



GENERAL OPERATING BY-LAW

A By-Law relating generally to the transaction of the affairs of **NIVERVILLE COMMUNITY FELLOWSHIP INC.**

I DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATIONS

1. 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 (Manitoba)* 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) "Associate Member" means an Associate Member of the Church as defined in Section 9.01;
- (c) "Board" or "Church Board" or "Board of Directors" or "Board of Elders" means the Board of Directors of the Corporation required under the Act;
- (d) "By-law" or "By-laws" means any By-law of the Corporation from time to time in force and effect, including the General Operating By-law;
- (e) "Chair" or "Co-Chair" means the Chair of the Board of Elders, or one or both of the Co-Chairs of the Board of Elders, if applicable;
- (f) "Church Constitution" or "Constitution" means the Letters Patent, the General Operating By-law (including the Statement of Faith), and all other By-laws adopted by the Church from time to time;
- (g) "Corporation" or "Church" means the Church as defined herein;
- (h) "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;
- (i) "Individual" means a Member or Associate Member as defined herein;
- (j) "Letters Patent" means the Letters Patent incorporating the Church, as from time to time amended or supplemented by Supplementary Letters Patent;
- (k) "Meeting of Members" or "Membership Meetings" means any regular or special Meeting of Members;
- (l) "Member" means a Member of the Church as defined in Section 7.01;
- (m) "Pastoral Staff" means the ministers called or appointed by the Members, whether salaried or non-salaried, from time to time;



- (n) "Objects" means the charitable Objects of the Corporation as contained in the Letters Patent;
- (o) "Policy Statements" means any Policy Statement adopted by the Church from time to time concerning practical applications of Biblical principles, doctrinal considerations and Christian conduct;
- (p) "Resolution" means a Resolution passed by either the Board of Elders or Members by a more than 50% majority vote of those voting who are present, unless the Act or this By-law otherwise requires; and
- (q) "Statement of Faith" means the Statement of Faith of the Church as referenced in this General Operating By-Law.

2. FUNDAMENTAL TERMS

- 2.01 Purpose/Objects. This General Operating By-law and any other By-laws 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. 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.

II STATEMENT OF FAITH

3. STATEMENT OF FAITH OF THE CHURCH

- 3.01 Statement of Faith. The Church affirms the Scriptures as the final and supreme authority. The Church adheres to the Confession of Faith of the Evangelical Mennonite Mission Conference and of Mennonite Church Canada, which are attached to this by-law and considered as integral to the understanding of this by-law. Any material conflict between the two Confessions of Faith will be resolved at a special meeting of the Members.
- 3.02 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, doctrinal considerations and Christian conduct, the Church may adopt Policy Statements on such matters as are deemed necessary from time to time by the Board of Elders in consultation with Pastoral Staff. Such statements, upon adoption, shall **not** be a part of the Constitution.

III MEMBERSHIP

4. GENERAL STATEMENT RE MEMBERSHIP

- 4.01 We believe that everyone who has received Jesus Christ as their Saviour and Lord becomes a member of the Church universal. However, we also believe that a Christian needs to be identified with, and committed to, a particular group of believers that meet as a local Church. We believe this to be the teaching of the New Testament. In order to have a local Church which is to be a place of worship, ministry, encouragement and accountability, Niverville Community Fellowship Inc. recognizes the need for church membership.

