemented with the intent of both protecting the integrity of the ministry of the Church and restoring the Member into fellowship with God and the Church. Upon completion of a satisfactory investigation and deliberation process determined by the Board (in consultation with the Elders), and upon approval of a Special Resolution of the Board at a meeting called for that purpose, Members may be disciplined by way of any of the following:
 - a) restriction on Membership rights and privileges;
 - b) removal from an elected or other position within the Church;
 - c) requiring that an apology be given to the offended Member;
 - d) requesting that the Member demonstrate repentance, contrition, and an attitude of submission to the teachings of Scripture and the Church;
 - e) suspension of Membership for a period of time as determined by the Board
 - f) revocation of Membership when no other alternative is available.
2. Communication regarding disciplinary action of a Member shall be made in appropriate settings of the Church as determined by the Board.
3. In the event that a Member who has been disciplined or whose Membership has been terminated attends any other church, then the Senior Pastor or any Board Member shall be authorized to verbally advise the other church that the Member in question has been disciplined by the Church.

6.4 Disciplinary Process

1. Where the Board determines to put a Member under the discipline of the Church, the Board shall strive or a transparent and interactive process that is consistent with Section 6.1, and make a reasonable effort to ensure:
 - a) that the Member receive at least 30 days notice prior to the Board decision to put the Member under the discipline of the Church taking effect;
 - b) that the notice includes the reason(s) for being put under the discipline of the Church and the general nature of the disciplinary action(s) being implemented;
 - c) that the Member have the opportunity to make submissions to the Board in response to the notice received within the thirty (30) day period; and
 - d) that if the Board receives submissions from the Member, that the Board duly consider such submissions prior to arriving at a final decision, and then notify the Member concerning the final decision within twenty (20) days from the date of receipt of the submissions.

SECTION 7 - MEMBERS' MEETINGS

7.1 Date, Time and Location of Meetings

The Annual or any other general meeting of the Members shall be held at the head office of the Church, or elsewhere in Ontario as the Board of Directors may determine and, on such day, as they shall appoint.

7.2 Purpose of Members' Meetings

At every Annual Meeting, in addition to any other business that may be transacted, the business of the meeting shall typically include:

1. a report of the Board of Directors;
2. the presentation of the financial statements and auditors report
3. the appointment of the auditors, if required, and fixing of the auditor's remuneration for the upcoming year, if required;
4. ratification of the new Elders, as applicable; and
5. any other business properly brought before the members.

Any Member entitled to attend a meeting may submit a proposal to be discussed and voted upon at the meeting of Members, provided any such proposal is first submitted to the Board so that it may ensure the proposal is made in accordance with the provisions of the Act.

7.3 Special Meetings of the Members

In addition to an Annual Meeting, and subject to the terms of the Act, the Board shall call a Special

Meeting of the Members upon receiving the request of not less than ten percent (10%) of the Members of the Church for a Special Meeting for any purpose connected with the affairs of the Church, and that is not inconsistent with the Act or with church's Statement of Faith.

7.4 Notice Requirement for Members' Meetings

The Board of Directors, the Chair or the Vice-Chair shall have power to call at any time a general meeting of the Members. No public notice, nor advertisement of Members meetings, Annual or general, shall be required, but notice of the time and place, together with sufficient information for a Member to make a reasonable judgement on the business to be transacted (for Annual Meetings a summary of the financial statements can be provided or give notice to the Members stating that the annual financial statements are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by providing prepaid mail), of every such meeting shall be given to each Member by mail, courier, personal delivery telephone or electronic means, entitled to vote at the meeting, during a period of ten (10) days to twenty-one (21) days before the day on which the meeting is to be held. Provided that if a Member requests that notice of a meeting be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

For the purpose of sending notice to any Member, Director or Officer for any meeting, the address of the Member, Director or Officer for sending notice will be the last address set out in the Church records.

7.5 Errors, etc. in Giving Notice for Members' Meetings

No accidental error or omission in giving notice, or any irregularity in the notice, of any Annual or general meeting, or of any adjourned meeting, whether Annual or general, of the Members of the Church shall invalidate such meeting or make void any proceedings taken thereat, provided that no Member objects to such error, omission or irregularity.

