

**FOUNTAINGATE CHRISTIAN ASSEMBLY  
MEMBERS HANDBOOK**

**III.**

**BY LAWS**

**OF**

**FOUNTAINGATE CHRISTIAN ASSEMBLY**

# FOUNTAINGATE CHRISTIAN ASSEMBLY MEMBERSHIP HANDBOOK

## III. FOUNTAINGATE CHRISTIAN ASSEMBLY GENERAL OPERATING BYLAWS

### PREAMBLE

**Whereas,** God has in these last days instituted His Church and founded it once for all upon Jesus Christ (I Corinthians 3:11; Matthew 16:18; Ephesians 2:20, 21); "*..And built it upon the foundation of the apostles and prophets, Jesus Christ Himself being the chief corner stone.*" (Ephesians 2:20) for the purpose of propagating the Gospel and to work the work of God on earth (John 14:12); and

**Whereas,** we as a local church (body) of saved or born again believers have been called out from the world of sin by our Lord and Saviour, Jesus Christ through the Holy Spirit to constitute a local church. Each member being set in the body as it pleases God (I Corinthians 12:18). To be fully set in order and function according to the New Testament church pattern with its administration of officers and members ministering by the Holy Spirit according to God's Word (Romans 12:4-8); and

**Whereas,** the local church wishes always to remain in full harmony with the New Testament teaching of Jesus Christ and the apostles, we adopt the Holy Bible as our by-laws thereby being governed by the head of the church which is Jesus Christ (Ephesians 5:23); and

**Whereas,** the local church has adopted certain usages of practices as revealed in the New Testament we set down the following general operating bylaws to govern its members.

# Article One - Definitions, Fundamental Terms and Interpretations, Rules of Procedure

## 1. DEFINITIONS

1.01 In this By-Law and all other By-laws and Resolutions of the Corporation unless the context otherwise requires, the following definitions shall apply:

- (a) "**Act**" means the Business Corporations Act (Ontario), R.S.O. 1990c.B.16 as amended from time to time and any statute enacted in the substitution thereof, and in the case of such substitution, any references in the By-law of the Corporation to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
- (b) "**By-law**" or "**By-laws**" means any By-law of the Corporation from time to time in force and effect, including the General Operating By-law;
- (c) "**Church**" means the legal entity incorporated as a Church without share capital under the Act by Letters Patent dated the 7<sup>th</sup> day of March 2011, and named Fountaingate Christian Assembly, through which its Members may fellowship together;
- (d) "**Church Constitution**" or "**Constitution**" means the Letters Patent (including the Objects), the General Operating By-law (including the Statement of Faith), all other By-laws and all Policy Statements adopted by the Church from time to time;
- (e) "**Corporation**" means the Church as defined herein;
- (f) "**Board of Directors**" means the Board of Directors of the Corporation pursuant to the Act, which function shall be fulfilled by the Elders and Board Members per Article Five;
- (g) "**Eldership Committee**" means a standing committee of the Board of Directors consisting of the Staff Elders and Volunteer Elders as per Article Five, Section 18.02 that will be responsible for the spiritual leadership of the Church;
- (h) "**Staff Elders**" means the employed and paid Pastoral Staff appointed to the Eldership Committee pursuant to Article Five Section 29.01;
- (i) "**Volunteer Elders**" means non-paid members of the Board of Directors appointed to the Eldership Committee pursuant to Article Five Section 29.01;

(j) "**Ministry Leaders**" means those individuals appointed as volunteer leaders who oversee the variety of ministries of the church (i.e. - Christian Education, Men's, Women's, Youth) in accordance with the provisions of Article Five Section 32;

(k) "**General Operating By-law**" means this By-law, any amendments thereto, and any other By-laws of the Church intended to amend or replace the General Operating By-law herein;

(l) "**Letters Patent**" means the Letters Patent incorporating the Church, as from time to time amended or supplemented by Supplementary Letters Patent;

(m) "**Membership Meeting**" means any Annual, Information or Special Meeting of the Members;

(n) "**Membership**" means an active Member of the Church as defined in Article Four (9.01a);

(o) "**Junior Member**" means a nonvoting member of the Church under the age of 18 as defined in Article Four (9.01d);