5. CLASSES OF MEMBERSHIP

5.01 There shall be two (2) classes of membership in the Church: Members and Associate Members.

6. QUALIFICATION FOR MEMBERSHIP

6.01 All individuals who have personally trusted Jesus Christ as their Saviour and Lord, and who are living a consistent Christian life, may become Members of the Church through the following procedure:

- (a) have been in regular attendance at the services of the Church for at least six months and completed the required membership classes of the Church. However, such requirements may be waived by the Board of Elders if the individual seeking membership has read and understood the manual for new members and is transferring membership from another evangelical Christian Church;
- (b) have been interviewed by at least one (1) member of the Board of Elders and one (1) member of the Pastoral Staff;
- (c) have signed a written application for membership in which they declare their faith in Jesus Christ and make a commitment to be subject to the authority of the Church as expressed in the Constitution. Individuals who become members prior to the age of majority shall reaffirm in writing their commitment after they attain the age of majority;
- (d) have agreed in writing with the Statement of Faith set out in the By-Laws of the Church. When an applicant is not in full agreement with the Statement of Faith, the points of disagreement must be disclosed to the Board of Elders, who shall consider such matters in determining whether or not to recommend the individual for membership;
- (e) have shared their testimony with the congregation, verbally or in writing; and
- (f) have been baptized upon the confession of their faith in Jesus Christ as Saviour and Lord.

7. ADMISSION OF NEW MEMBERS

7.01 An individual who has complied with the provisions set out in Section 6.01 shall be considered for membership by the Board of Elders. The Board of Elders shall vote to determine if such individual is to be admitted as a member. Such individual shall be presented to the Congregation at the next convenient worship service of the Church and affirmed as a Member.

8. PRIVILEGES, RIGHTS AND DUTIES OF MEMBERSHIP

8.01 Church membership carries with it the following privileges, rights and duties:

- (a) the privilege and duty to serve in leadership positions as the opportunity arises and as appointed in accordance with the Church Constitution;
- (b) the privilege and duty to use spiritual gifts in the life of the body of the Church;
- (c) the privilege and duty to financially support the ministries of the Church;
- (d) the duty to respect and submit to the authority of the Church leadership;



- (e) the right to attend and participate in meetings of Members;
- (f) the right for all Members (16 years of age or over) to vote in person at meetings of Members. Each Member shall have a single vote.

9. ASSOCIATE MEMBERS

- 9.01 An Associate Member is a person who regularly attends public worship services at the Church and meets all of the qualifications of membership in Section 6.01, but who remains a member of another Christian church that conducts regular public worship services. Such individual shall be presented to the Congregation at the next convenient worship service of the Church and affirmed as an Associate Member.

10. PRIVILEGES, RIGHTS AND DUTIES OF ASSOCIATE MEMBERS

- 10.01 An Associate Member has the same privileges and duties as a Member with the following exceptions:
- (a) an Associate Member may not serve as an Elder; and
 - (b) an Associate Member does not have the right to vote at Members' meetings.

11. TRANSFER OR TERMINATION OF MEMBERSHIP

- 11.01 Membership shall terminate on the death of a Member or Associate Member.
- 11.02 A Member may withdraw at any time from Church membership. Upon request by a Member who wishes to withdraw and is not under discipline, a letter of transfer will be addressed to the church to which the Member is transferring. When a person withdraws from membership the person's name will be removed from the membership roll of the Church. If a Member is under discipline, then notwithstanding a request for withdrawal, such a person shall continue under discipline until the discipline process is complete.
- 11.03 In the event that a Member is habitually absent from the Church for a period of twelve (12) months without a reasonable cause, the Board of Elders may, in its discretion, place that person's membership on the inactive roll. Prior to placing such a Member on the inactive roll a written notice will be sent to such Member at the Member's last known address advising the Member that the Board of Elders is considering such action unless the Member takes such steps as are necessary to demonstrate commitment to membership. If, within sixty (60) days of such notice, appropriate remedial action is not taken by the Member, the Member will be placed on the inactive roll of the Church by the Board of Elders.
- 11.04 An inactive Member, being a Member whose name has been placed on the inactive roll, will not have the right to vote at a meeting of Members. A Member who is on the inactive roll can be reinstated at the discretion of the Board of Elders if the Member resumes regular attendance at the Church. If a Member remains on the inactive roll for a period of one year, then at the discretion of the Board of Elders, that person's membership will be terminated. A written notice will be sent to the last known address of the Member informing such Member of this decision.
- 11.05 An Associate Member's Church membership may be terminated in accordance with this section.