Objections, if any, must be made in writing to the Secretary and be submitted prior to the approval of the minutes of the meeting in question. Attendance of any Member at a meeting of Members shall constitute a waiver of notice of the meeting, except where the Member attends for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Any Member may waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

7.6 Participation in Members' Meetings

Members shall be entitled to attend the Annual and Special Meetings of the Church and are entitled to speak on any question before the meeting. Attendees may, only if permitted by the Board, and to such extent as determined by the Board, speak on any question before the meeting. For clarity, Attendees are not Members and may not vote or call a Special Meeting. Attendance by Members must be in person and not by electronic means. Voting must also be done in person and not by proxy or electronic means.

7.7 Adjournment

The Chair of any Members' meeting may with the consent of majority of the Members, adjourn the meeting 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 same.

7.8 Quorum

A quorum for the transaction of business at any meeting of Members shall consist of not less than thirty (30%) percent of the Members, present in person. If a quorum is not present, the meeting shall be adjourned to a date and time set by the Chair.

SECTION 8 - BOARD OF DIRECTORS

8.1 Definition and Responsibilities of the Board of Directors

1. Subject to the Act and the Articles, the corporate activities and affairs of the Church shall be governed by a Board of Directors, giving due consideration to the role of the pastoral staff.
2. The Directors of the Church may administer the affairs of the Church in all things and make or cause to be made for the Church, in its name, any kind of contract or agreement which the Church may lawfully enter into and, save as hereinafter provided, may exercise all such other powers and do all other acts and things as the Church by its 'Articles of Incorporation' and the law authorizes them to do.
3. Without in any way limiting the foregoing authority and powers, the Directors are expressly empowered from time to time as required, to purchase, lease or otherwise acquire, alienate, sell, exchange or dispose of in any reasonable manner, investments, lands, buildings and other property, whether movable or immovable, real or personal, or any right or interest thereon owned by the Church, for such consideration and upon such terms and conditions as they may deem advisable and in the best interests of the Church.
4. The Board of Directors may make regulations with regard to any matter not inconsistent with the Act and the By-Laws.
5. Every Director will share equal voting authority on the Board with every other Director.

8.2 Number of Directors

As set out in the Articles, the Board shall consist of a minimum of three (3) and a maximum of twelve (12) Directors, each of whom shall be at the time of their election and continuing throughout their term of office shall be a Member of the Church. A change to the fixed number of Directors within the range set out above, shall be made by Special Resolution of the Members at a duly call members meeting.

8.3 Qualifications for Directors

A person who is elected/selected and currently installed as an Elder pursuant to the recognized procedures of the Church and the AGC, is automatically (i.e., ex-officio) a Director of the Corporation, provided:

1. the individual recognizes the role of Board Member is one of humble service; and that it is neither a position of status nor a reward for past performance;
2. the individual is a Corporate Member at least twenty-one (21) years of age;
3. the individual is not an employee of the Church;

4. the individual is eligible to be a Director pursuant to applicable law; and
5. in the manner required by the Act, the individual consents to being a Director.

8.4 The church's Senior Pastor (or however this position may be referred to), shall be entitled to attend and participate at all meetings of the Board of Directors, unless the Board requests to meet in camera (i.e., without the Senior Pastor present) for part or all of a meeting to discuss matters directly related to the Senior Pastor, such as remuneration and performance reviews. The Senior Pastor may become a Director only if and when permission is obtained from the Ontario Public Guardian and Trustee or when the law ceases to prohibit employees from being on the Board of charitable organizations.

8.5 Given that Directors hold the position of Director ex-officio by virtue of holding another office, namely the office of Elder, there are no terms directly applicable to the position of Director.

8.6 The Church shall elect or appoint Elders in accordance with AGC polity and the practices and policies of the Church. All Directors shall hold office so long as they hold the office of Elder.

