

**METROPOLITAN BIBLE CHURCH MINISTRY CORPORATION**

**BYLAW NO. 1**

(Revised effective October 28, 2018)

A Bylaw relating generally to the organization and affairs of the Corporation.

**DEFINITIONS**

In this Bylaw,

“**Absentee Ballot**” means an official ballot a voter casts before a meeting because the voter will not be present at the meeting;

“**Associate Pastors**” means the Pastors, if any, appointed as “Associate Pastors” by the Board, in accordance with **Article 7.2(g)**, for the purpose of assisting the Lead Pastor and the Executive Pastor in providing general oversight of the spiritual life of the Church;

“**Board**” means Board of Directors of the Church established under **Article 7.2**, which Board is composed of the Directors;

“**Board Invitees**” means the Pastoral Executive Team and the Treasurer (if not a Director), all of whom shall be invited to meetings of the Board subject to **Article 7.2(b)**;

“**Church**” means the Metropolitan Bible Church Ministry Corporation, and this term has the same meaning as, and is used interchangeably with, the term “**Corporation**”;

“**Corporation**” means the Metropolitan Bible Church Ministry Corporation, and this term has the same meaning as, and is used interchangeably with, the term “**Church**”;

“**Deacons**” means those men and women appointed under **Article 7.7** as deacons to assist Elders in fulfilling some of their responsibilities to minister to the needs of the congregation of the Church;

“**Directors**” means the men elected or appointed to hold the office of a Director of the Church; and “**Director**” means any one of the Directors;

“**Elders**” means the Pastors and the Directors, and “**Elder**” means any one of the Elders;

“**Executive Pastor**” means the Pastor who oversees the ministries of the Metropolitan Bible Church;

“**Executive Director of Operations**” means the staff member who oversees the operations of the Metropolitan Bible Church, specifically overseeing staffing, finances, processes, communication, and other administrative matters;

“**Lead Pastor**” means the man who is serving the Church as its senior pastor or interim senior pastor pursuant to an invitation made under **Article 7.6**;

“**Members**” means those persons who have been received into Membership of the Church under **Article 5.3** and whose Membership remains in good standing;

“**Membership**” means the Members of the Church, collectively;

“**Officers**” means those Directors appointed, under **Article 7.4**, to the positions of Chairman, Vice-Chairman, and Secretary and the person appointed as Treasurer, and “**Officer**” means any one of the Officers;

“**Pastors**” means those men who are serving the Church as pastors appointed by the Board and those men appointed pursuant to an invitation made under **Article 7.6**;

“**Pastoral Executive Team**” means a team composed of the Lead Pastor, the Executive Pastor and/or Executive Director of Operations and the Associate Pastors (if any);

“**Proposal**” means the notice a Member gives to the Corporation of any matter the Member proposes to raise at a meeting of Members that was called by the Board;

“**Proxy**” means an authorization by means of which a Member has appointed a proxyholder to attend and act on the Member’s behalf at a meeting of the Members;

“**Proxyholder**” means the person a Member has appointed to attend and act on the Member’s behalf at a meeting of the Members;

“**Requisition**” means both the act of the Membership asking and requiring the Directors to call a meeting of Members for a stated purpose or the document pertaining to that request.

“**Special Business**” means all business transacted at a special meeting of the Members and all business transacted at an annual meeting of the Members, except for the following:

- consideration of the financial statements
- consideration of the audit or review engagement report, if any
- election of Directors
- reappointment of the incumbent auditor

## **ARTICLE 1 - CHURCH NAME AND AFFILIATION**

The Church shall operate under the name “METROPOLITAN BIBLE CHURCH” in continuation of the work established in 1931 by an association of Members under the name “Metropolitan Tabernacle” and continued since 1962 under the name “Metropolitan Bible Church” (which association is referred to herein as “MBC–Association”). The Church shall be a member of the Associated Gospel Churches of Canada.

## **ARTICLE 2 - OUR STATEMENT OF PURPOSE**

Our purpose is to glorify God by fulfilling the mission and vision God has given to His living church through His written word. (Romans 15:4-6; 1 Corinthians 10:31)

Our **Mission** is to glorify God by making disciples of Jesus Christ, together engaging people with the gospel, establishing believers in the gospel and equipping servants of the gospel, in our nation's capital and the nations of the world. (Matthew 28:19-20)

## **ARTICLE 3 - DOCTRINAL STATEMENT**

The following doctrinal statement is not a systematic theology, but is an expression of certain doctrinal positions held by the church and must be interpreted as expressed in and according to the literal meaning of the Word of God.

### **3.1 The Bible**

We believe that the Bible in its entirety (all 66 canonical books) is inspired by God; absolute in its authority, complete in its revelation, final in its content and without error. (*Mark 12:26-36; John 16:12-13; Acts 1:16, 2:4; 1 Corinthians 2:13; 2 Timothy 3:16-17; 2 Peter 1:21*)

### **3.2 Trinity of the Godhead**

We believe that the Godhead eternally exists in three Persons, the Father, the Son and the Holy Spirit, and that these three are one God, having precisely the same nature, attributes and perfections, and are worthy of precisely the same homage, confidence and obedience. (*Genesis 1:26, 3:22, 11:6-8; Isaiah 63:8-10; Matthew 28:19-20; Mark 12:29; John 1:1-4; Acts 5:3-4; 2 Corinthians 13:14; Hebrews 1:1-3; Revelation 1:4-6*)

### **3.3 God the Father**

God is the Creator of all and the sustainer of life, the Father of Jesus Christ, and the Father of all who believe in Christ. (*Malachi 2:10; Matthew 3:17, 4:17; John 1:14, 3:3, 3:16-18; Romans 8:15-17; Revelation 20:11*)

### **3.4 The Lord Jesus Christ**

We believe that Jesus Christ in the flesh was both God and man and was born into this world of a virgin. He lived a sinless life in which He taught and performed many miracles. The entire Bible focuses on Him, His Person and work, His sacrificial death for us, His bodily resurrection, His present intercession, and His coming again. (*Isaiah 7:14; Matthew 1:18-23; Luke 1:35; John 5:39; Acts 17:2-3, 18:28, 26:22-23, 28:23*)