12. MEMBERSHIP RECORD

- 12.01 A record of Members of the Church will be kept by such person as designated by the Board of Elders from time to time.

13. CHURCH DISCIPLINE

- 13.01 Because the church represents Christ to the world, it is imperative that we represent not only God's grace but also His holiness. For this reason the Lord has entrusted the local church with the authority and responsibility to discipline members for flagrant sin or serious doctrinal error. The objective of church discipline is restoration. The desire of the church body is that the individual confess his or her sin, repent of it and be restored to church fellowship.

It is recognized that the concept of moral and/or spiritual discipline is quite foreign to contemporary society. It is important that each Member or prospective Member be aware of the Church's practice in these matters. It is also recognized that at certain times in church history, discipline has been exercised in an arbitrary manner. The Church will strive to exercise discipline in a fair and Biblical way.

14. CIRCUMSTANCES GIVING CAUSE FOR DISCIPLINE

- 14.01 An Individual shall be subject and submit to discipline if the Board of Elders determines that any of the following circumstances have occurred:
- (a) an Individual has given evidence of unethical or immoral conduct, or behaviour that is inappropriate for a Christian as set forth in the Statement of Faith of the Church;
 - (b) an Individual has propagated doctrines and teachings which are contrary to the Christian faith as set forth in the Statement of Faith of the Church;
 - (c) an Individual has displayed an unwillingness to comply with, adhere to and submit to scriptural authority and the Constitution of the Church;
 - (d) an Individual has wronged another Individual causing discord and dissension in the Church.

15. PROCEDURE

- 15.01 If a situation arises whereby Church discipline may be required and the Individual has not repented or resolved the matter through personal dialogue, intervention or mediation, then the following proceedings and disciplinary measures will be followed:
- (a) if an allegation requires further investigation, a written notice of the allegation will be given to the Individual involved. The Board of Elders shall appoint a time and place for a hearing, giving the Individual at least seven days prior notice of the hearing;
 - (b) the hearing shall be attended by at least seventy-five (75%) percent of the members of the Board of Elders. The hearing will not be open to the public, but both the Individual and the Board of Elders may call witnesses to give such evidence as is relevant to the allegation made;



- (c) prior to the hearing the Individual may request one or two other Members of the Church to attend the hearing to act as observers, but such Members shall not be entitled to participate in the proceedings;
- (d) neither the Church nor the Individual shall be represented by legal counsel;
- (e) all evidence presented shall be kept confidential, except summary facts the Board of Elders determines are necessary to be communicated to the Church membership;
- (f) at the end of the hearing, the Board of Elders shall convene in private to deliberate on the evidence presented. If a seventy-five (75%) percent majority of the Board of Elders in attendance conclude that the allegation is true, appropriate disciplinary action will be taken. If such a conclusion is not reached, the allegation will be dismissed;
- (g) in situations where disciplinary measures are deemed appropriate, the Board of Elders may advise the membership of the decision;
- (h) if an Individual against whom an allegation has been made is under the age of eighteen (18) years, then the parents or legal guardian of such Individual shall be notified of the hearing(s) and be entitled to attend and speak on behalf of the Individual.

16. DISCIPLINARY MEASURES

- 16.01 Depending on the severity of the allegation, upon a finding that the allegation is true, any of the following corrective measures may be taken with respect to the Individual:
- (a) exclusion from Church boards and committees;
 - (b) exclusion from Church ministry;
 - (c) congregational reprimand;
 - (d) termination of membership;
 - (e) such other measures as deemed appropriate by the Board of Elders.