(p) "**Objects**" means the charitable Objects of the Corporation as contained in the Letters Patent and defined in Article One (2.01);

(q) "**Policy Statements**" means any Policy Statements adopted by the Membership as part of the Church Constitution from time to time;

(r) "**Resolution**" means a written motion passed by either the Board of Directors or Membership by those voting who are present, unless the Act or this By-law otherwise requires;

(s) "**Statement of Faith**" means the Statement of Faith of the Church set out in the General Operating By-Law or as may otherwise be amended from time to time;

(t) "**Adherent**" means a person who regularly attends the Church and participates in programs of the Church but who has not become an Active Member.

(u) "**Estoppel**" means a rule of law that when person A, by act or words, gives person B reason to believe a certain set of facts upon which person B takes action, person A cannot later, to his (or her) benefit, deny those facts or say that his (or her) earlier act was improper.

(v) "**Tortious**" Generally refers to private (as opposed to public) and civil (as opposed to criminal) offenses for which law may provide monetary compensation to the aggrieved party as a remedy.

## **2. FUNDAMENTAL TERMS**

2.01 Purpose/Objects - This General Operating By-law and any other By-laws of the Corporation shall be strictly interpreted at all times in accordance with and subject to the Objects contained in the Letters Patent of the Corporation, which for purposes of this General Operating By-law are incorporated by reference and made a part hereof. If any of the provisions contained in this General Operating By-law are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

## **3. ORDER**

3.01 In order to expedite the work of the Membership Meetings and to avoid confusion in its deliberations, the Church shall be governed by the accepted rules of parliamentary procedure in keeping with the spirit of Christian love and fellowship under the guidance of the Holy Spirit.

## Article Two - Statement of Faith

### 4. WE BELIEVE:

**The Bible to be the only inspired, infallible, and authoritative Word of God.** (John 16:13; II Timothy 3:15-17; II Peter 1:21; I Thessalonians 2:13)

**That there is one God, eternally existent in three persons, Father, Son and Holy Spirit.** (Deuteronomy 6:4; Isaiah 43:10,11; Matthew 28:19; Luke 3:22; John 14:6)

**In the deity of our Lord Jesus Christ.** (John 1:1,14; 20:28,29; Philippians 2:6-11; Isaiah 9:6; Colossians 2:9)

**His virgin birth,** (Matthew 1:18; Luke 1:34-35; Isaiah 7:14)

**His sinless life,** (II Corinthians 5:21; Hebrews 4:15; 7:26-27; I John 3:5; I Peter 2:22)

**His miracles,** (Matthew 4:23; Luke 6:17-19; John 3:2)

**His vicarious and atoning death through His shed blood,** (Colossians 1:14, 20; Romans 5:8,9; Ephesians 1:7)

**His bodily resurrection,** (I Corinthians 15:3,4; Luke 24:4-7, 36-48; Revelation 1:17,18)

**His ascension to the right hand of the Father,** (Acts 2:23; 5:30,31; I Peter 3:22)

**His personal return in power and in glory.** (Acts 1:11; Philippians 2:9-11; I Thessalonians 1:10; 4:13-18; John 14:1-3)

**That the justification by faith in the atonement of Jesus Christ and regeneration by the Holy Spirit is absolutely essential for the salvation of lost and sinful man.** (Romans 3:24,25; John 3:3-7; Ephesians 2:1-16; Revelation 5:9; Acts 4:12; I Corinthians 6:11; I John 5:11-13)

**The prime agency for the work of God's Kingdom is the Christian local church functioning under the sovereignty of our Lord Jesus Christ. To the church have been entrusted the ordinances of Believer's Baptism and the Lord's Supper.** (Acts 2:41-47; 16:4,5; Matthew 16:18; 28:18-20; Ephesians 1:22-23; I Corinthians 11:23-26)

**In the present ministry of the Holy Spirit which includes: the baptism in the Holy Spirit as a distinct experience from regeneration; His indwelling whereby the Christian is enabled to live a godly life; His supernatural gifting and empowering of the church for its work, life and worship.** (Luke 24:49; Acts 1:4-8; 2:1-4; 10:44-46; I Corinthians 12,14)

