

## **Key Articles from SSC By-Laws**

Members of the Board of Trustees are to be in agreement with SSC's Statement of Faith, found in Article 2 of the by-laws. They should also be familiar with the by-laws, especially Article 6: Board of Trustees, which pertains to their role in the church. Articles 2 & 6 are included for your reading. The by-laws in their entirety are available from the church office upon request.

### **ARTICLE 2: STATEMENT OF FAITH**

- 2.1 We believe that there is only one God who is the Father, the Son, and the Holy Spirit.
- 2.2 We believe in one Lord Jesus Christ, begotten, not created, truly God and truly man; that He was conceived of the Holy Spirit, born of the Virgin Mary, lived a sinless life, suffered and died on the cross for the sins of the world, on the third day He rose from the dead and ascended into heaven as King of Kings and Lord of Lords.
- 2.3 We believe that the Bible, with its universally accepted 66 books as they were originally written, is the inspired Word of God and the final authority in all matters of faith and Christian conduct.
- 2.4 We believe that salvation is by grace through faith in the Lord Jesus Christ and not by works or human merits.
- 2.5 We believe in Water Baptism by immersion, after salvation, as a necessary step of obedience to the Lord Jesus Christ.
- 2.6 We believe that believers should seek to be filled with the Holy Spirit.
- 2.7 We believe that the gifts of the Holy Spirit mentioned in the New Testament are to be used today.
- 2.8 We believe that every believer should partake of Communion (the Lord's Supper) on a regular basis.
- 2.9 We believe that there is only one Holy Christian Church of which all true believers are a part and that every individual believer should belong to a local church body.
- 2.10 We believe that marriage is a sacred covenant ordained by God as a lifelong commitment between one man and one woman.
- 2.11 We believe that sexual relationships were designed and ordained by God to be celebrated and enjoyed exclusively within the marriage covenant.
- 2.12 We believe that the abiding presence of Christ teaches and empowers every believer to overcome and live separate from sin.
- 2.13 We believe that in Christ we have eternal life and that there will be a future resurrection.
- 2.14 We believe in the personal return of Jesus Christ.
- 2.15 We also hold to the Apostles Creed and the universally accepted Nicene Creed.

## **ARTICLE 6: BOARD OF TRUSTEES**

### **6.1 Board of Trustees**

SSC shall have a board of trustees whose members are elected from among the church membership and are responsible for the legal and business affairs of SSC.

### **6.2 Board Membership**

6.2.1 The board of trustees shall consist of nine (9) elected members.

6.2.2 In the event of a trustee's resignation before the completion of his or her elected term, the board shall have the option of replacing the trustee for the remainder of his or her elected term or leave the position vacant until the next annual members meeting. However, under no circumstances shall the membership of the board of trustees fall below seven (7).

6.2.3 The Lead Pastor attends all board meetings but is not a trustee and shall not have a vote.

6.2.4 The Lead Pastor serves as the executive officer of the board.

6.2.5 The board of trustees shall appoint a Treasurer. In the event that the person so appointed is not a trustee, he or she shall attend all board meetings but shall not have a vote.

6.2.6 The board of trustees may appoint any other designated officer(s) deemed appropriate. In the event that the person(s) so appointed is not a trustee, he or she shall attend all board meetings but shall not have a vote.

### **6.3 Nominating Committee**

6.3.1 The board of trustees shall appoint a nominating committee at least three months prior to the annual members meeting.

6.3.2 The nominating committee shall be composed of one current board member, one past board member, and one member at large. The Lead Pastor shall serve as a non-voting member but may designate another Pastor or elder as a representative.

6.3.3 The nominating committee shall be chaired by the individual so designated by the board of trustees.

### **6.4 Nomination Process**

6.4.1 The nominating committee shall issue a public call for nominations from SSC members. In doing so, the nominating committee shall publish the selection criteria against which all candidates will be considered. The criteria will include the qualifications listed in article 6.7.

6.4.2 The call for nominations and applications shall be made public to the church membership at least eight weeks prior to the annual members meeting.

6.4.3 For a nomination to be valid, it must be signed by at least two (2) SSC members.

### **6.5 Nomination**

6.5.1 The nominating committee will present a slate of qualified nominees at the annual members meeting for consideration and election. The slate of qualified nominees can equal or exceed the number of vacancies available.