### **3.5 The Holy Spirit**

We believe that the Holy Spirit is a Person, that He is God, and has all the attributes of God. He was sent by the Lord Jesus Christ to reveal Christ to the members of the Church, to indwell believers to enable them to serve Christ, to comfort, instruct, lead and build them up in Christ. He has also been sent to convince sinners of sin, to teach them of Christ's righteousness, and to warn them of coming judgment. (*John 7:38-39, 14:16-17, 15:26, 16:13-15; Acts 1:8, 2:1-4*)

### **3.6 The Creation, Fall and Depravity of the Human Race**

We believe that the human race, originally created by God in His image, is now alienated from and guilty before God through the disobedience of Adam. The consequences of that sin were the infliction of the penalty of death, loss of spiritual life, death in sin and subjection to Satan's power. Being spiritually dead, human nature is totally corrupt, and this depravity has been transmitted to the entire human race, except for Jesus Christ. Every person is in need of regeneration by the Holy Spirit. *(Genesis 1:26, 2:17; Isaiah 64:6; John 5:40, 6:53; Ephesians 2:1-3; 1 Timothy 5:6; 1 John 3:8; Genesis 6:5; Psalm 14:1-3, 51:5; Jeremiah 17:9; John 3:6; Romans 5:12-19)*

### **3.7 Salvation by Grace through Faith**

We believe that salvation is only by grace and received as a gift from God through faith alone in the sacrificial death of Jesus Christ. It is entirely apart from good works, such as baptism, church membership and giving. Salvation includes the forgiveness of sins, the receiving of a new nature, and the guarantee of eternal life. *(Acts 13:39; Romans 5:1; Ephesians 2:8-9; Titus 2:11-14)*

### **3.8 Atonement by the Shed Blood of Christ**

We believe that release from sin and the consequences of sin require a payment, and this payment has been fully accomplished solely by the shed blood of Christ who died in our place for our sin. His sacrifice is acceptable to God and is effective for every sinner who receives Christ as Saviour. *(Leviticus 17:11; Matthew 26:28; John 1:12; Romans 5:6-9; 2 Corinthians 5:21; Galatians 3:13; Ephesians 1:7; 1 Peter 1:18-19, 2:24)*

### **3.9 Regeneration by the Holy Spirit**

We believe that, because of sin, depravity and spiritual death, no one can enter God's Kingdom unless born of the Holy Spirit through faith in Christ. The Holy Spirit is the agent by which the transformation from death to life takes place. *(John 3:5-8; Galatians 6:15; Titus 3:5; James 1:18; 1 Peter 1:23; 1 John 5:1)*

### **3.10 Security in and Assurance of Eternal Life**

We believe that salvation and eternal security are assured to all who are actually born again by the Spirit of God from the very moment in which they trust Christ as their personal Saviour. *(John 5:24, 10:28-29; Romans 8:33-39; 2 Timothy 1:12)*

### **3.11 Biblical Separation**

We believe that Christians are to live the new life in the power of the Holy Spirit, (1) yielding themselves to Christ's Lordship over their lives, and (2) separating themselves from all that would bring reproach upon their Saviour or oppose Him, His work and His revelation. *(Romans 12:1-2, 14:13; 2 Corinthians 6:14-7:1; Galatians 5:19-26; Colossians 3:5-17; 1 Thessalonians 1:9-10; 2 Timothy 3:1-5; Titus 2:11-14; 1 John 2:15-17; 2 John 9-11)*

### **3.12 Sanctification**

We believe that the members of the Body of Christ have been given a unique position through Christ. They have been sanctified (i.e., set apart) to God. This is a permanent position. However, because

believers still retain their sin nature, they are to “grow in grace” - a life-changing process whereby they are being changed by the Holy Spirit through obedience to the Word into mature believers. The time will come when believers will see their Saviour face to face and will be completely like Him. (*John 17:11-19; Romans 15:16; 1 Corinthians 6:11; Galatians 5:16-25; Ephesians 4:22-24, 5:25-27; Hebrews 2:11, 10:10, 13:12; 1 John 1:7-9; Jude 1*)

### **3.13 Baptism with (in) the Holy Spirit**

We believe that when the Holy Spirit came upon the whole body of believers on the day of Pentecost it was the fulfillment of the announcement made by John the Baptist and the promises of Christ to His own during His earthly ministry. At Pentecost the disciples were individually endowed with power to witness concerning Christ, and collectively baptized into one body, which was the formation of the Church, which is His Body. (*Matthew 3:11; Mark 1:8; Luke 3:16, 24:46-49; John 1:33, 14:16-17, 26; 15:26-27, 16:7-15; Acts 1:4, 5, 8; 2:1-4, 37*)

We further believe, since the time the Gospel was received in the house of Cornelius, and the believers received the Holy Spirit without delay, praying, laying on of hands, or any other condition save faith, all who believe in Christ are born of the Spirit, sealed by the Spirit, anointed by the Spirit, indwelt by the Spirit, and by (in) the Holy Spirit baptized into the Body of Christ.

