

## **OPERATING BY-LAWS OF SMYTHE STREET CATHEDRAL**

Be it enacted as per by-law of Smythe Street Cathedral Inc. (hereinafter referred to as "SSC"), a corporation duly incorporated under and by virtue of the laws of the Province of New Brunswick under the Companies Act as follows:

### **ARTICLE 1: NAME, HEAD OFFICE & GOVERNANCE**

- 1.1 The name of the corporation is Smythe Street Cathedral Inc. (SSC)
- 1.2 The head office of SSC shall be in the City of Fredericton, in the County of York and Province of New Brunswick, or such other places in the Province of New Brunswick as the board of trustees may determine.
- 1.3 A group of elders shall be responsible for the general oversight of SSC.
- 1.4 A board of trustees, elected from the membership, shall be responsible for the legal and financial matters of SSC and shall serve as directors as defined under the *Companies Act*.
- 1.5 "The corporation, SSC, shall be carried on without the purpose of gain for its members and any profits or other accretions to the corporation shall be used in promoting its purposes."
- 1.6 Subject to the provisions laid down in the SSC by-laws, the board of trustees, elders and general membership are authorized to adopt policies, codes or statements which will set forth policy or provide guidance and they shall be considered part of the governing documents of SSC.
- 1.7 The by-laws of SSC may be amended by a vote of not less than two-thirds of the members eligible to vote and present at an annual meeting or special meeting called for such purpose, provided that written notification of the proposed change or changes has been given to all members of SSC at least three weeks in advance of the meeting.

### **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 3: MEMBERS**

#### **3.1 Members**

As stated in article 2.9, SSC believes that every individual believer should belong to a local church body. The official way to do this at SSC is by becoming a member.

#### **3.2 Joining SSC as a Member**

- 3.2.1 Christians can become members of SSC by meeting the qualifications outlined in article 3.3.
- 3.2.2 A person who wants to become a member of SSC shall submit his or her application for membership.
- 3.2.3 One or more of the Pastors will review the application for membership according to article 3.3 and make a recommendation to the board of trustees.
- 3.2.4 In the event that an applicant is transferring from a previous congregation, the Pastor(s) will make reasonable attempts to confirm that the transfer has been handled appropriately.
- 3.2.5 The board of trustees will consider the recommendation of the reviewing Pastor(s) and then approve or reject the application for membership.

#### **3.3 Qualifications of a Member**

To become a member of SSC one must:

- 3.3.1 Be a baptized believer in Jesus Christ.
- 3.3.2 Attend a church orientation class or the equivalent substitute as agreed upon by the Pastors.
- 3.3.3 Support SSC's Statement of Faith, Core Values, Vision, and Mission Statement.
- 3.3.4 Know that SSC is governed by by-laws, which are available to each member or prospective member upon request.
- 3.3.5 Commit to membership responsibilities as outlined in Section 3.4.

#### **3.4 Responsibilities of a Member**

Members of SSC agree to:

- 3.4.1 Support and promote the unity of SSC.
- 3.4.2 Support SSC with regular attendance.
- 3.4.3 Support SSC with consistent financial contributions.
- 3.4.4 Strive to live a Godly Christian life.
- 3.4.5 Strive to attend members meetings.
- 3.4.6 Be accountable to and cooperate with church leadership within their roles, in particular the Pastors, elders and board of trustees.

#### **3.5 Transfer of Membership**

- 3.5.1 A member may request a transfer of membership to another congregation by submitting a letter stating such to the board of trustees.

- 3.5.2 The board of trustees in consultation with one or more of the Pastors shall respond appropriately to the transfer request.
- 3.5.3 The board of trustees, on the recommendation of the Lead Pastor, may transfer a member to the Special Members List. Special Members are regular members in good standing who, through circumstances beyond their control (e.g. health or prolonged absence from the country) can rarely or no longer attend members meetings.
- 3.5.4 Special Members will retain the right to vote when in attendance at meetings.
- 3.5.5 The Special Members List will be maintained separate from the regular Members List and will not count in establishing a quorum for members meetings.