8.7 Nomination and Election for the Office of Director

There is no nomination procedure applicable to the position of Director. Any nomination process for the office of Elder shall be in accordance with AGC polity and the practices and policies of the Church.

8.8 Vacancies Created

The position of a Director, shall be automatically vacated if any of the following situations occur:

1. a Director ceases to be an Elder;
2. a Director resigns by delivering a letter of resignation to the Chair, and such resignation is effective on the later of the date it is received, or on the date specified;
3. such Director ceases to be qualified as a Director as provided for in this Section, by the Act or other laws; and
4. on death.

8.9 Filling Vacancies

Vacancies on the Board may only be filled by the election/selection of an individual to the office of Elder in accordance with Church procedures and AGC polity.

8.10 Board Quorum and Participation by Electronic Means

A quorum for the transaction of business at any meeting of the Board of Directors shall consist of not less than seventy-five (75%) of the Directors, present in person or by electronic with the consent of the Board. If a quorum is not present, the meeting shall be adjourned to a date and time set by the Board Chair.

8.11 Board Meetings

The Directors may consider or transact any business, either special or general, at any meeting of the Board. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified, either in writing or by electronic communication, their consent to

the meeting being held in their absence. Directors meetings may formally be called by the Board Chair or Vice-Chair, or by the Board Secretary on direction of the Board Chair or Vice-Chair, or by the Board Secretary on direction in writing of any two (2) Directors.

The Board may appoint any day or days in any month or months for regular meetings at an hour to be named, and of such regular meeting no notice need be sent. A Directors meeting may also be held, without notice, immediately following the Annual Meeting of Members.

8.12 Notice of Board Meetings

When required, notice of a Board meetings shall be delivered personally, or sent by telephone, facsimile transmission, email, or by other method of electronic communication to each Director not less than one full (1) day before the meeting is to take place or shall be mailed to each Director not less than five (5) business days before the meeting is to take place. A statement by the Board Secretary or Board Chair in the minutes of the meeting that proper notice of the meeting has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.

8.13 Errors, etc., in Giving Notice for Board Meetings

No error or omission in giving notice for a meeting of the Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, and any Director may at any time waive notice of any such meeting and may ratify and approve of any and all proceedings taken or had thereat.

8.14 Board Voting

Questions arising at a meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting may have a second or casting vote. All votes shall be by assent or dissent in the usual manner unless a request for a ballot is made, in which case the vote shall be by ballot. A declaration by the Board Chair that a resolution has been carried, and an entry to that effect in the minutes, shall be evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour or against such resolution. In the absence of the Chair their duties may be performed by the Vice-Chair or such other Director as the Board may from time to time appoint for the purpose.

8.15 Remuneration for Board Members

Further to the Articles, the Directors of the Church shall serve without remuneration and no Director shall directly or indirectly receive any profit from their positions as such, nor shall any Director receive any direct or indirect remuneration from the Church save and except where specifically permitted by law, provided that Directors may be paid for reasonable expenses incurred by them in performance of their duties as such on behalf of the Church.

SECTION 9 - OFFICERS

9.1 Corporate Officers

1. The Board shall elect a Chair, Vice-Chair and Secretary from among themselves. The Board may appoint a Treasurer who may but need not be a Director. One (1) person may hold more than one (1) office.
2. The Chair, Vice-Chair and Secretary shall be elected from among the Directors, by the Board of Directors at least annually, and generally at the first meeting of the Board of

Directors after the ratification of the Elders at a Members Meeting, provided that in default of such ratifications, the then incumbents, being Members of the Board, shall hold office until their successor Officers are elected or they are no longer Directors, whichever occurs first. The term of a non-Director Officer shall be as determined by the Board.

3. Delegation

The Board may by resolution approve the delegation of various duties and tasks of Officers to others who are not officers, provided the Board and/or Officer as applicable, retains responsibility for ensuring the duty or task is properly completed.

4. Vacancy

An Officer may resign by written resignation to the Board Chair or the Vice-Chair, or if none to any Director. The Board may by resolution remove any Officer. The Board may by resolution, fill any vacancy however created, which appointment shall be to the remainder of the vacant Officer's planned term if a Director, or as determined by the board if a non-Director Officer.