And we also believe that the New Testament distinguishes between being indwelt by the Spirit, which is true of all believers, and being filled with (controlled by) the Spirit, which is the believer's privilege and duty. There is one baptism with (in) the Spirit, and it is into the Body of Christ, but there are many fillings. Pentecost was a one-time historical event. (*John 3:3-6; Acts 2:4, 4:8-31, 10:44, 11:18; Romans 8:9-15; 1 Corinthians 3:16, 6:19-20, 12:12, 23; 2 Corinthians 1:21-22; Galatians 4:6; Ephesians 1:13-14, 4:30, 5:18; 1 John 2:20-27, 5:1*)

### **3.14 Divine Healing of the Body**

Christ died not for the effects of sin, but for sin. We believe that sickness is directly or indirectly the effect of sin. God can and will at times divinely heal the body of those who are ill, but such healing is not certain in the sense that forgiveness and salvation are certain for those who have faith in the Lord Jesus Christ. (*Romans 4:15; 1 Corinthians 15:3; 2 Corinthians 5:21; 1 Peter 2:24, 3:18*)

### **3.15 The Church, the Body of Christ**

We believe that all genuine believers together form the universal church, having been placed into the body by the baptizing work of the Holy Spirit. Each local church is intended to be a visible expression of that body, organized for the fellowship, edification and encouragement of believers and the continuation of Christ's work on earth. (*Romans 12:5; 1 Corinthians 12:12-27; Ephesians 4:3-10; Colossians 2:19*)

### **3.16 The Great Commission**

We believe that all believers are to make the most of every opportunity to communicate their faith in Christ and encourage and disciple other believers through lifestyle, action, and word. (*Matthew 28:19-20; Mark 16:15; Luke 24:46-48; Acts 1:8; 2 Corinthians 5:19*)

### **3.17 The Second Coming of the Lord**

We believe that the coming of the Lord Jesus Christ for His church (the Rapture) is imminent and will precede the tribulation<sup>1</sup>. We believe that the period of the Great Tribulation in the earth will be climaxed by the return of the Lord Jesus Christ to the earth to introduce the millennial age, to bind Satan and place him in the abyss. (*Zechariah 14:4-11; Acts 15:16-17; 1 Thessalonians 1:10, 4:13-18, 5:9; Revelation 3:10, 19:11-16, 20:1-6*)

### **3.18 The Resurrection of the Body**

We believe that Jesus Christ rose bodily from the dead as the Scriptures affirm. We believe also that all believers who die go immediately to be with Christ. When Christ receives the Church to Himself, the bodies of believers who died will be raised as glorified bodies, similar to His resurrected body and will share in His glory. (*Psalms 90:3-4; Isaiah 26:19; Daniel 12:2; John 5:28-29; Romans 1:4, 8:23; 1 Corinthians 15; Revelation 20:5-6*)

### **3.19 The Eternal Blessedness of the Saved and the Eternal Punishment of the Lost**

We believe that reconciliation to God or enmity toward God is fixed eternally at death, and that believers will be forever with the Lord and will become joint heirs with Him in His inheritance. We also believe that those who die still refusing to accept God's gift of salvation in Christ will eventually be resurrected bodily and judged, and are destined to suffer eternal, conscious separation from Christ in the lake of fire, there to remain forever in varying degrees of torment according to their works. (*Daniel 7:22-27, 12:3; Romans 8:17; 1 Thessalonians 4:17; 2 Peter 2:9; Revelation 20:11-15, 21:8, 22:11*)

### **3.20 The Personality of Satan**

We believe that Satan is a person, the father of lies, a murderer from the beginning and the great deceiver of the nations. He was defeated by Christ's death on the cross and will eventually be cast into the bottomless pit for one thousand years followed by eternal punishment in the lake of fire. (*Genesis 3:15; Job 1:6-12; John 8:44; 2 Corinthians 11:13-15; Ephesians 6:12-16; Revelation 20:1-3, 7-10*)

### **3.21 Ordinances**

We believe that the Scriptures teach the practice of observing two ordinances: baptism and the Lord's supper.

We believe that Christ prescribed baptism by water for His believing disciples and that this was the practice of the early church. We also believe that the believer's union with Christ in His death, burial and resurrection is to be signified through the symbolic and public act of baptism. The church observes baptism by immersion. A person should not be baptized unless and until he or she is competent to make a conscious decision to accept Jesus Christ as personal Lord and Saviour. (*Matthew 28:19-20; Acts 2:38, 8:12*)

We believe that our Lord and Saviour clearly directed believers to partake in the Lord's supper as a

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<sup>1</sup> We acknowledge that Bible-believing Christians hold a variety of views on aspects of eschatology. While this article reflects The Met's historical position, we do not require conformity to all its details as a test for membership, so long as there is clear agreement on the biblical expectation of the Lord's personal and imminent return.

memorial of the Lord's death until He comes again, according to His promise and the Father's revealed plan. (*Luke 22:19-20; Corinthians 11:23-28*)

The ordinance of the Lord's supper shall be observed not less than once a month and shall be administered by a Pastor or, in the absence of a Pastor, by any person authorized by the Board.

### **3.22 Marriage and Family**

We resolve that as a matter of belief, doctrine and religious practice, the Church reserves the term "marriage" for the covenant relationship between one man and one woman to the exclusion of all others. (*Genesis 2:22-24; Matthew 19:4-6*)

We believe that it is the privilege of Christian parents to present themselves and their children in dedication to the Lord before the church that they may be made the subject of united and solemn prayer. (*Mark 10:13-16; Luke 18:15, 16*)

### **3.23 Creation**

We believe that the Genesis account of creation is factual, literal and historic. (*Genesis 1-11*)

## **ARTICLE 4 – MEMBER'S COVENANT**

Each person who desires to be a Member of the Church must be willing to be and remain bound by the following covenant: "I agree with the Statement of Purpose, the Doctrinal Statement and the other statements and requirements of the Bylaw of the Metropolitan Bible Church. It is my desire to grow in Christ, together with the other Members of the church, through worship, evangelism, fellowship, discipleship, and service. I further agree to submit to the provisions in the Bylaw of the Metropolitan Bible Church regarding *Membership Discipline*." (*Matthew 18:15-17; Hebrews 13:17; James 5:19-20*)

## **ARTICLE 5 - MEMBERSHIP**

### **5.1 Membership Qualifications**

The Board may, after consultation with all or some of the Pastoral Staff, receive into Membership any person who:

- (a) has accepted the Lord Jesus Christ as Saviour;
- (b) desires to live a consistent Christian life;
- (c) submits a written application for Membership, in a form approved by the Board, in which the person enters into the Member's Covenant;
- (d) has completed a satisfactory interview with at least two Directors, or, at the Board's discretion, one Director and one Deacon; and
- (e) has attained age 18 or, if less than 18 was a Member prior to the effective date.