### **3.6 Withdrawal of a Member**

- 3.6.1 A member may withdraw his or her membership from SSC by submitting a letter stating such to the board of trustees.
- 3.6.2 The board of trustees shall inform the Lead Pastor of the withdrawal request.

### **3.7 Removal of a Member**

- 3.7.1 The board of trustees, upon the recommendation of the elders, may remove a person from membership if the member in the sole discretion of the board of trustees ceases to fulfill the qualifications and responsibilities of a member and refuses to follow a restorative course of action.
- 3.7.2 Removal of a member from the Registry of Members will proceed upon the passing of a resolution by a two-thirds majority of the board of trustees present.
- 3.7.3 Any person whose name has been duly removed from the Registry of Members must wait six months before reapplying for membership as outlined in article 3.2.

## **ARTICLE 4: MEMBERS MEETINGS**

### **4.1 Annual Members Meeting**

- 4.1.1 The purpose of the annual members meeting is to hear and receive reports and statements to be read and laid before the church, to elect trustees, and to transact other business.
- 4.1.2 The annual members meeting shall be held within the first three months of each fiscal year at a time and place determined by the board of trustees and the Lead Pastor.
- 4.1.3 Notice of the time and place of an annual members meeting shall be given by public announcement at public services for three consecutive weeks immediately preceding the date of the meeting. Notice must also be given by bulletin, mail or electronic means.
- 4.1.4 An annual report summarizing the previous year's financial reports and a proposed budget to be approved at the annual members meeting should be made available at least one week prior to the meeting.

### **4.2 Other Members Meetings**

- 4.2.1 Other members meetings may be held when required as determined by the board of trustees, elders, or Lead Pastor.
- 4.2.2 Notice of the purpose and time of the meeting must be given for two consecutive weeks prior to the members meeting and by public announcement at public services. Notice must also be given by bulletin, mail or electronic means.

### **4.3 Quorum**

- 4.3.1 Quorum at regular members meetings will be the attendance in person of 15% of the regular church membership eligible to vote.

4.3.2 Quorum at members meetings in which there is a motion to change the by-laws or letters patent or to remove elders will be the attendance in person of one third of the regular church membership eligible to vote.

#### **4.4 Voting**

4.4.1 Voting will be conducted as the Chair of the meeting directs.

4.4.2 Voting for the election of the board of trustees will be by secret ballot.

4.4.3 Voting by proxy is not allowed.

4.4.4 A vote will be decided by a simple majority vote (50%+1) of the members present.

4.4.5 Significant items, as determined by the board of trustees, shall be decided by a two-thirds majority vote of the members present.

4.4.6 Changes to by-laws, Letters Patent, or the removal of elders are *de facto* significant items requiring a two-thirds majority vote.

4.4.7 At each members meeting, two or more individuals, who will distribute and collect ballots and will count the vote, may be appointed by the meeting Chair to serve at the meeting with the consent of the members present. Such individuals need not be members of SSC.

4.4.8 Only SSC members who have reached the age of 18 may vote in members meetings.

#### **4.5 Online/Electronic Meetings**

4.5.1 In rare circumstances where in person attendance at an Annual Meeting or Membership Meeting is inadvisable or prohibited, the Board Chair and President may arrange for a meeting that is all online/electronic, or provides members the option of participating online/electronically. In such a meeting, quorum and voting provisions will be as outlined in the By-Laws for an in members meeting.

### **ARTICLE 5: ELDERS**

#### **5.1 Elders**

SSC shall have recognized elders, appointed from among the church membership, with the responsibility for the spiritual direction and oversight of the church.

#### **5.2 Number**

The number of elders will be a minimum of three and a maximum of twelve, excluding the Head Elder.

#### **5.3 Appointment of an Elder**

A member of SSC may be appointed an elder, without term, with the consensus of the existing elders by the following process:

5.3.1 The existing elders shall carefully consider if the candidate meets the qualifications for being an elder as found in article 5.5.