17. WAIVER

- 17.01 Membership in the Church is given upon the strict condition that disciplinary proceedings against a Member shall not give a Member cause for legal action against the Church, any staff member, any Elder, any member of the Pastoral Staff, any officer or other Member of the Church. Membership in the church shall constitute conclusive evidence of a waiver by the Member, of all claims, causes or rights of action, demands against the Church, its employees, officers, Elders, Pastoral Staff or any Member of the Church with respect to disciplinary proceedings and the results thereof and this provision shall be pleaded as a complete estoppel in event that such an action is commenced in violation hereof.

18. MEMBERS MEETINGS



- 18.01 Annual Members Meetings. An annual meeting of the Members shall be held not later than March 31st of each year, the time and place to be determined by the Board of Elders, at which time the financial statements for the prior fiscal year shall be presented to the Members for approval. Other business to come before the meeting shall include, but not be limited to:
- (a) reports of the Board of Elders and Pastoral Staff;
 - (b) the election of such officers and Elders as may then be required;
 - (c) the appointment of auditors or reviewers; and
 - (d) such other business as deemed appropriate or necessary by the Board of Elders and/or Members.
- 18.02 Notice of Annual Meetings. The meeting shall be called by way of public notice at the Church, to be posted and/or published in the Church bulletin at least two (2) weeks (including two Sundays) prior to the date of the meeting.
- 18.03 Quorum. A quorum for an annual meeting of Members shall consist of twenty-five (25%) percent of the Members who are eligible to vote, present in person.
- 18.04 Voting at Annual Meeting. When voting on issues requiring Members' approval, a simple majority vote of those present shall determine the question unless otherwise provided for by the Act or elsewhere in the General Operating By-law. All meetings shall be chaired by the Chair of the Board of Elders. In case of an equality of votes, the Chair shall not be entitled to a second or casting ballot. Votes shall ordinarily be by show of hands, but may be taken by secret ballot if any Member present, or the Chair, so requests.
- 18.05 Information Meetings. In addition to the annual meeting, a minimum of two information meetings for Members shall be held each year. The purpose of these meetings is to inform the Members of matters of general interest and hear concerns from Members. No votes may be taken at information meetings.
- 18.06 Adjournment. Any annual information or special meeting which has been adjourned can be continued provided notice of the time and place of the subsequent meeting is given prior to the adjournment.
- 18.07 Voting. Each Member shall be entitled to one (1) vote at all meetings of Members of the Church.
- 18.08 Special Meetings of the Members. A special meeting of the Members shall be called upon the request of the Chair of the Board of Elders, or upon the request of the Board of Elders or upon the petition in writing of at least ten (10%) percent of the Members of the Church.
- 18.09 Notice of Special Meetings. Notice of such a meeting shall be submitted to the Members in a letter or shall be posted and/or published in the Church bulletin for at least two (2) Sundays prior to the special meeting. The notice shall state the date, time and purpose of the meeting. Where the meeting is called in order for the membership to pass a specific resolution, the proposed wording for the resolution shall be included in the notice of the meeting. At the option of the Board of Elders, the notice of the meeting may also include a provision that Members shall have the right to use of a proxy for such resolution.



- 18.10 Proxies. When proxy votes are accepted in accordance with Section 18.09, every Member entitled to vote at meetings of Members may by means of a proxy appoint a person who is also a Member as his or her nominee, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the Member entitled to vote or his attorney authorized in writing, and ceases to be valid following the meeting for which it was given or following any adjournment of such meeting. A proxy may be in such form as the Board of Elders from time to time prescribes or in such other form as the Chair of the meeting may accept as sufficient, and shall be deposited with the secretary of the meeting prior to the commencement of the meeting or at such earlier time and in such manner as the Board of Elders may prescribe. No person shall be entitled to exercise more than two (2) proxy votes for other Members at any meeting of Members.
- 18.11 Quorum. A quorum for a special meeting shall consist of twenty-five (25%) percent of the Members present in person.
- 18.12 Voting At Special Meetings. A vote by seventy-five (75%) percent of those voting in favour of a resolution shall be required at a special meeting in order to pass the resolution.
- 18.13 Special Business. In the event the Members are to consider any of the following matters at an annual or special meeting, the quorum, notice and voting provisions applicable to special meetings shall apply:
- (a) acquisition or disposition of land or buildings owned by the Church;
 - (b) borrowing;
 - (c) incurring capital expenditures in excess of fifteen (15%) percent of the prior fiscal year's donation revenues;
 - (d) amendments to the Church Constitution; and
 - (e) calling of Pastoral Staff.