For the duration of, and by virtue of, his pastoral call with the Church, a Pastor and his wife are deemed to be Members without having to be received into membership in the manner set forth above.

If a Pastor marries after he has been appointed a Pastor at the Church, his wife may be received into membership in the normal manner set forth above. Following his termination as a Pastor at the Church, the membership of the Pastor and his wife will be reviewed by the Board.

*(Galatians 6:2b; Hebrews 13:7, 17; 2 Peter 3:18; 1 John 2:3, 6)*

## **5.2 Membership Responsibility**

It is the responsibility of Members to find their individual places of ministry by recognizing the spiritual gift(s) given to them by God for works of service. The Church's leaders will enable and encourage each Member to develop and use his or her gift(s) within the Church, or as an extension of the Church's ministry in our community and beyond, in order that the Body of Christ may be built up. *(Ephesians 4:11-13)* Members shall attempt to resolve disputes with other Members following the general process outlined in Matthew 18:15-17. If they are unable to do so, they are to inform the Board who can provide assistance. Where a Member fails to take reasonable steps to resolve disputes under the direction of the Board, the Member may be subject to Church discipline under **Article 5.4**.

## **5.3 Membership Review**

- (a) The Board shall review and update the membership register at least annually. Where possible, Members will be contacted annually in writing and be given the opportunity to remain a Member or request the termination of his or her Membership.
- (b) The Board may remove from the membership register those Members who:
  - (i) demonstrate a disregard for the Member's Covenant stated in **Article 4** and fail to respond to encouragement, pastoral counsel, and church discipline provided by the Board for the purpose of restoration;
  - (ii) have entered into Membership in another church; or
  - (iii) have ceased regular attendance at the Church's Sunday services for reasons other than absences on the mission field, temporary absences (for work, school, vacation, etc.), illness, injury or infirmity.
- (c) The Board shall remove from Membership any person who delivers to the Board a written request to be so removed, unless such person is under church discipline, in which case, at the discretion of the Board, the Membership may not be terminated until the disciplinary process outlined in **Article 5.4** is complete.
- (d) Persons removed from the membership register may be restored to Membership by the Board.
- (e) Membership shall automatically lapse on death.

#### 5.4 Church Discipline

Christ, as the Head of the Church, requires church leadership to encourage an obedient response to God's Word, and to seek the loving restoration of a Member who has wandered in faith and conduct (1 Corinthians 5, 6; 2 Corinthians 2:5-11). Church discipline will normally follow the pattern set out in Matthew 18:15-17 and Galatians 6:1, and where necessary, culminate in a process containing the following elements:

- (a) Any allegation giving rise to possible disciplinary action of a Member shall first be set out in writing to the Board.
- (b) The Member in question shall be informed of the allegations in a timely manner.
- (c) A hearing will be arranged by the Board with at least 5 days' notice given for the Member to appear, to hear evidence presented, to present evidence, and to speak on his/her behalf or through a representative of his/her choosing.
- (d) The Member in question will be advised of the decision and any recommendations arising from the hearing.
- (e) Any public statement will be approved by the Board and will be made at a meeting of Members only. The Board will attempt to not unduly embarrass or prejudice any of the parties involved by the unnecessary dissemination of information.
- (f) Subject to **Article 5.4(e)**, the information divulged in confidence by the Member being disciplined will be kept confidential by those persons participating in the disciplinary proceedings.
- (g) It is important that the restoration ministry involved in church discipline, once begun, can be completed. To prevent the expedient resignation by a Member who attempts to avoid church discipline procedures, a request to withdraw from Membership will not take effect until the disciplinary proceedings are finished, unless otherwise agreed to by the Board. At any point in the disciplinary process, the Board may temporarily suspend voting privileges of the Member in question.

#### 5.5 Membership Register

- (a) The Church will maintain a membership register, listing the names and addresses of all Members in good standing.

### ARTICLE 6 - QUALIFICATIONS FOR LEADERS

#### 6.1 Definition of "Leaders"

For the purposes of this Bylaw, the term "Leaders" means Pastors, Directors, Deacons, and the incumbents of those positions the Board deems from time to time to be leadership positions with responsibilities for oversight of a program or ministry of the Church.

## 6.2 Expectations of Leaders

All Leaders shall be Members, and are therefore subject to the requirements of Members stated in **Article 5**. In addition, the following expectations attach to the leadership office:

- (a) Leaders are expected to continually strive for excellence and to demonstrate the fruits of the Spirit in the programs and ministries for which they have responsibility. (*1 Timothy 4:12-16*)
- (b) Leaders are expected to attend diligently to the duties of office, working in harmony with others and under the direction of the Board. (*1 Corinthians 1:10, Philippians 1:27*)
- (c) Leaders are expected to demonstrate a personal concern for and interest in those to whom their programs are intended to minister. (*Hebrews 13:7, 17*)
- (d) Leaders are expected to conduct themselves in such a way as to be an example to those they lead and influence, and to curtail their liberty and rights so as not to be a stumbling block to those who are weaker in the faith. (*1 Corinthians 8:7-13*)

Any Leader who departs from the above principles shall forfeit the right to hold office.

## ARTICLE 7 - CHURCH ORGANIZATION

### 7.1 Governance

Subject to the terms of this Bylaw and applicable law, the government of the Church is vested in its Membership, and is executed through the Board.

### 7.2 The Board

- (a) The Board shall be made up of the nine Directors elected and/or appointed in accordance with this **Article 7.2**. The Directors shall be the Directors of the Corporation for the purposes of applicable statutory and common law.
- (b) Unless otherwise determined, Board Invitees shall be invited to attend at, participate at, but not vote at meetings of the Board. If the Board decides to hold a meeting and not to invite all or any of the Board Invitees to that meeting, the Board Invitee(s) who are not invited shall be given advance notice of the date of the meeting and, at the Board's discretion, the reason(s) why an invitation to such Board Invitee(s) is not being extended for that meeting.
- (c) The Board shall discharge its responsibilities as defined by this Bylaw and by all applicable laws. Directors and Board Invitees are expected to attend all meetings of the Board and to diligently prepare for and attend to the business thereof, provided that these obligations regarding attendance and, preparation and attendance, do not apply to Board Invitee(s) in respect of any meetings of the Board to which such Board Invitee(s) have not been invited pursuant to **Article 7.2(b)**.