**In the return of Jesus Christ, to consummate His Kingdom in the resurrection of both the saved and the lost; those who are saved unto the resurrection of life, and those who are lost unto the resurrection of damnation.** (John 5:28,29; Mark 14:62; II Thessalonians 1:2-10; Revelation 1:5-7; 20:4-5, 11-12)

**In the spiritual unity of believers in our Lord Jesus Christ.** (John 17:11, 21-23; Romans 12:4,5; Ephesians 4:11-16)

## **Article Three – Ownership**

### **5. NAME AND PLACE OF BUSINESS**

5.01 The name by which this local church shall be known is: FOUNTAINGATE CHRISTIAN ASSEMBLY (hereafter known as Fountaingate or the Assembly)

5.02 The principle place of business is located in the city of Cornwall, in the province of Ontario

### **6. PROPERTY**

6.01 No real property of the Assembly shall be sold, leased, mortgaged, or otherwise transferred, without the same having been authorized by at least three quarters majority vote of the active membership present at a regular business meeting, or a special business meeting of the Assembly which has been properly notified and called for the consideration of the proposal.

6.02 Permission is given to the Board of Directors to purchase, sell and /or upgrade equipment as they deem necessary without a duly called membership meeting up to a set limit of \$10,000.00. This does not exclude such items on the agenda.

### **7. GOVERNMENT**

7.01 The government shall be vested in the body of believers who compose the church membership and it shall be amendable to no other ecclesiastical body.

7.02 This church, although an independent body having no organic union with any other religious bodies, recognizes the privilege of the communion, fellowship and cooperation in word and spirit of like-minded churches for the furtherance of the Gospel at home and abroad.

7.03 Fountaingate (as a church) and its Staff Elders (as minister(s)) will be active members of the Fellowship of Christian Assemblies in Canada and agree to function in accordance with its bylaws found in the Fellowship of Christian Assemblies Canada handbook.

## Article Four – Membership

### 8. GENERAL STATEMENT RE: MEMBERSHIP

8.01 Members play a critical role in the life of Fountaingate, and are responsible to actively participate in the life of the Assembly, to use their gifts and abilities as described in Ephesians 2:10 and elsewhere, and to ensure that the legal requirements of the Assembly are fulfilled. By voting at Membership Meetings members will elect a Board of Directors in accordance with Article 5, Section 19, approve the annual budget, decide on major Church strategies, and other important Church business.

### 9. CLASSES OF MEMBERSHIP

9.01 There are four forms of membership, Active Members, Associate Members, Inactive Members and Junior Members as defined herein and collectively referred to as the Membership.

(a) **Active Members** are the normative class of membership, enjoying the full rights and responsibilities including the right to vote in all Membership Meetings and to serve in any leadership role in Fountaingate subject to other given qualifications.

(b) **Associate Members** maintain membership in another church and attend that church during temporary relocation (i.e Bible college training; overseas missions), enjoying the rights and responsibilities of Members but without the right to vote at our Membership Meetings.

(c) **Inactive Members** are those who remain in the area of Fountaingate and are normally able to make it to the services but because of illness or some other legitimate reason are temporarily unable to attend. It also includes anyone who is temporarily suspended from active membership while being offered a redemptive form of discipline.

(d) **Junior Members** are those 16 and 17 years of age. They will be allowed only upon the decision of the Eldership Committee but will not have the right to vote.



## **10. QUALIFICATION FOR MEMBERSHIP**

10.01 An Individual will be accepted as an Active Member or an Associate Member of Fountaingate if the following qualifications are met:

- (a) Is 18 years of age or older
- (b) Evidence of a genuine experience in regeneration of the new birth in the Lord Jesus Christ (John 1:12,13; 1 Peter 1:18-25)
- (c) Evidence of a consistent Christian life and exhibit the highest model of Christian behaviour. (Romans 6:4; 13:13,14; I Corinthians 6:9-20; Ephesians 4:17-32; 5:1,2,15; I John 1:6,7)
- (d) Full subscription to the tenets of faith as set forth in the Constitution. (Acts 4:42; Ephesians 4:13; Jude 3)
- (e) Willingness to support the Assembly with consistent attendance, consistent financial giving including alms giving (benevolence) and other offerings as the need arises. (Hebrews 10:25; Leviticus 27:30; Malachi 3:6-13; I Corinthians 16:1; II Corinthians 9:6-8)
- (f) Has been baptized in water by full immersion. (Matthew 3:5,6,13-16; 28:16-20; Acts 2:37-39; Acts 8: 12,13; Acts 10:46-48; I Peter 2:21)
- (g) Has been interviewed by the Eldership Committee and have had the church's bylaws, policies and procedures explained to them, and agree to the above in writing and acknowledge receiving a copy of the Membership Manual either in paper or electronic format.

## **11. RECEPTION OF MEMBERS**

11.01 Persons desiring to become members of the Assembly shall be regular attendees of the church for six months or have a letter of recommendation from another church. They shall make their desire known to the Senior Pastor who, in consultation with the Eldership Committee, shall examine the applicant according to the standard of membership. Time periods may fluctuate as deemed appropriate by the Eldership Committee.

11.02 The Eldership Committee shall present the names of those who apply for membership to the Board of Directors, for their approval at their next scheduled meeting. The names of those that have been approved for membership shall be made available to the membership for a period of 30 days. If no objections are received by the Eldership Committee within the 30 day period the new members shall be publicly received and their names inscribed on the church roster.

11.03 No member of the Assembly shall have the right to be elected into the Board of Directors within a period of six months from the date they become active members.

11.04 New converts shall show evidence of a genuine new birth before their desire to become members of the Assembly shall be acted upon by the Eldership Committee.

11.05 No person who belongs to any secret organization or who partakes in practices contrary to Christian ethics and church standards, in the light of the Word of God, shall be admitted as a member.

11.06 Personal differences between members shall be settled according to Scripture. (Matthew 5:23,24; 18:15-17)

11.07 Reinstatement of any previously active member is by action of the Eldership Committee.

## **12. PRIVILEGES, RIGHTS AND DUTIES OF MEMBERS**

12.01 Active Members have the following privileges, rights and duties:

(a) All members in good standing may take part in the discussion at all membership meetings.

(b) All Active Members in good standing shall be eligible to vote.

(c) To participate in the programs and activities of Fountaingate.

(e) To serve in key leadership positions open only to Active Members as the opportunity arises and as appointed in accordance with the Assembly's Constitution. Any exception must be approved by the Board of Directors.

(f) To use their spiritual gifts in the life of the body of the Church.

(g) To financially support the ministries of Fountaingate, according to their ability and resources as God provides.

(h) To protect the unity of the Assembly by honouring the Fountaingate leadership and following a biblical model of conflict resolution as expressed in Matthew 18:15-17.

- (i) To faithfully attend and participate in Membership Meetings.
- (j) To vote in person at all members meetings including Annual Meetings, Special Meetings and Information Meetings on issues including but not limited to:
  - (i) Developing strategic plans for future growth and health of the Assembly;
  - (ii) Church Budget, Statements of Income and Disbursements
  - (iii) Election of members to the Board of Directors
  - (iv) Major initiatives of the Assembly, including but not limited to purchase, sale or lease of property, building programs, and the formation of another church.

12.02 Members in good standing are those, who are reasonable attendants at the church services and manifest an interest in its affairs, who support the work of the Assembly by faithful financial contribution as the Lord prospers them, and who in life and conduct follow standards of the Bible and the Assembly.

### **13. TERMINATION OF MEMBERSHIP**

13.01 A Member or Associate Member may remove his or her membership at any time from Fountaingate. Such withdrawal is to be communicated in writing.

13.02 A Member or Associate Member is removed from membership upon death.

13.03 A Member or Associate Member can be removed from membership after a vote in favour of the removal by not less than 75% of the members of the Board of Directors for the following reasons:

- (a) The Member or Associate Member in question has been absent for a period of 2 months and a member of the Eldership Committee has contacted or made reasonable efforts to contact them and they have not responded or returned.

- (b) At the discretion of the Board of Directors on reasonable grounds such as but not limited to behaviour inconsistent with the General Operating Bylaws and Statement of Faith, criminal acts, breach of trust or disruption of Church unity.