Voting with respect to items (a) to (e) shall be by secret ballot.

- 18.14 The accidental omission to give notice or any irregularity in the notice or non-receipt of any notice by any Member shall not invalidate any decision made at such meeting provided no Member objects to the omission or irregularity within thirty (30) days of such meeting.

IV BOARD OF ELDERS

19. RESPONSIBILITIES

- 19.01 The spiritual health and vitality of the Church and its Members is the responsibility of a plurality of Elders. The Elders are responsible to the Lord as shepherds of the Church.
- 19.02 The Board of Elders is responsible for the spiritual direction of congregational life and all ministries of the Church are ultimately accountable to it in this regard. The primary concern of the Board of Elders is spiritual oversight and responsibility for the overall spiritual direction of the total ministry of the church. They will be responsible to structure the church's life to maximize the involvement of



the congregation while maintaining accountability to the Members. They are also responsible for the administrative affairs of the Church.

20. NUMBER

- 20.01 The Board of Elders shall consist of no fewer than five (5) and no more than twelve (12) Members, with the number being based on the availability of qualified men and women and the needs of the Church. The Board of Elders will set this number from time to time.
- 20.02 No more than forty-nine percent (49%) of the Elders may be related (as defined by the Income Tax Act [Canada]) to any other Elder.

21. QUALIFICATIONS FOR BOARD ELDERS

- 21.01 An Individual may be considered for election to the Board of Elders if he or she:
- (a) has the confidence of the Members;
 - (b) is characterized by spiritual maturity and lives a disciplined Christian life;
 - (c) has demonstrated leadership abilities;
 - (d) accepts without reservation the Statement of Faith;
 - (e) is an active Member of the Church;
 - (f) is at least eighteen (18) years of age;
 - (g) is not an undischarged bankrupt;
 - (h) recognizes that membership on the Board of Elders involves active participation in, and leadership of, ministries of the Church as they are needed; and
 - (i) is not an employee of the Church nor is receiving remuneration either directly or indirectly from the Church nor is a spouse of such individual receiving remuneration either directly or indirectly from the Church.

22. ELECTION OF BOARD OF ELDERS

- 22.01 The Elders will prayerfully consider individuals who have the qualifications listed in Section 21.01 to serve as Elders. Upon a review by the Elders of those persons recommended either by the Members or the Elders, the Elders shall prepare a slate of candidates. Such slate shall be presented to the Members at the Annual Meeting of Members. Persons who receive seventy-five (75%) percent of the Members' votes at such meeting shall be affirmed as Elders.



23. QUORUM

- 23.01 The quorum for a meeting of the Elders shall be two-thirds (2/3) of the total number of Elders who must be present in person.

24. TERM OF OFFICE OF BOARD OF ELDERS

- 24.01 An individual elected as a member of the Board of Elders shall hold office for a term of three (3) years. Elders shall be elected on a rotational basis.
- 24.02 Elders may serve for two consecutive terms after which they may not be re-elected for one year. Elders elected or appointed for a partial term may serve an additional two consecutive terms after which they may not be re-elected for one year. Elders must affirm the Statement of Faith in writing annually.
- 24.03 The Elders must continually evaluate themselves and one another to maintain effectiveness. An Elder may resign at any time for personal or private reasons.