- (d) Unless otherwise stipulated in this Bylaw or in any applicable statute:
  - (i) a quorum of the Board shall consist of a majority of the Directors; and
  - (ii) any decision made by or on behalf of the Board shall be determined on the basis of a simple majority of the Directors voting in respect of such decision.
- (e) The Board shall have authority to appoint individuals or committees for the transaction of its business.
- (f) The Board shall have the authority to call meetings of Members for the purpose of recommending any acts requiring a vote of the Membership, or for the purpose of receiving advice or instruction from the Membership.
- (g) The Board may, from time to time, appoint one or two of the Pastors to the position of “Associate Pastor”, to assist the Lead Pastor and Executive Pastor in providing general oversight of the spiritual life of the Church. Any such appointment may be revoked by the Board at its discretion.
- (h) The Board may, from time to time, establish an Executive Committee composed of the Lead Pastor, Executive Pastor, Executive Director of Operations, the Chairman, the Vice- Chairman, the Treasurer, the Secretary, and any other persons as the Board deems appropriate from time to time. The duties of the Executive Committee shall be as delegated by the Board from time to time, provided that such delegation may not empower the Executive Committee to make any decisions that are expressly required by this Bylaw or by law to be made by the Board. In addition, the Executive Committee shall assist the Chairman in setting the agenda for Board meetings.
- (i) To be qualified to run for election as a Director, accept an appointment as a Director or Officer, or to act or to continue to act as a Director or Officer, the candidate or incumbent must:
  - (i) be a male who has attained age 18;
  - (ii) be a Member of the Church for at least one full year immediately prior to becoming a Director and remain a Member of the Church at all times while he is a Director;
  - (iii) pass a police Vulnerable Sector Check and meet all other requirements of the Corporation’s Plan to Protect Policy before accepting an appointment as a Director or Officer;
  - (iv) meet the Biblical standards of 1 Timothy 3:1-13, Titus 1:6-9, and 1 Peter 5:1-4;
  - (v) be striving, at all times, to fulfill the expectations of Leaders set forth in **Article 6.2**;
  - (vi) meet any guidelines for Directors that are established from time to time by the Board;
  - (vii) not be the husband, brother, father or son of a person employed by the Church;

- (viii) not be a partner of any partnership or a shareholder of any private corporation that directly or indirectly receives a material financial benefit (excluding the reimbursement of actual expenses) of any kind from the Church; and
- (ix) not be the husband, brother, father or son of a person who is:
  - (aa) a partner of any partnership, or
  - (bb) a shareholder of any private corporation,that directly or indirectly receives a material financial benefit (excluding the reimbursement of actual expenses) of any kind from the Church.
- (j) Directors shall be elected in accordance with **Article 7.2(k)** after having been nominated in the following manner:
  - (i) During the month of December, a Nominating Committee shall be selected by the Board consisting of one Director (who will not be standing for re-election at the next Annual Meeting), the Lead Pastor, or at the Lead Pastor's discretion, the Executive Pastor or an Associate Pastor, and three Members of the Church who are not then Directors (and who will not be standing for election at the next Annual Meeting). The Board shall select one member of the Nominating Committee to act as its Chairperson.
  - (ii) As soon as the Nominating Committee is struck it shall provide notice of upcoming elections. It shall solicit candidates from the congregation. Both Members and adherents are eligible to submit names of candidates to Nominating Committee. The members of the Nominating Committee shall also identify candidates. The deadline for submitting the names of candidates to the Nominating Committee is February 28. The Nominating Committee shall not consider new candidates whose names were submitted after February 28.
  - (iv) The Nominating Committee shall consider candidates in accordance with **Articles 6 and 7.2**. The Corporation shall publish all requirements to be qualified to be a Director that the Nominating Committee uses to determine if a candidate is qualified to stand as a nominee. The Nominating Committee shall prepare a list of suitably qualified nominees. A man is not qualified for election if he would be precluded from completing a full term (by reason that the completion of such term would result his having served for more than 6 consecutive years on the Board).
  - (v) The Nominating Committee shall prepare a document that contains photos and short biographies of each nominee. The Board shall publish and make available the document concurrently with or before giving notice of the Annual Meeting. The list of nominees shall be posted in three conspicuous places inside the Church's principal building for at least 22 days immediately preceding the Annual Meeting.

- (k) The election of Directors shall take place at each Annual Meeting in accordance with one of the following procedures:
  - (i) If the number of nominees for the Board is less than or equal to the number of vacancies on the Board, the Members present at the Annual Meeting shall be given a “ratification ballot” which gives the Member the opportunity to approve/ratify or disapprove each nominee. Nominees who are ratified by two-thirds or more of those Members who cast ratification votes shall be deemed to be elected as Directors.
  - (ii) If the number of nominees for the Board is more than the number of vacancies on the Board, the Members present at the Annual Meeting shall be given a “voting ballot” which will give the Member the opportunity to vote for that number of nominees that is equal to the number of vacancies on the Board. Those nominees (equal in number to the number of vacancies on the Board) receiving the most votes shall be elected to the Board.
- (l) The normal term of office for Directors shall be for a duration of three years; however, if a vacancy occurs on the Board because a previously elected Director did not complete his full term, then his vacancy shall be filled by a Director who shall serve a term equal to the duration of his uncompleted term (be that one or two years). If the vacancies on the Board are for terms of differing durations:
  - (i) any successful candidate who cannot fill a 3 year term (because that would result in his being a Director for more than 6 consecutive years) shall be permitted to fill a term of lesser duration that will not result in his being a Director for more than 6 consecutive years; and then
  - (ii) the remaining successful candidates may agree amongst themselves who will fill which terms, provided that if no agreement is attained then such candidates will choose which terms to fill based upon the number of “ratification ballots” or “voting ballots” cast for them (with the candidate receiving the most ballots cast for him choosing first, the candidate receiving the second most ballots cast for him choosing second, and so on).
- (m) A Director shall not serve for more than two consecutive terms. A former Director is eligible for re-election after one year of absence from the Board.
- (n) Should a vacancy occur on the Board (because not enough men were elected to fill vacancies at the most recent Annual Meeting or because an elected Director shall be unable to complete his term), the remaining Directors may appoint a man to fill such vacancy until the next Annual Meeting, at which time a successor shall be elected for the remainder of the unexpired term of the vacant position. Such election shall be conducted in the manner prescribed in **Article 7.2(j)**.
- (o) A Director may relinquish his office by delivering a written resignation to the Chairman or Secretary.
- (p) A Director’s service may be terminated for cause at any time by two-thirds vote of the Membership present after a fair and impartial review conducted under the supervision of the Board, at a meeting called in accordance with **Article 8.3** or **8.4**.