5.3.2 The SSC membership shall be given notification at all public services for three consecutive weeks of the intent to appoint the proposed elder.

5.3.3 The existing elders shall carefully consider any objections to the appointment for their legitimacy.

5.3.4 The appointment of the new elder shall be duly announced to the SSC membership and shall be confirmed with the Laying on of Hands by the existing elders.

5.3.5 In the event the church finds itself without elders, the board of trustees will appoint three new elders following a similar process as outlined above.

#### **5.4 The Head Elder**

- 5.4.1 The Lead Pastor is the Head Elder.
- 5.4.2 The Head Elder provides leadership to the elders.
- 5.4.3 The Head Elder shall have the primary responsibility of assessing and evaluating each elder's fulfillment of his or her responsibilities and his or her ongoing commitment.
- 5.4.4 The Head Elder, in consultation with the elders, casts the vision for the future of SSC.

## **5.5 Qualifications of an Elder**

- 5.5.1 Must be a member of SSC for at least two years.
- 5.5.2 Must affirm and adhere to approved SSC Moral Code of Conduct/Lifestyle Statements.
- 5.5.3 Must demonstrate excellent character and spiritual maturity.
- 5.5.4 Must show evidence of the biblical qualifications of an elder.
- 5.5.5 Must have evidence of a call of God on his or her life for this office.

## **5.6 Responsibilities of an Elder**

An elder working collaboratively with other elders will be responsible for:

- 5.6.1 The spiritual direction and oversight of SSC including such matters as doctrine, Statement of Faith, Moral Code of Conduct/Lifestyle Statements, and church order.
- 5.6.2 The spiritual protection and shepherding of the congregation of SSC.
- 5.6.3 A commitment to SSC's Statement of Faith.
- 5.6.4 Stewarding the core values, vision, and mission of SSC.
- 5.6.5 Conflict resolution and discipline within SSC, with the goal of restoration.
- 5.6.6 The administration of the Sacraments of Baptism and The Lord's Supper, as well as Anointing with Oil, Weddings, Funerals, the Blessing of Children, and the Laying on of Hands to ordain.
- 5.6.7 Recommending the removal of a member as outlined in article 3.7.
- 5.6.8 The encouragement and support of the Lead Pastor.
- 5.6.9 For assessing and evaluating the Lead Pastor's fulfillment of his or her responsibilities and ongoing commitment.
- 5.6.10 The correction and/or recommendation of removal of the Lead Pastor (as prescribed in article 8.10) or Pastors or ministerial staff (as prescribed in article 8.6).
- 5.6.11 The process of choosing and recommending a Lead Pastor as outlined in article 8.4.

## **5.7 Withdrawal of an Elder**

- 5.7.1 An elder can resign by notice submitting his or her resignation in writing to the Lead Pastor with 30 days notice.
- 5.7.2 It is the responsibility of the Lead Pastor to inform the elders and the board of trustees of the elder's resignation.
- 5.7.3 Subsequently, the membership should be duly informed of the elder's resignation for two consecutive weeks.

## **5.8 Removal of an Elder**

- 5.8.1 If an elder ceases to manifest the qualifications as stated in article 5.5 or is unable to carry out the responsibilities as outlined in article 5.6, the elders shall be responsible for the correction, removal and/or

restoration of such an elder. Such an elder may be removed only by the unanimous consent of the other elders.

- 5.8.2 In the extreme event that the elders are failing to fulfil their responsibilities of oversight and leadership in the church, the board of trustees may call a special meeting of the membership and move to remove any or all of the elders of SSC from their position.
- 5.8.3 This meeting and the motion to remove the elder(s) must be announced in all public services for three consecutive weeks. Notice must also be given by bulletin, mail or electronic means.
- 5.8.4 This meeting shall be chaired by the Chair of the board of trustees.
- 5.8.5 Quorum for this meeting will be one third of the membership of SSC.
- 5.8.6 The decision for removal must be made by a two-thirds majority vote of the members present and eligible to vote.

## **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 eight weeks 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 five 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 five trustees.