6.5.2 The slate will be presented for reflection and prayer to the church membership at all public services for at least one week prior to the annual members meeting.

## **6.6 Election**

6.6.1 The election of trustees will be conducted by secret ballot. All ballots will be destroyed following completion of the election.

6.6.1 The election of trustees will be by simple majority vote (50%+1) of the members present at the annual members meeting.

6.6.2 In the event that there are more candidates than there are vacancies, the candidate(s) with the highest number of votes (in descending order) will be elected provided that each candidate obtains a simple majority (50%+1) of the votes cast.

6.6.3 If an insufficient number of candidates obtain a simple majority, the candidate(s) with the lowest number of votes will be dropped from the ballot. In the event that the removal of candidates from the ballot results in too few candidates for the remaining positions, there will be a run-off vote between the candidates with the lowest number of votes to determine who will be removed from the next ballot.

6.6.4 Further votes, following the same procedure, will be held from among the remaining candidates until such time as the required number of candidates has received a simple majority.

## **6.7 Qualifications of a Trustee**

6.7.1 Be a member in good standing of SSC for at least one year.

6.7.2 Be at least 19 years of age.

6.7.3 Must affirm and adhere to approved SSC Moral Code of Conduct/Lifestyle Statements.

6.7.4 Provide evidence of understanding the governance role of the board of trustees.

6.7.5 Can demonstrate how his or her background, experience and skills will enhance the work of the board of trustees in moving the church forward.

6.7.6 Has been deemed qualified by the nominating committee.

6.7.7 In addition to the foregoing, the qualifications for a trustee are also governed by the provisions of the *Companies Act* (section 87). Accordingly the following are not qualified:

a) Those of unsound mind who have been so found by a Court;

b) A person who is not an individual (i.e. a corporation);

c) A person who is currently bankrupt;

d) A person convicted of an offence in connection with the promotion, formation or management of a corporation or involving fraud.

6.7.8 SSC may enter into contracts or transact business with one or more of its trustees, or with any firm or corporation of which any trustee is a member, shareholder, trustee, officer or employee provided that in any such case the fact of the interest of such trustee shall be disclosed to the other trustees (See also Article 6.9 (g) Declaring a conflict of interest).

## **6.8 Length of Term**

To ensure continuity and ongoing renewal, trustees will be elected for staggered terms of two years, once renewable. Trustees, after serving two consecutive terms of office, must stay out one full year before they can stand for election again.

## **6.9 Operating Principles for a Trustee**

A Trustee shall carry out his or her responsibilities according to the following principles:

- a) Adhering to SSC's Statement of Faith and Values;
- b) Making decisions that are consistent with the Bible;
- c) Acting honestly and in good faith;
- d) Acting on the basis of research and factual information;
- e) Using care, diligence and skill in performing duties;
- f) Adhering to the highest standard of integrity and applicable laws;
- g) Declaring a conflict of interest on issues before the board where he or she may receive a direct or indirect personal or business benefit. In making the declaration he or she shall refrain from discussing and voting on the issue, and possibly be excused from the meeting for the discussion;
- h) Adhering to the SSC Privacy Policy to ensure that the privacy of those who benefit from SSC programs and activities is protected;
- i) Maintaining the confidentiality of board meetings and documents.

## **6.10 Duties of Trustees**

Trustees set policy and ensure effective implementation in the following key areas of responsibility:

- a) **Fiduciary Oversight:** Financial oversight of SSC income and expenses, development and monitoring of annual budget, and control of church assets and liabilities;
- b) **Legal Oversight:** Authorize contractual agreements and monitor execution of these agreements in compliance with applicable laws and regulations;
- c) **Resource Management:** Monitor the effectiveness and efficiency of SSC resources, programs and activities;
- d) **Accountability:** Ensure that the directions and decisions of the board of trustees are communicated to the church membership in an open and timely fashion;
- e) **Appointments:** Appoint an audit committee and any other committee(s) deemed necessary by the board of trustees.