- (q) A Director shall be deemed to have vacated his office: (i) upon death; (ii) if he is found to be mentally incompetent; (iii) upon becoming bankrupt; (iv) upon ceasing to be a Member; or (v) if he becomes disqualified from continuing in office in accordance with **Article 7.2(i)(vi)**, **Article 7.2(i)(vii)** or **Article 7.2(i)(viii)**.

### **7.3 Functions of the Board**

- (a) The Board shall be the governing board of the Church, and by way of delegation of authority and responsibility, together with appropriate safeguards, through the Lead Pastor and Executive Pastor and/or Executive Director of Operations, supervise and direct the ministries and activities of the Church.
- (b) The Board is responsible for developing, approving and implementing strategic plans, initiatives, and the overall direction for the Church.
- (c) The Board is responsible for the effective stewardship of human and financial resources of the Church, including the hiring, deployment, evaluation, and discipline of the most senior leadership positions in the Church, and the growth, stability and management of the financial resources in keeping with best management practices and applicable legislation.
- (d) The Board is responsible for the overall health of the church, in terms of doctrine, unity, and spiritual vitality of the Church.

### **7.4 Officers**

- (a) The Board shall appoint from its members the Chairman, the Vice-Chairman, and the Secretary, and appoint the Treasurer (who need not be a Director), all of whom are collectively referred to as the “Officers” of the Corporation. For the purposes of applicable laws governing corporations, the Chairman shall be the president of the Church.
- (b) The Chairman shall, when present, preside as Chairman at all meetings of the Board, and all meetings of Members. During the temporary absence or illness of the Chairman, his duties may be exercised by the Vice-Chairman. During the temporary absence or illness of the Chairman and the Vice-Chairman, the duties of the Chairman may be exercised by a Director appointed for that purpose. The Chairman (or his designated replacement from time to time) presides as the “manager” of the Board’s activities, ensuring that the Board follow its own rules, the Bylaws of the Church, and applicable laws. Except where required by law in his capacity as President of the Corporation or as specifically permitted by the Board, the Chairman is not empowered to make decisions on behalf of the Board.
- (c) The Vice-Chairman shall perform the duties of the Chairman during the temporary absence or illness of the Chairman.

- (d) The Secretary shall keep an accurate record of all meetings of Members and shall submit these records for the approval of the Membership. The Secretary shall keep an accurate record of all Board meetings and shall submit these records for the approval of the Board. The Secretary shall be responsible for keeping the Membership register. The Secretary shall have custody of the Church seal, and shall carry on and maintain a complete record of all correspondence and such other records as may pertain to the office. The Secretary shall also have in custody any other papers, records or other documents as directed by the Membership or the Board. The Secretary shall act as the Secretary of Metropolitan Bible Church Property Corporation.
- (e) The Treasurer shall be responsible for the custody, receipts and disbursements of the funds of the Church, the keeping of accounts and the preparation of financial statements and shall perform such other duties as the Board may direct, ensuring that:
  - (i) All monies contributed to the Church are deposited on a regular basis in the financial institutions designated by the Board.
  - (ii) Records (as required by law) are maintained showing from what sources monies have been received and for what purposes monies have been disbursed.
  - (iii) A monthly financial report is rendered to the Board.
  - (iv) Financial statements for the fiscal year of the Church are presented at the Annual Meeting.
  - (v) There is an annual audit.
  - (vi) An Annual Budget is prepared, submitted and explained to the Membership at a meeting of Members called in whole or in part for such purpose.

The Treasurer shall act as the Treasurer of Metropolitan Bible Church Property Corporation.

#### **7.5 Elders**

All Directors and Pastors and the Executive Director of Operations are deemed to be elders of the Church.

#### **7.6 Pastors**

- (a) Pastors shall meet the Biblical qualifications of 1 Timothy 3:1-7 and Titus 1:6-9.
- (b) A Lead Pastor and an Executive Pastor may be invited to serve at the Church on the recommendation of the Board and by a two-thirds vote of the Members present at a meeting of Members called by the Board. Pastors, other than the Lead Pastor and the Executive Pastor, are appointed by the Board which will notify the Membership of its intention to appoint such pastors in a timely manner.
- (c) The Lead Pastor shall provide leadership to the Pastoral Executive Team.

- (d) If at any time the Lead Pastor's or Executive Pastor's personal belief, preaching or teaching is not in full accord with the Doctrinal Statement stated in this Bylaw or he has demonstrated moral or ethical failure, or his performance in his position has been unsatisfactory in the opinion of the Board, his services shall be terminated for cause by an affirmative two-thirds vote of the Members present at a meeting of Members called by the Board. Pastors other than the Lead Pastor and Executive Pastor may be terminated by the Board at its discretion. If any Pastor's services are so terminated, he shall be given such notice or pay-in-lieu of notice as may then be required under applicable employment standards legislation or such greater amount as the Board may determine.
- (e) Pastors will be allowed to arrange for, officiate at or take part in the solemnization or celebration of a marriage only when the proposed marriage conforms to the Church's statement(s) on marriage.