6.12.2 Electronic attendance is permitted for up to two regular board meetings a year. A trustee attending in this manner does not count towards a quorum, but retains the right to vote.

6.12.3 In circumstances where in person attendance at a trustees meeting is impossible, inadvisable, or prohibited, the Board Chair at his/her discretion may arrange for a meeting that is all online/electronic.

In such a meeting, quorum and voting provisions will be as outlined in the By-Laws for a regular in person meeting.

6.12.4 Decisions will be made by a two-thirds majority vote. In the event of a minimum quorum of five trustees, decisions will require four affirmative votes.

6.12.5 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.

6.12.6 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.

6.12.7 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.

### **ARTICLE 7: OFFICERS**

#### **7.1 Qualifications of an Officer**

- 7.1.1 Be a member in good standing of SSC.
- 7.1.2 Be over 19 years of age.
- 7.1.3 Affirm and adhere to approved SSC Moral Code of Conduct/Lifestyle Statements.
- 7.1.4 Provide evidence that he or she will carry out the responsibility of an officer with a spiritual maturity that is consistent with the Bible and SSC's Statement of Faith and Values.
- 7.1.5 Provide evidence of understanding the governance role of the board of trustees.
- 7.1.6 Be able to demonstrate how he or she has the necessary background, experience and skills required to serve in his or her specific officer role.
- 7.1.7 Be committed to keep abreast of changes in regulations, legislation, guidelines, etc. related to his or her specific officer role and provide advice regarding compliance.

#### **7.2 Appointment of an Officer**

- 7.2.1 Officers are appointed by the board of trustees.
- 7.2.2 There shall be a President/Chief Executive Officer, and there shall also be a Treasurer/Chief Financial Officer.
- 7.2.3 The Lead Pastor is the President/Chief Executive Officer.
- 7.2.4 Other officers may be appointed as deemed necessary by the Board.
- 7.2.5 An officer of SSC who is not an elected trustee shall attend board of trustees meetings, but is not a board member and shall not have a vote.

### **7.3 Length of Term**

Officers are appointed without term and serve at the discretion of the board of trustees.

### **7.4 Responsibilities of the President/Chief Executive Officer**

The President/Chief Executive Officer has the following key responsibilities:

- 7.4.1 Sets overall goals and objectives of SSC.
- 7.4.2 Manages and supervises SSC's day-to-day activities with the objective of ensuring operations are run effectively and efficiently.
- 7.4.3 Provides input to the board of trustees to ensure that the financial and legal affairs of SSC are consistent with the overall vision and direction of SSC.
- 7.4.4 Executes SSC's Mission (strategic plan).
- 7.4.5 Oversees SSC employees.
- 7.4.6 Keeps the board of trustees informed of issues and progress toward priorities.
- 7.4.7 Attends all board meetings and serves as the executive officer of the board.

### **7.5 Responsibilities of the Treasurer/Chief Financial Officer**

The Treasurer/Chief Financial Officer has the following key responsibilities:

- 7.5.1 Provides oversight to all areas of finances as directed and authorized by the board of trustees.
- 7.5.2 Oversees all areas of financial record keeping and to keep full and accurate accounts of all assets, liabilities, receipts and disbursements
- 7.5.3 Prepares financial reports for the board of trustees.
- 7.5.4 Provides financial advice to the board of trustees.
- 7.5.5 Provides updates on financial status to the President/Chief Executive Officer upon request.
- 7.5.6 Attends all board meetings.

### **7.6 Withdrawal of an Officer**

An officer may withdraw from his or her position by submitting a letter of resignation to the board of trustees and giving at least 30 days notice.

### **7.7 Removal of an Officer**

- 7.7.1 The board of trustees may remove the Treasurer/Chief Financial Officer and any other officer so appointed from his or her position by a two-thirds majority vote if his or her continued conduct indicates intent to hinder the Core Values, Vision and Mission of SSC or if he or she is unable to effectively carry out his or her duties.
- 7.7.2 As Lead Pastor, the President/Chief Executive Officer may be removed from his or her position according to the process outlined in article 8.10.