25. AUTHORITY OF BOARD OF ELDERS

- 25.01 General Authority. In addition to their responsibilities as set out in Article 19, the Board of Elders shall be responsible for the overall management and administration of the Church and shall exercise such powers and do such other acts and things as the Church is by its Letters Patent, the Act, or otherwise authorized to do.
- 25.02 Specific Authority. Without limiting the generality of the foregoing, the Board of Elders shall be authorized to carry out the following duties and responsibilities:
- (a) to exercise overall responsibility for the day to day administration and operations of the Church;
 - (b) to oversee the budget of the Church;
 - (c) to co-operate with the Pastoral Staff in implementing such ministries and programs as are determined appropriate;
 - (d) to oversee the Discipline of Members pursuant to the procedures set out in the Constitution; and
 - (e) to examine the relationship of the Pastoral Staff and support staff to the Church and if a change is deemed appropriate, to ensure that a Membership Meeting of the Church is called to discuss and authorize such change.
- 25.03 No Remuneration of Elders. The members of the Board of Elders shall serve as such without remuneration and no member of the Board of Elders shall directly or indirectly receive any profit from his or her position as such, nor shall any member of the Board of Elders receive any direct or indirect remuneration from the Church, provided that the member of the Board of Elders may be paid for reasonable expenses incurred by him or her in the performance of duties.
- 25.04 Conflict of Interest. No member of the Board of Elders shall place himself or herself in a position where there is a conflict of interest between their duties as an Elder and their other interests. If an



Elder has a conflict of interest, he or she shall declare the conflict of interest fully at a meeting of the Board of Elders and shall withdraw from any discussion or vote thereon.

26. VACANCIES ON THE BOARD OF ELDERS

26.01 Vacancies on the Board of Elders may be filled for the remainder of the term of office by the Members at a special meeting called for the purpose of filling such vacancy. The Individual filling such vacancy must be qualified in accordance with the provisions of Section 21.01. If the vacancy is not so filled, it shall be filled at the next annual meeting of the Members.

27. BOARD OF ELDERS MEETINGS

27.01 Regular Meetings. The Board of Elders may appoint a day or days for regular meetings at a place and hour to be named. A copy of any resolution of the Board of Elders fixing the place and time of regular meetings of the Board of Elders shall be sent to each Elder immediately after being passed with no other notice being required for any such regular meeting.

27.02 Calling of Special Meetings. Meetings of the Board of Elders shall be held from time to time at such place, time and day as the Chair or Co-Chairs or any two Elders may determine. Notice of every meeting so called shall be given to each Elder by the Secretary at least ten (10) days before the time when the meeting is to be held. Notice shall be effectively given if published in the Church bulletin on two consecutive Sundays prior to the meeting. In the event of an emergency, notice by telephone of not less than forty-eight (48) hours shall be deemed effective notice. No notice of a meeting shall be necessary if all the Elders are present or if those absent have waived notice or otherwise consented to the meeting.

27.03 Votes to Govern. At all meetings of the Board of Elders, each Elder shall have one vote. Every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the motion shall be defeated.

28. REMOVAL OF ELDERS

28.01 A Special Meeting of the Members shall be called upon a petition in writing of at least ten (10%) percent of the active Members of the Church to consider the removal of an Elder. The vote shall be held by secret ballot. The Elder whose directorship is being considered shall not vote or be counted. Upon a seventy-five (75%) percent majority vote of the membership in favour of the removal of the Elder, the directorship shall be terminated.

V STAFF

29. PASTORAL STAFF

29.01 The Pastoral Staff will serve in a pastoral-teaching ministry. They will be entitled to attend all meetings of the Board of Elders and to fully participate at these meetings, but shall not be entitled to vote. The Senior Pastor or designate shall provide supervision to all other staff. They will be evaluated annually by the Board of Elders. The Pastoral Staff must accept without reservation the Church's Statement of Faith and affirm this in writing annually.

