

The Bylaws of Grace Bible Church of Innisfail
Innisfail, Alberta, Canada

"And Jesus came up and spoke to them, saying, 'All authority has been given to Me in heaven and on earth. Go therefore and make disciples of all the nations, baptizing them in the name of the Father and the Son and the Holy Spirit, teaching them to observe all that I commanded you; and lo, I am with you always, even to the end of the age'."

(Matthew 28:18–20)

We gratefully acknowledge permission and contribution of Grace Bible Fellowship of La Crete, Alberta; Grace Community Church, Sun Valley, California; and GraceLife Church of Edmonton, Alberta for what is transcribed from their Bylaws.

Table of Contents

ARTICLE I – Interpretation	5
Section 1: Definitions	5
Section 2: Terms	6
Section 3: Headings	6
Section 4: Conflict with Act	6
ARTICLE II – Name, Description, and Location	6
ARTICLE III - Purpose	6
ARTICLE IV - Statement of Faith	6
ARTICLE V - Membership	7
Section 1: Church Members	7
Section 2: Membership Eligibility	7
Section 3: Application Process	7
Section 4: Admission of Applicants	7
Section 6: Responsibilities of Members	7
Section 7: Privileges of Members	7
Section 8: Termination of Membership	8
Section 9: Church Discipline	8
ARTICLE VI: Classes and Rights of Members	10
Section 1: Member Classes	10
Section 2: Members of the Church	11
ARTICLE VII: Meetings	11
Section 1: Place of Meetings	11
Section 2: Calling Meetings	11
Section 3: Notice of Meetings	11
Section 4: Waiver of Notice	12
Section 5: Participation in Meeting by Electronic Means	12
Section 6: Quorum	12
Section 7: Chair of Meeting	12
Section 8: Secretary of Meeting	12
Section 9: Adjournment of Meetings	12
Section 10: Votes to Govern	13
Section 11: Resolution in Writing	13

Section 12: General Meetings of Members	13
Section 13: Regular Meetings of the Board	14
Section 14: General Meetings of the Board	14
Section 15: Special Meetings of the Board	14
ARTICLE VIII: Elders	15
Section 1: Powers	15
Section 2: Number of Elders	15
Section 3: Nomination, Selection, and Tenure of Office	15
Section 4: Qualifications of Elders	16
Section 5: Resignation	16
Section 6: Vacancies	16
Section 7: Removal of Elders	17
Section 8: Rights of Inspection	17
Section 9: Remuneration and Expenses	17
ARTICLE IX – Officers	17
Section 1: Officers	17
Section 2: Removal and Resignation	18
Section 3: Inability to Act	18
Section 4: The Chairman	18
Section 5: Secretary of the Board	18
Section 6: Treasurer	18
ARTICLE X - Pastor	19
Section 1: Appointment and Offices	19
Section 2: Term of Office and Cessation	19
ARTICLE XI - Committees	20
Section 1: Member Committees	20
Section 2: Committees of the Board	20
Section 3: Deacons	20
Section 4: Nomination and Selection	20
Section 5: Vacancies	21
ARTICLE XII – Ordination and Commissioning	21
Section 1: Ordination	21
Section 2: Commissioning	21

ARTICLE XIII - Settlement of Disputes	21
Section 1: General	21
ARTICLE XIV - Other Provisions	21
Section 1: Endorsement of Documents and Contracts	21
Section 2: Representation of Shares of Other Religious Societies	22
Section 3: Amendments	22
Section 4: Record of Amendments	22
ARTICLE XV - Receipts and Disbursements	22
Section 1: Receipt of Property and Funds	22
Section 2: Disbursement of Property and Funds	22
ARTICLE XVI - Corporate Records and Reports	22
Section 1: Records	22
Section 2: Fiscal Year of the Church	22
ARTICLE XVII – Winding Up	23

ARTICLE I – Interpretation

Section 1: Definitions

In these Bylaws of the Church, the following defined terms shall have the meanings ascribed below:

"**Act**" means *Religious Societies' Land Act*, RSA 2000, c R-15, together with the regulations made pursuant thereto and any statute or regulations enacted in substitution therefor, all as amended from time to time;

"**Board**" means all Board Members of the Church;

"**Board Member**" means any Class A Voting Member as described in Article VI, Section 1;

"**Bylaws**" means all bylaws of the Church, including these bylaws, as may be amended from time to time;

"**Chairman**" means the individual as further defined in Article IX, Section 4;

"**Church**" means "Grace Bible Church of Innisfail" which may also be called or known as "Grace Bible Church", without detracting from its actual incorporated name, which is a religious society incorporated under the Act ;

"**Class B Member**" means any Class B Non-Voting Member as further described in Article VI, Section 1;

"**Declaration of Incorporation**" means the declaration of incorporation filed by the Church on 26th September, 2022, as may be amended from time to time;

"**Elder(s)**" means those individuals appointed who are responsible for shepherding and having oversight of the Members of the Church and as further defined in Article VIII;

"**Members**" means any and all members of the Church, as determined pursuant to Article V, Section 1;

"**Officers**" means the officers of the Church appointed by the Board pursuant to Article IX Section 1, collectively, and "**Officer**" means any one of them;

"**Pastor**"/"**Pastor-Teacher**"/"**Associate Pastor**" means the individual(s) described under Article X. The term "**Pastor**", when used, shall include the Pastor-Teacher and Associate Pastor(s);

"**Scripture(s)**" means the 66 books of the Old and New Testament as recognized by the historic protestant churches;

"**Secretary of the Board**" means the position of secretary as further defined in Article IX, Section 5;

"**Treasurer**" means the position of treasurer of the Church as further defined in Article IX, Section 6.