#### **7.7 Deacons**

- (a) Upon the recommendation of the Lead Pastor or his delegate, the Board may appoint one or more Deacons for the Church. The term of office shall be one year, subject to re-appointment. The appointment of Deacons is intended to assist Elders in fulfilling some of their responsibilities to minister to the needs of the congregation, and they may be called upon by the Board for counsel or advice. A man or woman is qualified for such appointment if he or she
  - (i) is a Member;
  - (ii) meets the standards of Article 6, Qualification for Leaders; and
  - (iii) meets the Biblical standards of 1 Timothy 3:8-13.
- (b) At the request of a Pastor, a Deacon may be asked to assist individuals in the Church by providing biblical counsel, guidance, correction and encouragement.
- (c) At the request of the Board, a Deacon may be asked to assist in interviewing applicants for Membership.
- (d) Upon his or her own initiative, or at the request of a Pastor, a Deacon may: (i) offer personal encouragement to ministry leaders; (ii) visit the sick or shut in; and (iii) recommend assistance to the needy.
- (e) The Board shall appoint one person to act as Head Deacon. The Head Deacon shall appoint a committee, comprised of such other Deacons as the Head Deacon may from time to time appoint, to act as the Benevolence Committee. The Benevolence Committee shall be responsible for the administration of the Benevolence Fund of the Church.
- (f) Deacons shall have no role in the governance of the Church, but may be called upon by the Board or a Pastor for counsel and advice.
- (g) The Lead Pastor or his delegate shall report to the Board on a regular basis regarding the ministry of the Deacons.

## ARTICLE 8 – MEETINGS OF MEMBERS

### 8.1 Fiscal Year-end

The fiscal year of the Church shall end on December 31.

### 8.2 Annual Meeting

An Annual Meeting of Members shall be held every year by not later than the last day of May. At the Annual Meeting, the Board shall present to the Membership the minutes of the preceding meetings of Members (from and including the minutes of the most recent Annual Meeting), an Annual Report which includes the Church's audited financial statements, and shall transact such other business as may be required.

**Commented [ES1]:** This section should have been deleted. It was replaced by a statement in 8.3.

### 8.3 Calling of Meetings

Any regular or called meeting of Members may be constituted as a meeting for the transaction of business providing notice of such meeting is given in accordance with the bylaws. The Corporation shall give notice of the time and place of a Meeting of the Members to each Member and the auditor of the Corporation or the person appointed to conduct a review engagement of the Corporation. The Corporation shall give notice not less than 10 days and not more than 50 days before the meeting.

For Annual General Meetings (Article 8.2), meetings to call a pastor (Article 7.6), and meetings to amend the Bylaws (Article 10), the Corporation shall give not less than 21 days' notice.

Notice of a Meeting of the Members at which special business is to be transacted must

- (a) state the nature of the that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and
- (b) state the text of any special resolution to be submitted to the meeting.

### 8.4 Meetings Called by Members

If after a thorough and complete documented discussion with the Board of Directors, an unresolved issue remains, the Members of the Corporation who hold at least 5 per cent of votes that may be cast at a meeting of the Members sought to be held may requisition the Directors to call the meeting for the purposes stated in the requisition.

The requisition, which may consist of several documents of similar form each signed by one or more Members, must state the business to be transacted at the meeting and must be sent to each Director and to the registered office of the Corporation.

On receiving a requisition, the Directors shall call a meeting of the Members to transact the business stated in the requisition, unless

- a record date has been fixed for updating the membership register under Article 5.5;
- the Directors have called a meeting of the Members and have given notice of the meeting under Articles 8.2 or 8.3; or
- the business of the meeting as stated in the requisition includes matter described in Article 8.9 (c) i-vi.

If the Directors do not call a meeting within 21 days after receiving the requisition, any Member who signed the requisition may call the meeting. The meeting called under this section shall be called as nearly as possible in the manner in which meetings are to be called under the Bylaw.

#### **8.5 Voting**

Unless otherwise required under this Bylaw, a majority vote of the voting Members present in person or by proxy at any called meeting of Members shall be required to render final decisions on any matter under consideration. A Member may demand a ballot before any vote. The Corporation may provide for voting by mail, by other paper-based absentee ballot, or electronic means, in addition to or instead of voting by proxy.

**Commented [ES2]:** I think this was included in error. It contradicts 8.8.

#### **8.6 Rules of Order**

Any questions of procedure at meetings of the Directors or Members not covered by this Bylaw or the Corporation's Rules of Order, adopted in September 2016, shall be decided by the Chairman of such meeting.

#### **8.7 Quorum**

Any meeting of the Members called under Article 8 shall have quorum. The quorum for a meeting of the Members is 35% of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of a meeting of the Members, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

#### **8.8 Proxies**

Every Member entitled to vote at a meeting of the Members may by means of a proxy appoint a proxyholder as the Member's nominee. The proxyholder shall be a Member of the Corporation and shall attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. One proxyholder may hold up to a maximum of two proxies at any meeting of Members.

A person who is appointed a proxyholder shall attend in person, the meeting in respect of which the proxy is given and shall comply with the directions of the Member who appointed the person.

A proxyholder has the same rights as the Member who appointed him or her to speak at a meeting of the Members in respect of any matter, to vote by way of ballot at the meeting and, except where a proxyholder has conflicting instructions from more than one Member, to vote at the meeting in respect of any matter by way of a show of hands. However, a proxyholder may still vote by a show of hands if all of the following are true:

1. If a ballot is conducted, the total number of votes of Members represented at the meeting by proxy that are required to be voted against a matter or group of matters to be decided at the meeting is less than 5 per cent of all the votes that might be cast at the meeting on such ballot.
2. The chair of a meeting of the Members declares to the meeting that, to the best of the Chair's belief, the above, item 1 of this list, is the case.
3. No Member or proxyholder demands a ballot.

The Corporation shall make available a form of proxy to each Member who is entitled to receive notice of the meeting concurrently with or before giving notice of the meeting.

A proxy must be signed by the Member.