### **7.8 Lead Pastor Interim Vacancy**

- 7.8.1 In the event that the Lead Pastor becomes incapacitated and unable to carry out his or her responsibilities, the board of trustees, in full consultation with the elders, will appoint a President/Chief Executive Officer *pro tem*.
- 7.8.2 Such an appointment normally will be made from among the other SSC Pastors or SSC elders.
- 7.8.3 The President/Chief Executive Officer *pro tem* will serve until such time as the incumbent returns to his or her duties or until a new Lead Pastor has been appointed.

## **ARTICLE 8: PASTORS**

## **8.1 Number**

The number of Pastors is determined by the Lead Pastor, elders and board of trustees.

## **8.2 Qualifications of a Pastor**

8.2.1 Although not necessarily an elder, must meet the qualifications of an elder as listed in article 5.5.

8.2.2 Must be an ordained minister.

8.2.3 Be committed to support and promote SSC's Statement of Faith, Core Values, Vision, Mission and Policies.

8.2.4 Affirm and adhere to approved SSC Moral Code of Conduct/Lifestyle Statements.

8.2.5 Be under the spiritual oversight of the elders.

## **8.3 Responsibilities of a Pastor**

8.3.1 Serve in his or her designated area(s) of ministerial responsibilities.

8.3.2 Fulfill the requirements of the particular ministry he or she will oversee.

8.3.3 Under the supervision of the elders, administer the Sacraments of Baptism and the Lord's Supper, as well as Anointing with Oil, Weddings, Funerals, and the Blessing of Children.

8.3.4 Be accountable either directly or indirectly to the Lead Pastor.

## **8.4 Appointment of a Pastor**

A Pastor shall be appointed by the board of trustees, upon the recommendation of the Lead Pastor, in consultation with the elders.

## **8.5 Withdrawal of a Pastor**

A Pastor can resign by giving 30 days notice and submitting his or her resignation in writing to the Lead Pastor.

## **8.6 Removal of a Pastor**

8.6.1 The Lead Pastor in consultation with the elders can recommend the removal of a Pastor to the board of trustees and such recommendation will not be unreasonably denied.

8.6.2 Grounds for dismissal are:

a) Failure to meet the qualifications or fulfill the responsibilities of a Pastor as defined in articles 8.6 and 8.7.

b) Evidence that the Pastor can no longer carry out his or her required ministerial responsibilities.

## **8.7 Qualifications of the Lead Pastor**

8.7.1 Must meet the qualifications of an elder as listed in Section 5.

8.7.2 Must meet the qualifications of a Pastor as listed in 8.2.

## **8.8 Responsibilities of the Lead Pastor**

8.8.1 Take time for study, prayer, reading and reflection to receive vision and direction from God for SSC.

8.8.2 Lead a pastoral team that will ensure the pastoral responsibilities of SSC are carried out.

8.8.3 Be a liaison between the ministerial staff, other employees, board of trustees, and elders.

8.8.4 Lead, develop, and direct a team of Pastors, ministerial staff, and ministry department heads who will train disciples to pursue their God-given call, gifts and ministry so that all members of Christ's body will efficiently work together for the furtherance of the Kingdom of God.

## **8.9 Appointment of the Lead Pastor**

- 8.9.1 The elders are responsible for the process of prayerfully searching for and recommending a Lead Pastor to the board of trustees.
- 8.9.2 The recommendation shall be carefully discussed with the board of trustees for prayerful consideration.
- 8.9.3 Provided there is consensus among the elders and board of trustees, the process for Appointment of an Elder, outlined in article 5.3, shall be followed, leading to the official appointment of the Lead Pastor by the board of trustees and public induction by the elders as per article 5.3.4.
- 8.9.4 Upon appointment as Lead Pastor, the person becomes a member of SSC if not already one.