Section 2: Terms

- 2.1 All terms defined in the Act shall have the meaning given to such terms in the Act. If a term in the Act is used in the Bylaws, the term will have the meaning specified in the Bylaws.

Section 3: Headings

- 3.1 The division of the Bylaws into articles, sections, paragraphs, subsections and clauses, and the insertion of headings, are for convenience of reference only and will not affect the construction or interpretation of the Bylaw.

Section 4: Conflict with Act

- 4.1 To the extent there is any conflict between the provisions of the Bylaws and the provisions of the Act, the provisions of the Bylaws shall govern.

Section 5: Invalid Provisions

- 5.1 The invalidity or unenforceability of any provision of the Bylaws shall not affect the validity or enforceability of the remaining provisions of the Bylaws.

ARTICLE II – Name, Description, and Location

The name of this local assembly will be "Grace Bible Church of Innisfail" with the principal office located in the Town of Innisfail (or surrounding community), in the Province of Alberta, Canada. The Church will be an autonomous, non-denominational organization devoted to the practice and propagation of the Word of Jesus Christ.

ARTICLE III - Purpose

The Church is organized for the benefit of the general public to:

1. Advance religion by preaching the teachings of the Scripture, and religious tenets, doctrines and observances associated with the Christian faith;
2. Advance religion by establishing and maintaining facilities to be used for religious programs, workshops, music, and studies in the Christian faith;
3. Advance religion by establishing and maintaining places of worship with services conducted in accordance with the tenets of the Christian faith; and
4. Advance religion by conducting activities ancillary and incidental to the attainment of the aforementioned purposes.

ARTICLE IV - Statement of Faith

The Statement of Faith of the Church was developed to describe what the Church teaches and is titled, "What We Teach." This can be found on the Church's website (www.gracebible.ca).

ARTICLE V - Membership

Section 1: Church Members

- 1.1 A Member is any individual or Elder who has applied for membership with the Church, whose membership has been accepted, and who shall constitute a spiritual body, united for the spiritual purposes set forth in Article III.
- 1.2 Membership in the Church is not transferable or assignable to any other person. Every individual who seeks membership in the Church must apply on their own.
- 1.3 A full list of Members shall be maintained by the Church at its registered office or at another location designated by the Elders.

Section 2: Membership Eligibility

- 2.1 Membership in the Church shall be open to all persons who confess Jesus Christ as their Lord and Saviour, who have been baptized, and who demonstrate their profession of faith with words and deeds in keeping with their profession.

Section 3: Application Process

- 3.1 All requests for membership shall be made in person directly to an Elder. Upon making such a request, the person shall be given an application for membership, along with a copy of the Statement of Faith and a copy of the Church Bylaws. Two Elders shall meet with the applicant following receipt of the completed application. Each applicant shall acknowledge the Statement of Faith, subscribe to the Bylaws, and shall testify to their faith in Jesus Christ and their baptism in a prospective member interview.

Section 4: Admission of Applicants

- 4.1 Applicants admitted to the Church shall, if possible, present themselves at a worship service designated by the Elders, at which service such applicants shall affirm their membership commitment and be publicly acknowledged as a Member.

Section 5: Denial of Membership

- 5.1 Following the review of an application for membership, or after meeting with a prospective member, if a Pastor or Elder determines that the applicant does not confess Jesus Christ as his or her Lord and Saviour, or if there is a lack of evidence of a godly lifestyle, membership to the Church shall be denied and the applicant notified of such decision. The decision made shall be final and there shall be no appeal to any court. The only recourse an applicant has once their application has been denied is to appeal directly to an Elder.

Section 6: Responsibilities of Members

- 6.1 Members shall seek to exercise their spiritual gifts for the mutual benefit of the Church and other Members and shall submit to the rule of the Elders.

Section 7: Privileges of Members

- 7.1 Members of the Church shall have the following rights and privileges:
 - (a) to receive notice of all general meetings of the Members;

- (b) to attend all general meetings of the Members; and
- (c) to vote at the general meeting of the Members where the Elders request a vote of the Members.

Section 8: Termination of Membership

8.1 A Member's membership in the Church may be terminated when:

- (a) the Member resigns by submitting a resignation, in writing, to the Elders;
- (b) the Elders have resolved, by Special Resolution, to terminate a Member's membership due to:
 - (i) the Member having been held by a court of competent jurisdiction to have violated some law (whether statutory, regulatory or policy in force as if enacted as a statute or regulation), and has thereby subjected the Church to criticism or adverse publicity;
 - (ii) the Member failing to comply with the Bylaws;
 - (iii) the Member uniting in membership with another church; or
 - (iv) the Member not attending a regular worship service of the Church for six consecutive months, without giving evidence of providential hindrance;
- (c) the Member is incapacitated or dies;
- (d) the Member ceases to meet the relevant eligibility requirement for membership as set out in these Bylaws;
- (e) the Church is liquidated and dissolved; or
- (f) any other reason.