29.02 If the Board of Elders comes to a seventy-five (75%) percent decision that the ministry of one of the Pastoral Staff is completed, it shall call a special meeting of the Members to determine the Members' confidence in that member of the Pastoral Staff. A seventy-five (75%) percent affirmative



vote by the Members by secret ballot will be required for that member of the Pastoral Staff to continue to serve.

29.03 The procedure for the removal of any of the Pastoral Staff shall not preclude him or her from receiving such notice or equivalent monetary settlement as is legally appropriate in the circumstances, if any.

29.04 In the event of a vacancy in any of the Pastoral Staff positions, the Elders will establish a search committee to recommend a candidate to the Elders, who shall then present such candidate to the Members. He or she must be approved by seventy-five (75%) percent of the ballots cast at a meeting of the Members called for the purpose of considering the proposed candidate.

30. SUPPORT STAFF

30.01 Recruiting of support staff will be through a search committee established by the Board of Elders that includes at least one of the Pastoral Staff. Hiring and termination of employment of support staff will be the decision of the Board in consultation with the Pastoral Staff.

30.02 The duties and responsibilities of support staff are to be clearly outlined in a position description. They will report to the Board of Elders through the Senior Pastor or designate. All staff members are to be reviewed annually by the Senior Pastor or designate and a written report provided to the Board of Elders.

30.03 All staff must accept without reservation the Church's Statement of Faith and affirm this in writing annually.

VI FINANCIAL MATTERS

31. AUDIT OR REVIEW

31.01 At the annual meeting of the Members, the Members shall appoint a firm of professional accountants as auditors for the following fiscal year or the Members shall appoint two individuals to review the financial records of the Church for the ensuing year.

32. FISCAL YEAR

32.01 The fiscal year end of the corporation will be December 31.

33. ANNUAL BUDGET

33.01 The annual budget shall be prepared by the Board of Elders with the assistance of such committees it so directs. It will be submitted to the Members for their approval at the annual meeting of the Members.

VII OFFICERS

34. APPOINTMENT OF OFFICERS

34.01 The Members shall elect a Chair or Co-Chairs of the Board of Elders at the annual meeting. Only Elders are eligible to be elected.



34.02 The Board of Elders shall at its first meeting after the annual meeting appoint as Officers of the Church a Vice-Chair, Treasurer and Secretary.

35. DUTIES OF OFFICERS

35.01 Chair. The Chair shall call and preside over all meetings of the Board of Elders. The Chair shall participate in the discussions of the Board and shall vote only in accordance with Section 27.03. The Chair shall be an Elder.

35.02 Vice-Chair. The Vice-Chair shall fill the position of the Chair when he or she is not able to function in that position. The Vice-Chair shall be an Elder. The Elders may decide to not fill the position of Vice-Chair in the event the Members have elected Co-Chairs.

35.03 Treasurer. The Treasurer shall be responsible for the receipt and disbursement of all Church monies along with the financial accounting and record keeping in accordance with the direction of the Board of Elders. The Treasurer is not required to be an Elder. In the event the Treasurer is not an Elder, he or she shall attend meetings of the Board of Elders as required.

35.04 Secretary. The Secretary shall record all the business of Elders and Members meetings and conduct all correspondence arising from these meetings. He or she shall publish the time and location of all Members meetings and be custodian of the seal, the Church papers and documents of the Church. The Secretary need not be an Elder.

VIII PROTECTION AND INDEMNITY

36. INDEMNITIES

36.01 Every Officer, Elder and member of the Pastoral Staff and his or her heirs, executors, administrators, and assigns shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Church, from and against:

- (a) all costs, charges and expenses whatsoever which they or any of them sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them or any of them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them or any of them in or about the execution of their duties; and
- (b) all other costs, charges and expenses which they or any of them sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by their own willful neglect or default.

37. PROTECTION

37.01 No Officers, Elders or members of the Pastoral Staff of the Church shall be liable for the acts, receipts, neglects or defaults of any other Officer, Director, Pastor or employee or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired by the Church or for or on behalf of the Church or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the



execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through their own wrongful and willful act or through their own wrongful and willful neglect or default.