9.2 Duties of Chair and Vice-Chair

1. The Chair shall when present preside at all meetings of the Members of the Church and the Board of Directors.
2. The Chair, with the Vice-Chair or other Officer appointed by the Board from time to time, shall sign all By-Laws, legal documents or certificates.
3. During the absence, incapacity or other inability of the Chair, their duties and powers may be exercised by the Vice-Chair, if any, or such other Officer as the Board may from time to time appoint for the purpose.

9.3 Duties of Secretary

1. The Secretary shall act as the clerk of the Board of Directors. The Secretary shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose, give all notices required to be given to the Directors and Members, and be the custodian of the seal of the Church, if any. The Secretary shall be a Director.
2. The Secretary shall ensure the keeping of minutes of all board and members meetings, and shall ensure all books, papers, records, correspondence, contracts and other documents belonging to the Church are kept in a safe and secure manner, ensuring compliance with all confidentiality laws and policies.
3. The Secretary shall perform any other duties as may from time to time be determined by the Board of Directors as may be in keeping with the By-Laws and the Act.

9.4 Duties of Treasurer

1. The Treasurer, if any, may but is not required to be a Director. The Board retains the responsibility for the duties of a Treasurer where none is elected/appointed.
2. The Treasurer shall cause to be kept full and accurate accounts of all receipts and disbursements of the Church in proper books of account and shall cause to be deposited all monies and other valuable effects in the name and to the credit of the Church in such bank or banks as may from time to time be designated by the Board of Directors.
3. The Treasurer shall oversee the disbursement of the funds of the Church under the direction of the Board of Directors, taking proper vouchers for same, and shall render to the Board of Directors at the regular meetings thereof, or whenever required of them, an account of all the transactions made as Treasurer and of the financial position of the Church.
4. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors as may be in keeping with this By-Law and the Act.

9.5 Duties of Other Officers

The duties of all other Officers of the Church shall be such as the terms of their engagement call for or the Board of Directors may require in their appointment and as defined by Board regulation or policy passed by the Board from time to time.

SECTION 10 - INDEMNITY, INSURANCE AND PROTECTION OF OFFICERS, DIRECTORS AND OTHERS

10.1 Indemnities

Every Officer and Director of the Church or other person who has undertaken or is about to undertake any liability on behalf of the Church or any corporation or other organization controlled, under the authority of or otherwise directed by the Church, and the heirs, executors and administrators, and estate and effects respectively, shall at all times, be indemnified and saved harmless out of the funds of the Church from and against:

1. all costs, charges and expenses whatsoever which such Officer, Director or other person sustains or incurs in or about any action, suit or legal proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office on behalf of the Church, or in respect of any such liability arising there from except for such proceedings, costs, charges or expenses as are occasioned by their own wilful misconduct, criminal act, or their own gross or reckless negligence.;
2. all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except for such costs, charges or expenses as are occasioned by their own wilful misconduct, criminal act, or their own gross or reckless negligence.

10.2 Insurance

The Church may purchase and maintain appropriate liability insurance for the benefit of the corporation and any protected person as set out in Section 10.1, in accordance with the Act and applicable law. Where the Church has purchased or maintained such insurance, it shall not be discontinued or altered without giving due consideration to the associated risks and any legal obligations. Any decision to discontinue insurance must be disclosed to the Members as soon as reasonably practical.

SECTION 11 - EXECUTION OF DOCUMENTS

11.1 Authorized Persons

Deeds, transfers, licenses, contracts and engagements out of the ordinary course of business which are made on behalf of the Church shall be signed by either the Chair and Vice-Chair, if any, and the Secretary, and the Secretary shall either affix the seal of the Church or appropriate words of binding effect to such instruments as require the same.

Contracts and engagements in the ordinary course of activities of the Church may be entered into on behalf of the Church by the Chair, Vice-Chair, if any, Treasurer or any other person properly authorized in writing by the Board. Cheques, drafts, orders for the payment of money and all notes, acceptances and bills of exchange in the ordinary course of business shall be signed by the person or persons designated by Board resolution as having the proper authority.