The Directors shall fix a time not exceeding 72 hours, excluding Saturdays and holidays, before any meeting or continuance of an adjourned meeting of the Members before which time proxies to be used at that meeting must be deposited with the Corporation or an agent of the Corporation. This fixed period of time for depositing proxies shall be specified in the notice calling the meeting.

A Member may revoke a proxy by signing a revocation and by depositing it in one of these two ways:

1. The revocation must be received at the office of the Metropolitan Bible Church at any time up to and including the last business day before the day of the meeting or, if the meeting is adjourned, of the continued meeting, at which the proxy is to be used; or
2. The revocation must be received by the Chair of the meeting on the day of the meeting or, if it is adjourned, of the continued meeting.

#### **8.9 Member's Right to Submit and Discuss Proposals**

- (a) In addition to informal discussion, the Board of Directors encourages dialogue and welcomes ideas that strengthen the Corporation and further its objects. The Board invites Members to contact the Directors with constructive ideas and concerns. The Board shall handle and consider suggestions, recommendations and grievances upon the part of any Member or organization within or affiliated with the Metropolitan Bible Church. The issue will be discussed at a Directors meeting and will be properly documented. Beyond this dialogue, a formal process to submit and discuss proposals is also available to Members in exceptional cases where the issue has been taken to the Board for discussion at a Director's meeting, but the Member remains dissatisfied with the Board's response. A Member entitled to vote at an Annual Meeting of the Members may
  - give the corporation notice of any matter that the Member proposes to raise at the meeting, referred to as a "proposal"; and
  - discuss at the meeting any matter that is included on the meeting agenda.
- (b) The Corporation shall include the proposal in the notice of meeting required under Article 8.3 and shall add it to the business of the meeting of Members. Upon the request of the Member who submits a proposal, the Corporation shall include in the notice of meeting the proposal and the Member's statement in support of the Member's proposal and the name and address of the Member. The statement and the proposal must together not exceed 1000 words. The Member who submitted the proposal shall pay any cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented, unless an ordinary resolution of the Members present at the meeting provides otherwise.
- (c) The Corporation is not required to comply with subsection (b) if
  - (i) the proposal is not submitted to the Corporation at least 60 days before the date of the meeting;
  - (ii) it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, Officers, Members or debt obligation holders;

- (iii) it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Corporation;
- (iv) not more than two years before the receipt of the proposal, the Member failed to present in person or by proxy, at a meeting of the Members, a proposal that had been included in a notice of meeting at the Member's request;
- (v) substantially the same proposal was submitted to Members in a notice of a meeting or the Members held not more than two years before the receipt of the proposal and the proposal was defeated; or
- (vi) the rights conferred by this section are being abused to secure publicity.

## **ARTICLE 9 – CORPORATE MATTERS**

### **9.1 Head Office**

The head office of the Corporation shall be located at the City of Ottawa, in the Province of Ontario.

### **9.2 Corporate Seal**

The seal of the Corporation shall be in the form impressed at the bottom of the last page of the original copy of this Bylaw.

### **9.3 Execution of Instruments**

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. The Board may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereto.

### **9.4 Borrowing Power**

Subject to the *Corporations Act* (of Ontario) and upon an affirmative two-thirds vote of Members present at a meeting of Members called by the Board, the Corporation may:

- (a) borrow money on the credit of the Corporation;
- (b) issue or pledge debt obligations (including notes or other like liabilities whether secured or unsecured) of the Corporation; and
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

Notwithstanding the above, the Corporation may do any of the foregoing without the approval of Members if the lender is Metropolitan Bible Church Property Corporation.

## **9.5 Limitation of Liability**

No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or Employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own willful neglect or default.

## **9.6 Indemnity**

Every Director and Officer of the Corporation and his heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such Director or Officer for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Director or Officer in or about the execution of the duties of such Director's or Officer's office; and
- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Corporation;

except such costs, charges or expenses as are occasioned by such Director's or Officer's own willful neglect or default.

## **9.7 Auditors**

One or more auditors shall be appointed at each Annual Meeting. The auditors when appointed shall hold office until the next annual meeting after being appointed, or until their successors are appointed, unless previously removed by resolution of the Members at a meeting of the Members or by resolution of the Board. If the remuneration of the auditor or auditors is not fixed by the Members at the most recent Annual Meeting then the remuneration of the auditor or auditors shall be fixed by the Board. A Director or a person who is a partner or employee of a Director is not qualified for appointment as auditor.

The auditors shall be supplied with a copy of the financial statements of the Corporation and it shall be their duty to examine the same together with all accounts and documents relating thereto. The auditors shall have a list delivered to them of all books kept by the Corporation and shall have access to the books and accounts of the Corporation at all reasonable times.

The auditors shall make an annual report to the Members upon the financial statements and shall state in their report whether in their opinion the financial statements present fairly the financial position of the Corporation and the results of its operations for the period under review in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding period.

**9.8 Use of Church Facilities**

The Board or its delegate may, in their sole discretion, determine: (i) whether or not the Church's facilities may be used or rented by any individual(s), group(s) or organization(s), and (ii) any restrictions on the purposes for which the Church's facilities may be used. The Board or its delegate each also reserve the right to choose not to rent the Church's facilities to, or allow their use by, any individual(s), groups(s), or organization(s) who are deemed by the Board or its delegate, in their sole discretion, to hold beliefs or maintain practices that are inconsistent with or contrary to the Church's Statement of Purpose, Mission, Vision, or Doctrinal Statement (as set forth in **Article 3**).

**ARTICLE 10 - AMENDMENTS TO THE BYLAW**

This Bylaw may be amended by a two-thirds vote of the voting Members present in person or by proxy at any properly called meeting of Members.

This Bylaw was initially approved by a resolution of the Members made January 19, 1999, and was subsequently amended by resolutions of the Members made November 24, 2004, and October 27, 2013. This Bylaw, as amended, is in force and effect as of October 28, 2018.

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Robert Shaver, Chairman

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Morris Repeta, Secretary