8.2 A Member's rights, privileges, and interests in the Church cease upon termination of membership in the Church.

8.3 If a former Member subsequently resumes regular attendance, has resigned his or her membership with any other church, and otherwise qualifies for membership, as applicable, the former Member may be reinstated to active membership by approval of the Elders.

Section 9: Church Discipline

9.1 The threefold purpose of church discipline is to glorify God by maintaining purity in the local church (1 Corinthians 5:6), to edify believers by deterring sin (1 Timothy 5:20), and to admonish the offending believer by calling him or her to return to a Biblical standard of doctrine and conduct (Galatians 6:1).

9.2 Members of the Church and any other individuals who regularly attend fellowship with the Church who err in doctrine, or who engage in conduct that is in clear violation of Scripture shall be subject to Church discipline in order to assist in the Member's or individual's repentance and restoration according to the principles and spirit of Scripture. If the Member refuses to participate in repentance and restoration, other disciplinary actions may be taken, including

dismissal of the Member or individual from the Church, according to Matthew 18:15–18. The general steps that will occur to remedy an erring individual's conduct is as follows:

- (a) Prior to a Member being dismissed, where applicable, it shall be the duty of any Member of the Church who has knowledge of the erring individual's heresy or misconduct to warn and correct the erring individual in private, seeking his or her repentance and restoration.
- (b) In the event that the erring individual does not repent, then the Member shall approach the erring individual a second time, accompanied by one or two individuals (the "**Witnesses**"), to seek his or her repentance. The Witnesses shall confirm that the sin has occurred or is ongoing, and/or that the erring individual has been appropriately confronted and has refused to repent. The first and second warnings made by a Member to any erring individual do not have a specified time interval.
- (c) If after the second warning the erring individual still refuses to repent, then the matter shall be brought to the attention of the Elders or a duly appointed committee of the Board, per Article XI, Section 2 of these Bylaws. If the Elders or a duly appointed committee of the Board determines, after thorough investigation in accordance with the procedures prescribed by relevant Scripture, including but not limited to Matthew 18:15–17 and 1 Timothy 5:19, that there is corroborating evidence that the erring individual has sinned and/or continues to sin, that he or she has been appropriately confronted, and that he or she has refused to repent, then the Elders shall inform the Church and the congregation thereof at a regularly scheduled worship service in order that the Church may call the erring individual to repentance.
- (d) If the erring individual demonstrates repentance, then notice to that effect may be given at a regularly scheduled worship service. If the erring individual does not repent in response to the Church in its collective call for repentance, then he or she shall be publicly dismissed from the fellowship and/or membership of the Church and the congregation thereof.
- (e) If the erring individual, after such dismissal, heeds the warning, demonstrates repentance, and requests reinstatement before the Elders, then, at the sole discretion of the Board, he or she shall be publicly restored to all the rights, duties, privileges, and responsibilities of fellowship and/or membership.

9.3 Notwithstanding the order of steps in Subsection 9.2, the Elders may exercise their exclusive discretion to proceed directly to the third stage of church discipline (i.e. the informing of the Church and the congregation thereof at a regularly scheduled worship service in order that the Church may call the erring individual to repentance) or to the fourth stage of church discipline (i.e. the dismissal from the fellowship and/or membership of the Church) when one or more of the following have occurred:

- (a) Where the transgression and the refusal to repent has been public in such a way that it is an offense on the whole Church (1 Corinthians 5:1–5)¹;
 - (b) Where the erring individual has taught or otherwise disseminated doctrine which has been deemed false or erroneous by the Elders, and then chosen to disregard the direction and reproof of the Elders (Romans 16:17); or
 - (c) Where the erring individual has been warned twice to cease from factious and divisive conduct and has chosen to disregard those warnings (Titus 3:10–11).
- 9.4 The Members of the Church, and all other professing Christians who regularly attend our fellowship with the Church, agree that there shall be no appeal to any court because of the dismissal or because of public statements to the congregation at the third or fourth stages of church discipline. Resignation as a Member of the Church is only available to Members who are in good standing and who are not under any disciplinary action.
- 9.5 At the exclusive discretion of the Elders or a duly appointed committee of the Board, a Member, non-member regular attendee, or other individual may be informed that he or she is not permitted on Church premises or at other designated Church meeting places, for any specified period of time, where it is believed that the presence of that individual poses a safety risk or could negatively affect the well-being of other attendees who are on or will be attending the Church premises. Such required absence may, but need not, be concurrent with a disciplinary proceeding of that individual.

ARTICLE VI: Classes and Rights of Members

Section 1: Member Classes

- 1.1 The Church shall have two classes of membership:
- (a) "Class A Voting Members" shall be voting Members and shall have the general powers given to members under the Act. Only Elders shall be eligible to be Class A Voting Members. The Board shall be composed exclusively of Class A Voting Members, each such Class A Voting Member being referred to herein as a "**Board Member**". All actions requiring a vote by the membership of the Church shall be satisfied by a vote by the Class A Voting Members.
 - (i) When there is an insufficient number of Elders appointed to the Board, the Board Members may appoint Class B Members to serve on the Board on a temporary basis (the "**Temporary Member(s)**") and until such time as an adequate number of Elders are able to be appointed in their place. For the duration of their appointment to the Board, a Temporary Member(s) will work under the supervision of the Elders in spiritual matters and will have full voting privileges and will be regarded as a Board Member.