#### **8.10 Removal of the Lead Pastor**

- 8.10.1 If required, the elders are responsible to recommend the removal of the Lead Pastor to the board of trustees as per Section 5.6.10 and their recommendation will not be unreasonably denied.
- 8.10.2 Grounds for dismissal are:
- a) Failure to meet the qualifications or fulfill the responsibilities of the Lead Pastor as defined in articles 8.7 and 8.8.
  - b) Evidence satisfactory to the board of trustees that the Lead Pastor can no longer give the Church the leadership required.

#### **8.11 Withdrawal of the Lead Pastor**

The Lead Pastor can resign by giving 30 days notice and submitting his or her resignation in writing to the elders. The elders will inform the board of trustees of the Lead Pastor's resignation.

### **ARTICLE 9: MINISTERIAL STAFF**

#### **9.1 Ministerial Staff**

The ministerial staff of SSC consists of persons who are hired to fulfill a spiritual ministerial role but are not ordained ministers.

#### **9.2 Number**

The number of ministerial staff is determined by the Lead Pastor, elders and board of trustees.

#### **9.3 Qualifications of a Ministerial Staff Member**

- 9.3.1 Must meet the qualifications of a member.
- 9.3.2 Be committed to support and promote SSC's Statement of Faith, Core Values, Vision, Mission and Policies.
- 9.3.3 Affirm and adhere to approved SSC Moral Code of Conduct/Lifestyle Statements.

#### **9.4 Responsibilities of a Ministerial Staff Member**

- 9.4.1 Serve in his or her designated area(s) of ministerial responsibility.
- 9.4.2 Fulfill the requirements of the particular ministry he or she will oversee.
- 9.4.3 Be accountable either directly or indirectly to the Lead Pastor.

#### **9.5 Appointment of a Ministerial Staff Member**

A ministerial staff member shall be appointed by the board of trustees, upon the recommendation of the Lead Pastor, in consultation with the elders.

#### **9.6 Withdrawal of a Ministerial Staff Member**

A ministerial staff member can resign by giving 30 days notice and submitting his or her resignation in writing to the Lead Pastor.

#### **9.7 Removal of a Ministerial Staff Member**

- 9.7.1 The Lead Pastor in consultation with the elders can recommend the removal of a ministerial staff member to the board of trustees and such recommendation will not be unreasonably denied.
- 9.7.2 Grounds for dismissal are:
- a) Failure to meet the qualifications or fulfill the responsibilities of a ministerial staff member as defined in articles 9.3 and 9.4.
  - b) Evidence satisfactory to the board of trustees that the ministerial staff member can no longer carry out his or her required ministerial responsibilities.

## **ARTICLE 10: GENERAL EMPLOYEES**

### **10.1 General Employees**

The general employees of SSC are persons who are hired to perform a variety of non-ministerial tasks.

### **10.2 Number**

The number of general employees is determined by the Lead Pastor and board of trustees.

### **10.3 Qualifications of a General Employee**

- 10.3.1 Have the qualifications that are deemed necessary to fill his or her particular role.
- 10.3.2 Be willing to commit to and support SSC's Statement of Faith, Core Values, Vision, Mission, and Policies.
- 10.3.3 Affirm and adhere to approved SSC Moral Code of Conduct/Lifestyle Statements.

### **10.4 Appointment of a General Employee**

A general employee is appointed by the board of trustees upon the recommendation of the Lead Pastor.

### **10.5 Withdrawal of a General Employee**

A general employee can resign by submitting his or her resignation in writing to the Lead Pastor.

### **10.6 Removal of a General Employee**

- 10.6.1 A general employee can be removed by the board of trustees upon the recommendation of the Lead Pastor if:
- a) There is evidence satisfactory to the board of trustees that the employee can no longer fulfill the requirements of his or her job description;
  - b) His or her conduct demonstrates that he or she is no longer in agreement with SSC's Statement of Faith, Core Values, Mission, Vision or Policies;
  - c) He or she no longer adheres to the approved SSC Moral Code of Conduct/Lifestyle Statements.

## **ARTICLE 11: AUDIT REVIEW COMMITTEE**

### **11.1 Number**

- 11.1.2 The Audit Review Committee will consist of three to five members.
- 11.1.3 At all times a majority of the Audit Review Committee members must be members of the board of trustees.