IX COMMITTEES

38. STANDING AND AD HOC COMMITTEES

38.01 There may be such Standing and Ad Hoc Committees for such purposes and terms as the Board of Elders may determine from time to time. All such committees shall be accountable to the Board of Elders.

39. NOMINATING COMMITTEE

39.01 A Nominating Committee may be appointed by the Board of Elders and shall consist of a minimum of four Members, including a minimum of one Elder. In accordance with the provisions of this By-law, the Nominating Committee shall solicit from the Members of the Church and prepare a slate of candidates for any vacancies and submit such slate to the Elders as directed in accordance with the terms of this by-law.

X GENERAL PROVISIONS

40. EXECUTION OF DOCUMENTS

40.01 Cheques, Drafts, Notes, Etc. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Treasurer or any one of three Elders of the Church appointed annually by the Board of Elders or such other officer or officers or person or persons and in the manner from time to time prescribed by the Board of Elders.

40.02 Execution of Documents. All documents other than those mentioned in Section 40.01 requiring execution by the Corporation may be signed by any two of the Chair, or Vice-Chair, Secretary or Treasurer and all documents so signed are binding upon the Church. Prior to executing such documents, appropriate Board authorization shall be obtained. The Board of Elders may from time to time appoint any officer or officers or any person or persons on behalf of the Church, either to sign documents generally or to sign specific documents. The corporate seal of the Church shall, when required, be affixed to documents executed in accordance with the foregoing.

40.03 Books and Records. The Board shall see that all necessary books and records of the Church required by the by-laws of the Church or by any applicable statute are regularly and properly kept.

41. DEPOSIT OF SECURITIES

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

42. BY-LAWS AND AMENDMENTS



- 42.01 The By-laws of the Church not embodied in the Letters Patent may be repealed or amended by by-law enacted by a majority of the Elders at a meeting of the Board of Elders and sanctioned by an affirmative vote of at least seventy five (75%) percent of the Members at a meeting duly called for the purpose of considering the said by-law.

XI AFFILIATIONS

43. AFFILIATIONS

- 43.01 To facilitate mutual counsel and the discharge of wider responsibilities and missionary outreach, the Church affiliates with and supports certain organizations. Organizations may be added or deleted by a seventy-five (75%) percent vote of the Members at a meeting called for that purpose.
- 43.02 The Church currently affiliates with the following organizations:
- (a) Evangelical Mennonite Mission Conference
 - (b) Mennonite Church Manitoba

XII CORPORATE MATTERS

44. REGISTERED OFFICE

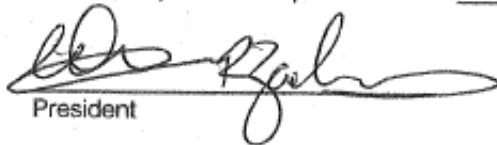
- 44.01 The registered office of the Corporation shall be 116 3rd Avenue South, Niverville, Manitoba (mailing address PO Box 117, Niverville, Manitoba R0A 1E0).

XIII EFFECTIVE DATE

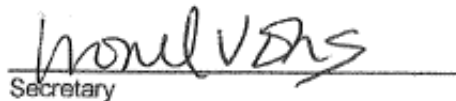
45. EFFECTIVE DATE

- 45.01 This By-law shall come into force without further formality when affirmed by the Members in accordance with Section 42.01.

Enacted as By-Law No. 1 by the Directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on the 26 day of April, 2009.



President



Secretary

The foregoing By-law No. 1 as enacted by the Directors of the Corporation is hereby ratified, sanctioned, confirmed and approved without variation by the affirmative vote of seventy five (75%) percent of the Members in attendance and entitled to vote at a meeting of Members duly called and regularly held at the Town of Niverville and at which a quorum was present on the 26th day of April, 2009.