¹ Reflective of a historic position on church discipline as demonstrated by the *Institutes of the Christian Religion* (1559 ed.), Book IV, Chap. XII, pp. 454–57.

- (b) "Class B Non-Voting Members" which shall be comprised of all Members who are not Elders, Class A Voting Members, or Board Members. The Class B Non-Voting Members shall not be considered "members" within the meaning under the Act and are referred to as "**Class B Members.**" Class B Members shall only have the right to vote as a Class A Voting Member as specified in subsection (a) (i) above in this Section.

Section 2: Members of the Church

- 2.1 Nothing contained in Section 1 of this Article shall be construed to limit the right of the Church to refer to any persons, whether Board Members or Class B Members or whatever class of membership, together as 'Members' even though such persons may not be voting members, and no such reference in or outside of these Bylaws shall constitute anyone being a "member" within the meaning of Section 1(c) of the Act.

ARTICLE VII: Meetings

Section 1: Place of Meetings

- 1.1 Meetings of the Board and any committee of the Board may be held at any place within or without the Province of Alberta.

Section 2: Calling Meetings

- 2.1 A meeting of the Board may be convened at any time by the Chairman or any two Elders, and the Secretary of the Board shall upon direction of any of the foregoing, convene a meeting of the Board. A meeting of any committee of the Board may be convened at any time by any two members of the committee, and either of these members shall convene a meeting of such committee. Except as otherwise provided in these Bylaws, the Board Members may convene, adjourn and otherwise regulate their meetings as they deem necessary at their sole discretion.

Section 3: Notice of Meetings

- 3.1 Notice of the time and place of each meeting of the Board or of any committee of the Board or any general meeting of the Members, shall be given in the manner provided in Section 12, 13, 14, and 15, as applicable. Meetings of the Board or of any committee of the Board may be held at any time without formal notice if all the Board Members or committee members are present (including present by way of telephone or other electronic means) or if all the absent Board Members or committee members waive notice.
- 3.2 A notice of a meeting of the Board or of any committee of the Board shall specify the time, place, and business to be transacted at the meeting in reasonable detail.
- 3.3 Where a meeting is being called specifically for the purpose of dealing with Church property, notice of the meeting shall be called by giving not less than 2 weeks' notice, including two Sundays, before the date of the meeting. The notice for a meeting dealing with Church property must contain the information outlined in Subsection 3.2 of this Article and must be posted at the Church or on the Church website and shall be mentioned at all Church services held prior to the meeting.

Section 4: Waiver of Notice

- 4.1 Notice of any meeting of the Board or of any committee of the Board or any irregularity in any meeting or in the notice thereof may be waived by any Board Member in any manner, and such waiver may be validly given before or after the meeting to which such waiver relates.

Section 5: Participation in Meeting by Electronic Means

- 5.1 If the Board Members that are present at the time of the meeting agree, a Board Member may participate in a meeting of the Board or a committee of the Board by means of a telephonic, electronic or other communication facility. All the Board Members may agree and capture in meeting minutes that at any meeting or at particular meetings, any Board Member may join the meeting remotely and after such date, the above consent is not required.
- 5.2 It is a requirement that all of the Board Members or the committee of the Board members hear each other when member(s) use electronic or telephone methods of attending any meetings.

Section 6: Quorum

- 6.1 A majority of the Board Members, being more than 50% of the total number of Board Members, shall constitute a quorum for the purposes of transacting the business of the Church at any meeting of the Board. If a quorum is present when the meeting is called to order, then a quorum shall be deemed to be constituted.
- 6.2 For further certainty, subject to Section 5 of this Article, attendance and voting by a Board Member at a meeting of the Board by means of a telephonic, electronic or other communication facility, for the purposes of determining quorum for any meeting of the Board, shall constitute that the Board Member is present at the meeting.

Section 7: Chair of Meeting

- 7.1 The Chairman or in his absence, any other Elder, shall preside as chairman of the meeting. If at any meeting the Chairman is not present within 30 minutes after the time appointed for starting the meeting, the Board Members present may choose one of their number to be chairman of the meeting.

Section 8: Secretary of Meeting

- 8.1 The Secretary of the Board shall act as secretary of meetings of the Board. In the absence of the Secretary of the Board or in the case of his disability or refusal to act, the chairman of the meeting shall appoint a person, who need not be a Board Member, to act as secretary of the meeting.

Section 9: Adjournment of Meetings

- 9.1 A majority of Board Members present at a meeting, whether quorum has been met or not, may adjourn any meeting from time to time and set a fixed time and place for a new meeting.
- 9.2 If the new meeting is scheduled within forty-eight (48) hours of the adjourned meeting and a quorum was present at the adjourned meeting, no notice of the new meeting shall be required.
- 9.3 If the new meeting is scheduled more than forty-eight (48) hours from the adjourned meeting, notice of the new meeting time or place shall be given to the Board Members who were not present at the time of the adjournment.

- 9.4 The minutes of any regular, general, or special meeting of the Board, general meeting of the Members and of any committee of the Board shall include the time and place of each meeting, the names of those present at the meetings, and the proceedings thereof. Within five (5) days of adjournment of any meeting, the minutes will be sent to all members of the meeting in attendance and not in attendance, and to the Secretary of the Board.