### **11.2 Qualifications of an Audit Review Committee Member**

- 11.2.1 Must be a member of SSC in good standing.
- 11.2.2 Must be at arm's length.
- 11.2.3 Must be free of any relationship that could interfere with his or her independent judgment.

### **11.3 Responsibilities of the Audit Review Committee**

This committee is responsible to:

- a) Ensure that SSC's accounting and reporting practices are of the highest quality and assist the board of trustees in fulfilling its fiduciary responsibilities;
- b) Review internal controls and financial policies;
- c) Review the audit program of the auditor;
- d) Review the annual financial statements and discuss such statements with the auditor;
- e) Make recommendations to the board of trustees with respect to such statements and the fees to be paid for audit services;
- f) Present minutes of audit review committee meetings to the board of trustees as evidence of having responsibly discharged the committee's mandate;
- g) Perform additional responsibilities required to fulfill the audit review committee's mandate.

#### **11.4 Appointment of an Audit Review Committee Member**

The audit review committee members are appointed annually by the board of trustees.

### **ARTICLE 12: ADDITIONAL COMMITTEES**

The board of trustees may establish additional committees. Each committee shall have a mandate as determined by the board of trustees.

### **ARTICLE 13: SIGNING AUTHORITY**

- 13.1.1 The board of trustees will be signing officers.
- 13.1.2 The Lead Pastor and Treasurer/Chief Financial Officer will be signing officers.
- 13.1.3 The board of trustees may designate additional signing officers as they deem necessary.
- 13.1.4 In the event that the Lead Pastor or the Chair of the board is not available, the board of trustees may appoint another signing officer to sign in their stead.
- 13.1.5 Contracts and all other documents or instruments in writing shall require the signature of the Lead Pastor and the Chair of the board.
- 13.1.6 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by two signing officers.
- 13.1.7 All contracts, documents and instruments in writing so signed shall be binding upon SSC without further authorization or formality.
- 13.1.8 The seal of SSC when required may be affixed to contracts, documents and instruments in writing signed as aforesaid.

### **ARTICLE 14: FISCAL YEAR**

The fiscal year is January 1 to December 31.

### **ARTICLE 15: LIABILITY AND INDEMNITY FOR TRUSTEES AND OTHERS**

- 15.1 No trustee shall be liable for the acts, receipts, neglects or defaults of any other trustee, officer or employee of SSC, except for acts, matters or things done or permitted through his or her own refusal to act, negligence or default.



- 15.2 Every trustee, elder, officer, employee or member who has undertaken or is about to undertake any liability on behalf of SSC, will be indemnified and saved harmless out of the funds of SSC from and against:
- (i) all costs, charges and expenses which such a trustee, elder, officer, employee or member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of his or her office or in respect of any such liability, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default; and
  - (ii) all other costs, charges or expenses as are occasioned by his or her own wilful neglect or default.
- 15.3 SSC shall also indemnify any such person as described above in such other circumstances as the Act or law permits or requires.
- 15.4 Nothing in this by-law shall limit the right of any person described above entitled to indemnity to choose indemnity apart from the provision of this by-law to the extent permitted by the Act or law.
- 15.5 The Board shall purchase and maintain insurance for the benefit of any person described above against any liability incurred by him/her in his/her capacity as a member of SSC.

#### **ARTICLE 16: DISSOLUTION OF SSC**

Upon dissolution of SSC and after payment of all debts, dues and liabilities, its remaining property, or the proceeds of sale thereof, shall be distributed to one or more registered charities recognized by Canada Revenue Agency having objects the same or similar to the objects of SSC; and no part of any property of SSC shall be available to its members upon such dissolution.

#### **ARTICLE 17: THE CHURCH SEAL**

- 17.1 The Lead Pastor shall have custody of the church seal.
- 17.2 The corporate seal of SSC shall be in the form impressed hereon.

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Ron Goodine – Chairperson

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Verner Drost – President