11.2 Future Authorization

Notwithstanding any provision to the contrary contained in the By-Laws of the Church, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, including any financial instrument, contract or obligations the Church may or shall be executed. Further, the Board of Directors may prescribe the Officers authorized to execute documents on behalf of the Church, and all documents so executed, if not contrary to the Act or law, will be binding on the Church without further action or formality.

11.3 Banking

The banking business of the Church shall be transacted at a bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the corporation and/or other persons as the council may by resolution from time to time designate, direct or authorize.

SECTION 12 - FINANCIAL YEAR

The financial year of the Church shall be December 31, unless otherwise determined by the Members by Ordinary Resolution, subject to any applicable law.

SECTION 13 - NOTICE

13.1 Notice Deemed Given

When notice is given under this By-Law by the following means, that notice is deemed to have been given at the specified time:

1. If given by telephone, at the time of the telephone call;
2. If given by mail, on the fifth day after mailing;
3. If given by email, at the time the email is sent;
4. If posted on a website or digital social media, on the date of the posting;
5. If provided by other electronic means, when the transmission is made.

For the purpose of sending any notice the address, email address or telephone number of any Member, Director or Officer shall be the information last recorded in the records of the Church.

SECTION 14 - BORROWING

Subject to the Articles, but without otherwise restricting the authority and powers of the Directors under the Act, the Directors may from time to time:

1. borrow money on the credit of the Church;
2. issue, sell or pledge securities of the Church;
3. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Church including book debts, rights, powers and undertakings, to secure any securities or money borrowed, or other debt, or any other obligations or liability of the Church.

The Board shall operate in an open and transparent manner and where feasible, shall endeavor to bring to the attention of the Members its plans for borrowing in advance of borrowing; and where practical or within the general parameters of Church practice and polity, shall seek non-binding ratification of its decisions to borrow.

From time to time the Board of Directors by Resolution may authorize any Director, Officer or employee of the Church, or any other person or persons to make arrangements with reference to the monies borrowed or to be borrowed, and as to the terms and conditions of the loan, and as to the securities to be given, with power to vary or modify such arrangements, terms and conditions and to give additional securities for any monies borrowed or remaining due by the Church as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Church.

SECTION 15 - RESOLUTIONS AND REGULATIONS

The Board of Directors may prescribe such resolutions and regulations not inconsistent with these By-Laws, the Certificate of Incorporation ('including the Articles of Incorporation' or the Act, relating to the management and operation of the Church as they deem expedient.

SECTION 16 - CONFLICTS OF INTEREST

In accordance with the Act, Directors and Officers, at each duly called Board Meeting, shall disclose any personal interests, gain or benefit whether direct, indirect or imputed, in any actual or proposed contract, business transaction, financial arrangement or other matter with the Church which may benefit the individual or their family members in any manner whatsoever. Directors and Officers shall refrain from involvement in discussion, voting or entering into any such arrangement where a conflict of interest is determined by the Board.

SECTION 17 - DISSOLUTION AND DISTRIBUTION OF ASSETS

In case of dissolution of the Church, the property shall be assigned in accordance with the Articles of Incorporation.

SECTION 18 - AMENDMENT OF BY-LAWS

Pursuant to the Articles, the By-Laws of the Church may be amended, repealed or adopted by Special Resolution of the Members.

The repeal or amendment of prior or current By-Laws, shall not in any way impair the validity of any act or thing done pursuant to any such repealed, amended By-Law.

SECTION 19 - ENACTMENT

This By-law shall be enacted effective the date it has been both approved by Special Resolution of the Members.

The undersigned certify that the above is a true and correct copy of the General Operating By-law of “Off Lake Bible Church “adopted by Special Resolution of the Members at a meeting of the Members of Off Lake Bible Church

Certified on _____, 2024

Off Lake Bible Church

Per: _____, Chair

Per: _____, Vice-Chair