Section 10: Votes to Govern

- 10.1 Decisions shall be reached after prayerful consideration by unanimous vote in a spirit of humility, with each Board Member regarding one another before himself.
- 10.2 Where a resolution is put to a vote at any meeting of the Board, the Board Members shall decide by a show of hands, unless a secret ballot is demanded, and where a secret ballot is demanded, it shall be taken in the manner as the meeting chairman directs.
- 10.3 Each Board Member shall have one (1) vote on each item to be decided at a meeting. No Board Member can vote by proxy.
- 10.4 At all meetings of the Board, every vote shall be unanimously decided by the votes cast on the item. In the case of any dissenting votes, the vote shall fail. In the case that a Board Member chooses not to vote but will agree to and support the decision of the Board, the remainder of the Board Members will vote and if the vote is unanimous with the remaining Board Members, the vote will pass.
- 10.5 Except as specified in Article VI, Section 1.1 (a) (i), Class B Members do not have any right to vote on or pass resolutions that would be binding upon the Church or the right to vote on the disposal of property of the Church.

Section 11: Resolution in Writing

- 11.1 A resolution in writing, signed by all Board Members, is as valid as if it had been passed at a meeting of the Board. Resolutions in writing contemplated by this Section may be signed in several counterparts including counterparts delivered by facsimile, which counterparts together shall constitute a single resolution in writing.

Section 12: General Meetings of Members

- 12.1 At the sole discretion of the Elders, general meetings of the Church may be called for the benefit of the Members. One annual general meeting will be required and except for extenuating circumstances will be held before the end of March each year.
- 12.2 Notice of general meetings of the Members shall be given from the pulpit for two successive Sundays prior to the meeting. In addition thereto, notice shall be published in the regular Church bulletin for four successive Sundays prior to such a meeting.
- 12.3 Should the Elders request that the Class B Members vote at a general meeting of the Members on certain items for affirmation purposes, the voting privileges are restricted to Class B Members who are in good standing, who are not under any disciplinary action, and who are at least eighteen (18) years of age.

Section 13: Regular Meetings of the Board

- 13.1 Regular meetings of the Board shall be held monthly at a time established and agreed upon by the Elders.
- 13.2 Notice of regular meetings shall be given to each Board Member prior to the meeting by mail, telephone, electronic communication, or in person
- 13.3 At all regular meetings of the Board, quorum shall be met in accordance with Section 6 of this Article.
- 13.4 Absentee and proxy voting will not be permitted.
- 13.5 Meetings of the Board may be recessed for the purpose of obtaining a quorum, gathering information, or for any purpose.

Section 14: General Meetings of the Board

- 14.1 General meetings of the Board shall be held as required at a time established and agreed upon by the Elders.
- 14.2 Notice of general meetings shall be given to each Board Member at least twenty-four (24) hours prior to the meeting by mail, telephone, electronic communication, or in person.
- 14.3 At all general meetings of the Board, quorum shall be met in accordance with Section 6 of this Article.
- 14.4 Absentee and proxy voting will not be permitted.
- 14.5 Meetings of the Board may be recessed for the purpose of obtaining a quorum, gathering information, or for any purpose.

Section 15: Special Meetings of the Board

- 15.1 Special meetings of the Board may be called at any time by the Chairman, or by the Board where more than 50% of the total number of the Board Members request one.
- 15.2 Notice of special meetings of the Board shall be given at least forty eight (48) hours prior to the meeting at each Board Member's home address, personally, by telephone, or other similar means of communication.
- 15.3 A quorum for the transaction of business at any special meeting of the Board shall be more than or equal to two-thirds (2/3) of the total number of Board Members. If quorum is not met, the special meeting will be adjourned, all Board Members notified, and a new date established. The Board Members in attendance at the following special meeting shall constitute a quorum, regardless of how many Board Members are present.

ARTICLE VIII: Elders

Section 1: Powers

- 1.1 All the activities and affairs of the Church shall be exercised by or under the direction of the Elders, who are responsible for overseeing the spiritual well-being of the Church, guarding and protecting the Church from false teaching, teaching the Scriptures in public and private settings, praying for people including the sick, leading the Church, personally knowing the Members, recognizing and affirming the call of God on all Elders, and being an example of a believer in Jesus Christ. The Elders shall be an ex-officio member of all committees of the Board. Without prejudice to such general powers, but subject to these same limitations, it is hereby expressly declared that the Elders shall have the following powers in addition to the other powers enumerated by these Bylaws:
- (a) To appoint and remove any one or more of the Officers, Pastors, or staff; to prescribe duties for each role consistent with the Scriptures, with law, and with these Bylaws; and to fix the terms for their offices and their compensation, if any.
 - (b) To make disbursements from the funds and property of the Church as may be required to fulfill the purposes of the Church as specified in these Bylaws and generally to conduct, manage, and control the activities and affairs of the Church and to make such rules and regulations consistent with the Scriptures, with law, and with these Bylaws, as they may deem best.
 - (c) To adopt, make and use a corporate seal, and to alter the form of such seal from time to time as they may deem best.
 - (d) To establish policies and practices for the Church consistent with the purposes of the Church.
 - (e) To assist the Pastor-Teacher in the administration of the ordinances of Baptism and Communion.
 - (f) To borrow money and incur indebtedness for the purposes of the Church and to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.
 - (g) To carry on a business and apply any such profit that results from the business activity in which it may legally engage.

Section 2: Number of Elders

- 2.1 The required minimum number of Elders shall not be less than three (3) until changed by an amendment to these Bylaws.