## **6.11 Powers of the Trustees**

The Trustees are authorized to:

- a) Enable SSC to acquire, accept, solicit or receive legacies, gifts, grants, bequests, endowments and donations for the purpose of furthering the objectives of SSC;
- b) Borrow money against the credit of SSC from a bank, corporation, firm or person. The amount, purpose, and terms, covenants and conditions of such a loan will be subject to approval by the SSC board of trustees;
- c) Limit or increase the amount to be borrowed;

- d) Make or cause to be made for SSC in its name any kind of contract which SSC may lawfully enter into;
- e) Exercise other powers and do other acts and things as SSC is by Letters Patent, the Act, or otherwise, authorized to do in their legal and fiduciary oversight capacity.

## **6.12 Board of Trustees meetings**

- 6.12.1 Quorum for a meeting is six trustees, provided the board membership is at full strength (i.e. nine).
- 6.12.2 Quorum for a meeting is five trustees in the event that the board membership is not at full strength (i.e. eight or seven).
- 6.12.3 Decisions will be made by a two-thirds majority vote of the trustees present.
- 6.12.4 Notice of a meeting must be given at least 48 hours before the meeting is to be held.  
Notice may be given by mail, phone, or any electronic means.  
In the case of special circumstances, the notice period may be waived with the unanimous consent of all trustees.
- 6.12.5 The meeting agenda and supporting documents must be delivered to the trustees at least 48 hours before the meeting is to be held. Delivery may be by mail or any electronic means.
- 6.12.6 The meeting agenda and supporting documents delivery time may be waived with the unanimous consent of all trustees.

## **6.13 Chair of the Board**

- 6.13.1 At the first board of trustees meeting following the annual members meeting, trustees shall elect a Chair and a Vice-Chair of the board
- 6.13.1 Any elected member of the board of trustees is eligible to become a candidate for Board Chair or Vice-Chair upon being nominated and seconded.
- 6.13.2 The board Chair and Vice-Chair will be elected by a two-thirds majority vote of the trustees present at the meeting.
- 6.13.3 In the event of the absence of the board Chair, the Vice-Chair will act as Chair.
- 6.13.4 In the event of the absence of the board Chair and Vice-Chair, the trustees will appoint a Chair *pro tem* for the duration of that meeting.

## **6.14 Chair of the Board Responsibilities**

- 6.14.1 Preside over all board of trustees meetings.
- 6.14.2 Respect the contribution of each and every trustee and conduct the meeting in a fair, orderly, and impartial manner.
- 6.14.3 Encourage an atmosphere of trust and lead the board in a consensus-building process.
- 6.14.4 Ensure that meetings are conducted and decisions are recorded in a manner consistent with generally accepted procedures.
- 6.14.5 Ensure the completeness and accuracy of previous board meeting minutes.
- 6.14.6 Serve as the spokesperson for the board.
- 6.14.7 Serve as the chief board liaison with the Lead Pastor.

6.14.8 Preside over members meetings called by the board of trustees.

### **6.15 Withdrawal of a Trustee**

A Trustee may withdraw from his or her position by submitting a letter of resignation to the Lead Pastor and the board of trustees.

### **6.16 Removal of a Trustee**

6.16.1 A trustee may be removed if he or she no longer meets or acts in accordance with the qualifications under which he or she was elected.

6.16.2 The recommendation for removal may be initiated by either the elders or the board of trustees.

6.16.3 A Trustee may be removed from his or her position by the board of trustees if he or she fails to attend duly constituted meetings of the board of trustees on a consistent basis and if the reasons for doing so are deemed unacceptable by the board of trustees.

6.16.4 Removal will be a last resort and can only be made after counselling and intervention by the board Chair and the Lead Pastor have failed to resolve the situation.

6.16.5 Removal requires the consent of the elders and a two-thirds majority vote of the board of trustees.

### **6.17 Vacancies**

A vacancy on the board of trustees may be filled for the remainder of the term of office by qualified members of SSC appointed by a quorum of the board of trustees.

### **6.18 Compensation**

6.18.1 The trustees shall serve as such without remuneration and no trustee shall directly or indirectly receive any profit from his position as such.

6.18.2 A trustee may be paid, upon approval by the board of trustees, reasonable expenses incurred by him or her in the performance of his or her duties.