Section 3: Nomination, Selection, and Tenure of Office

- 3.1 The Elders are responsible to nominate, select, and review the qualifications of prospective elders as they deem best in accordance with the Scriptures. Prospective elders will then have their names publicly posted in the Church bulletin for at least three weeks, allowing the Members to raise any questions or express concerns regarding their appointment. If no disqualifying concerns are raised, the Elders shall appoint the prospective elders and lay hands on them at a regularly scheduled worship service. Each Elder shall serve until they are removed from eldership.

Section 4: Qualifications of Elders

- 4.1 Each Elder must be an active Member in good standing, fully agree with the What We Teach document, and possess the qualifications described in 1 Timothy 3:1–7 and Titus 1:6–9. He shall be:
- (a) Blameless as a steward of God; above reproach (1 Timothy 3:2; Titus 1:6–7);
 - (b) Husband of one wife; a one-woman man (1 Timothy 3:2; Titus 1:6);
 - (c) Temperate, sober, vigilant (1 Timothy 3:2);
 - (d) Sober-minded, prudent (1 Timothy 3:2; Titus 1:8);
 - (e) Of good behavior; orderly, respectable (1 Timothy 3:2);
 - (f) Given to hospitality (1 Timothy 3:2; Titus 1:8);
 - (g) Apt to teach; able to teach; he can exhort believers and refute false teaching (1 Timothy 3:2; Titus 1:9);
 - (h) Not given to wine (1 Timothy 3:3; Titus 1:7);
 - (i) Not violent; not pugnacious (1 Timothy 3:3, Titus 1:7);
 - (j) Patient, moderate, forbearing, gentle (1 Timothy 3:3);
 - (k) Not a brawler; uncontentious; not soon angry or quick-tempered (1 Timothy 3:3; Titus 1:7);
 - (l) Not covetous; not a lover of money; not greedy of base gain (1 Timothy 3:3, Titus 1:7);
 - (m) Rules well his own house; his children are faithful, not accused of rebellion to God (1 Timothy 3:4; Titus 1:7);
 - (n) Not a novice; not a new convert (1 Timothy 3:6);
 - (o) Has a good report or reputation with outsiders (1 Timothy 3:7);
 - (p) Not self-willed (Titus 1:7);
 - (q) A lover of good (Titus 1:8);
 - (r) Just, fair (Titus 1:8);
 - (s) Holy, devout (Titus 1:8); and
 - (t) Self-controlled (Titus 1:8).

Section 5: Resignation

- 5.1 Any Elder may resign effective upon giving their written notice to the Chairman or the Secretary of the Board or at the time specified in the resignation, whichever is later. If the resignation is to take effect at some future time, a successor Elder may be selected before that time.

Section 6: Vacancies

- 6.1 If there is a vacancy or vacancies on the Board for any reason, the remaining Elders may exercise all the powers of the Board. Should the minimum number of the Elders not be maintained, the

remaining Elders will increase the number of Elders, as specified in Section 2 of this Article, at their earliest opportunity, but no later than two months.

Section 7: Removal of Elders

- 7.1 The Board Members may by resolution passed at any general or special meeting of the Board specifically called for such purpose remove any Elder from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Board at a later meeting.
- 7.2 Elders may be removed if he is found to be physically or mentally incapacitated. If accused of being spiritually unqualified (according to pertinent Scripture, including 1 Timothy 3:1–7 and Titus 1:5–9), the accused Elder will be temporarily removed from their responsibilities during the investigation and if, after thorough corroborating investigation by the Elders or a duly appointed committee of the Board, he is determined to be spiritually unqualified, he will be disciplined in accordance with the procedures prescribed by pertinent Scripture, including Matthew 18:15–18 and 1 Timothy 5:19. When an Elder is removed because of sin that is deemed sufficient to disqualify him from eldership, and if he refuses to repent from that sin, the removal shall be accompanied by a public rebuke, and notice shall be made before the Church and the congregation thereof at a regularly-scheduled worship service as prescribed in 1 Timothy 5:20.

Section 8: Rights of Inspection

- 8.1 Every Elder shall have the absolute right at any reasonable time to inspect a copy of all books, records, and documents of every kind and to inspect the physical properties of the Church and also of its subsidiary organizations, if any, for a purpose reasonably related to such person's interest as an Elder. The Elder shall make his request known at a meeting of the Board prior to inspecting any such documents.

Section 9: Remuneration and Expenses

- 9.1 Board Members shall serve on the Board without remuneration and no Board Member shall directly or indirectly receive any profit from his position as such.
- 9.2 A Board Member may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Elder from serving the Church as a Pastor or in any other capacity and receiving compensation therefrom.

ARTICLE IX – Officers

Section 1: Officers

- 1.1 The Board may from time to time designate the officers of the Church and until otherwise determined, the officers shall consist of the following: Chairman, Secretary, and Treasurer.
- 1.2 The Board, or the Chairman where empowered to do so, may from time to time appoint such persons to fill any such office, as it considers advisable, each of whom shall hold office for such period and with such authority as provided for in these Bylaws or as the Board may from time to time determine. All Officers must be a Member in good standing. One person may hold more than one office at any given time.

- 1.3 Each Officer shall hold his office until he resigns, is removed, or becomes disqualified (1 Tim 3:8-13). The Officer may, at the discretion of the Board, continue to hold their office until his successor is elected and qualified.

Section 2: Removal and Resignation

- 2.1 The Secretary of the Board and Treasurer may be removed by the Board, in its sole discretion.
- 2.2 Any Officer may resign at any time by providing their resignation to the Board. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 2.3 An Officer who resigns does so without prejudice to the rights, if any, of the Church under any contract to which that Officer is a party.

Section 3: Inability to Act

- 3.1 Where an Officer is absent or is temporarily unable to perform their duties for and on behalf of the Church, the Board may temporarily appoint another Officer from the Church's membership to act in the absent Officer's place and delegate the powers or duties of the absent Officer to the temporarily appointed Officer, as deemed appropriate.

Section 4: The Chairman

- 4.1 The Chairman shall be an Elder and shall be accountable to the Board. He shall preside at all meetings of the Board, which are to be conducted according to the Scriptural principles such as set forth in Philippians 2:2-8. He shall be an ex-officio member of all the committees of the Board, if any.

Section 5: Secretary of the Board

- 5.1 The Secretary of the Board, who may or may not be an Elder, shall act as secretary at all meetings of the Board and the general meetings of the Members and shall perform such other duties as may be assigned to them by resolution of the Board. For greater certainty, the Secretary of the Board shall keep, or cause to be kept, a book of minutes, at the principal office or such other place as the Board may order, of all meetings of the Members, the Board, and committees of the Board, a register of the Church membership with the names of Members, keep the seal of the Church in safe custody (if one is obtained), and shall give, or cause to be given, notice of all meetings of the Board.

Section 6: Treasurer

- 6.1 The Treasurer may or may not be an Elder and shall ensure the stewardship of the physical and financial resources of the Church, "taking precaution that no one should discredit us in our administration . . . for we have regard for what is honorable, not only in the sight of the Lord, but also in the sight of men" (2 Corinthians 8:20-21). He shall select "men of good reputation, full of the Spirit and of wisdom" (Acts 6:3) to implement and accomplish this responsibility.

- 6.2 The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Church. The books of account shall at all reasonable times be open to inspection by any Board Member for a purpose reasonably related to such person's interest as a Board Member. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Church with such depositories as may be designated by the Board. He shall disburse, or cause to be disbursed, the funds of the Church as may be ordered by the Board, shall render, or cause to be rendered, to the Chairman and the Board Members, whenever they request it, an account of all the transactions and of the financial condition of the Church, and shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE X - Pastor

Section 1: Appointment and Offices

- 1.1 The Pastor will be a paid Elder and will be a Board Member. The Pastor will be appointed by the Board and will become a Member (if not already). The Pastor shall be an ex-officio member of all committees of the Board and will be accountable to the Board. An individual on the Board, may be appointed by the Board to the position of Pastor. If an individual, from outside the Church membership, is called by the Board to the position of Pastor, such an individual will be paid for their duties, but for the initial period of time at the Church will enter into a qualification period (see Article VIII, Sections 3; 4) and upon Board approval will be ordained and officially accepted onto the Board with the rights of a Class A Voting Member, as per Article VI, Section 1.1(a).
- (a) One of the offices of a Pastor will be the Pastor-Teacher who shall arrange for and conduct (or delegate) all public and regular services of the Church and shall be responsible for general oversight of the spiritual welfare of the Church. In the absence of a Pastor-Teacher, the Elders shall be responsible to arrange for the public and regular services of the Church.
- (b) Another office of a Pastor will be the Associate Pastor who will be responsible for general oversight in areas of ministry delegated by the Board. The Church can have more than one Associate Pastor.

Section 2: Term of Office and Cessation

- 2.1 The Pastor shall remain in office an indefinite period of time but subject to the following:
- (a) The Elders may dismiss the Pastor on one month's written notice;
- (b) The Pastor must give one month's notice if he intends to resign from his role;
- (c) The Pastor's resignation or dismissal may be subject to a lesser time period if both the Pastor and all of the Elders mutually agree to a shorter period in writing.

ARTICLE XI - Committees

Section 1: Member Committees

- 1.1 To promote the efficient handling of Board matters, the Board may appoint various committees from within the Church's membership. These committees shall perform tasks in accordance with the duties and powers specifically delegated to them by the Board. All committees of the Board shall exist for the period and purpose specified by the Board. The general functions of committees are:
- (a) To bring recommendations to the Board; and
 - (b) To provide a wider base of counsel to the Elders having the oversight of specific ministries.

Section 2: Committees of the Board

- 2.1 Committees of the Board will be created by a unanimous decision of the Board Members and shall have only such powers as were expressly delegated to it by the resolution of the Board.
- 2.2 Committees shall not have the power to perform any of the following:
- (a) Approve any action;
 - (b) Fill vacancies on the Board or on any committee;
 - (c) Amending, repealing, or adopting Bylaws; or
 - (d) Amending or repealing any resolution of the Board
- 2.3 The Board shall prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted and provide such manner of proceedings to the Board. Unless the Board or such committee shall otherwise provide, the meetings and other actions of any such committee shall be governed by the provision of this Article. Minutes shall be kept of each meeting of each committee and provided to the Secretary of the Board.

Section 3: Deacons

- 3.1 The Deacons shall consist of Members possessing the qualifications described in 1 Timothy 3:8-13 and shall be nominated and appointed by the Elders. The Deacons shall assist the Elders by performing duties as assigned by the Elders. A Deacon shall be a man of dignity, not double-tongued, not addicted to much wine, not fond of sordid gain, holding to the mystery of the faith with a clear conscience, first tested and found above reproach.
- 3.2 Each Deacon shall hold his office until he resigns, is removed, or becomes disqualified (1 Tim 3:8-13).

Section 4: Nomination and Selection

- 4.1 The nomination and selection of Deacons shall be done in the same manner as for Elders, as set forth in Article VIII, Section 3 of these Bylaws, (except that they need not be formally welcomed at a regularly scheduled worship service with the laying on of hands.

Section 5: Vacancies

- 5.1 In the event that a Deacon position becomes vacant, the Elders may fill such vacancy at a regularly scheduled general meeting if the requirements of Article VIII, Section 3 has been fulfilled.

ARTICLE XII – Ordination and Commissioning**Section 1: Ordination**

- 1.1 Ordination refers to the unanimous recognition by the Elders of a man's call to the ministry, preparation as a shepherd, and qualification to serve. Ordination shall be conferred for life, so long as the man continues to manifest the qualifications of the office.

Section 2: Commissioning

- 2.1 When local Church certification is required for ministry but where ordination would be unnecessary or inappropriate, a person may be commissioned by the Elders to minister. This authorization continues for as long as the opportunity to minister remains in effect and as long as the person maintains the qualifications for ministry.

ARTICLE XIII - Settlement of Disputes**Section 1: General**

- 1.1 If any dispute arises between Members, Pastors, or Church staff relating to matters of spiritual teaching or practices, Church finances, or title to property purchased with Church contributions, the dispute shall be resolved by the Elders or a duly appointed committee of the Board. A decision shall be reached after prayerful consideration, in a spirit of humility, with each Elder regarding one another before himself and striving to preserve the unity of the Spirit in the bond of peace (Ephesians 4:1–3).

ARTICLE XIV - Other Provisions**Section 1: Endorsement of Documents and Contracts**

- 1.1 The Board may, by passing a resolution, authorize any two or more Officers or Board Members to enter into any contract or execute any instrument in the name of and on behalf of the Church. Such authority may be general or specific in nature and will be explicitly outlined in the resolution.
- 1.2 Unless so authorized by the Board, no Officer or Board Member shall have any power or authority to bind the Church by any contract or agreement, or to pledge any Church property or assets for credit, or to render the Church liable for any purpose or to any amount.
- 1.3 Any instrument that does not deal with the property of the Church and that is entered into by the Church and any other party, when signed by the Chairman and the Secretary of the Board or the Treasurer shall be valid and binding on the Church in the absence of actual knowledge on the part of the other party that the signing Officers may or may not have had authority to execute the same.
- 1.4 Any instrument dealing with the property of the Church shall be executed by no less than two Elders and shall have endorsed on it or attached to it an affidavit by some other Officer capable

of swearing positively to the fact that the execution of the instrument was authorized by the Church at a meeting duly called for such purpose.

- 1.5 Cheques issued by the Church to pay for expenses of the Church will have two signatures. Cheques for unbudgeted expenses may only be issued once approved by the Board.

Section 2: Representation of Shares of Other Religious Societies

- 2.1 The Elders or any other Officer(s) authorized by the Board may vote, represent, and exercise on behalf of the Church all rights incidental to any and all shares of any other religious society or religious societies standing in the name of the Church. The authority herein granted may be exercised either by any such Officer in person or by any other person authorized to do so in proxy or power of attorney duly executed by said Officer.

Section 3: Amendments

- 3.1 These Bylaws may be amended and additional bylaws may be created from time to time by the Board at a special meeting of the Board duly called for such purpose.

Section 4: Record of Amendments

- 4.1 Whenever an amendment to these Bylaws or an additional Bylaw is adopted, it shall be copied in the book of minutes with these original Bylaws, in the appropriate place.

ARTICLE XV - Receipts and Disbursements

Section 1: Receipt of Property and Funds

- 1.1 The Church shall receive all monies or other properties transferred to it for the purposes for which the Church was formed as stated in these Bylaws.
- 1.2 Nothing contained herein shall require the Church to accept or receive any money or property of any kind if the Board determines, in its absolute discretion, that receipt of such money or property is contrary to the expressed purposes of the Church as stated in these Bylaws.

Section 2: Disbursement of Property and Funds

- 2.1 The Church shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of the Church.
- 2.2 The Church shall be carried on without purpose of gain for its Members, and any profits or other gains to the Church shall be used in promoting its objectives and purposes.

ARTICLE XVI - Corporate Records and Reports

Section 1: Records

- 1.1 The Church shall maintain adequate and accurate accounts, books, and records of its business and properties. All such books, records, and accounts shall be kept at its principal place of business in the Province of Alberta, as fixed by the Board from time to time.

Section 2: Fiscal Year of the Church

- 2.1 The fiscal year of the Church shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XVII – Winding Up

If the Church is wound up by Order of the Court of King's Bench, any and all funds or assets remaining after paying all of the Church's debts are to be gifted to a Canadian registered and incorporated charitable organization. The Board shall select this organization by Special Resolution. In no event will any Board Members or Members receive any assets of the Church or receive any funds.

In witness whereof, I have hereunto set my hand this 27th day of September, 2023. These Bylaws are effective beginning 28th of September, 2023.