13.04 Other significant reasons for termination of membership

- (a) Any member missing three consecutive membership meetings or three out of four, will be put on a temporary inactive membership list and will forfeit his/her privileges and rights as an active member until reinstated.

(b) If any member is absent from services for a two month period or has become a regular attendee of another church, he/she will be put on the inactive membership list and will forfeit his/her privileges and rights as an active member until reinstated or removed from membership

(c) Members may temporarily withdraw from the active membership list for a period of three months or more under special circumstances as deemed acceptable by the Eldership Committee [See 9.01b]. Temporary withdrawal must be by letter and must be deemed acceptable by the Eldership Committee.

(d) Reinstatement of any previous active member is by recommendation of the Eldership Committee and approval by the Board of Directors.

13.05 Membership is not transferable but we can provide a letter of reference.

#### **14. MEMBERSHIP RECORD**

14.01 A record of Active Members of the Church will be kept by such person as designated from time to time by the Board of Directors.

#### **15. DISCIPLINE AND WITHDRAWAL OF MEMBERS**

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

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

15.03 The Board of Directors will adopt a policy dealing with the circumstances giving rise to discipline, the procedure to be followed and the measures which may be imposed.

15.04 Heresy and habits, practices or affiliations unbecoming a Christian and incurring reproach shall be grounds for discipline. Discipline shall be by reproof, suspension from active participation in the leadership of worship and service of the church and, finally, exclusion from membership. It shall be administered in accordance with the redemptive principles laid down in New Testament Scripture. ( Matthew 18:8-17)

- 15.05 Any member who, by their ongoing lifestyle, are indicating a back-slidden condition will be reviewed by the Board of Elders.. If the accusations prove to be valid, this member will be dealt with in a redemptive manner. They will be placed upon the inactive membership list for a period of six months and be requested to receive counsel from one of the elders. They must also step down from all ministry involvement during the six month redemptive period. Failure to abide by these terms will be grounds for discipline.
- 15.06 Members who withdraw from the Assembly should do so by submitting a written request. Disregarding the need for this letter will not limit the decision on the Board of Directors as to any action that needs to be taken.
- 15.07 Members who have been removed from the active membership list have forfeited their privileges and rights as members.
- 15.08 Any members of the Assembly who shall wilfully absent themselves from the regular services for a period of two consecutive months (Hebrews 10:25), or have started attending another church shall be temporarily suspended from active membership pending investigation and final decision by the Board of Directors.

## 16. WAIVER

16.01 Membership in the Church is given upon the strict condition that disciplinary proceedings against a Member shall not give a Member cause for legal action against the Church or its members including but not limited to Elders, Board of Directors, and Ministry Leaders. With the exception of legislative restrictions, Membership in the Church shall constitute conclusive evidence of a waiver by the Member, of all claims, causes or rights of action, demands against the Church and its members with respect to disciplinary proceedings and the results thereof and this provision shall be pleaded as a complete estoppel in event that such an action is commenced in violation hereof.

## 17. MEETINGS

17.01 Members Meetings. There are at least three types of Membership Meetings, specifically the Annual and Membership Meetings, Special Membership Meetings and Information Meetings.

17.02 Notice of Membership Meetings. Any Membership Meetings shall be called by way of public notice at the Church, to be posted and/or published in the Church bulletin/calendar during at least two (2) consecutive Sundays prior to the date of the meeting. The accidental omission to give notice or any irregularity in the notice or non-receipt of any notice by any Member for any Membership Meeting shall not invalidate any decision made at such meeting.

17.03 The annual meeting of Members of the Assembly shall be held in Cornwall, Ontario. The meeting shall be held within 90 days of the year end. This meeting shall deal with the Ministry Leader reports and shall present the annual budget for the coming year along with Statement of Income and Disbursements for the previous year and the appointment or waiver of auditor(s) for the current year. The election of Board of Directors will take place at a Membership Meeting held no later than June 30th of each year.

17.04 The regular Membership meetings shall have authority to conduct any and all business necessary to carry out the function and operations of the Church, within the limits of the powers as stated in the By-Laws.

17.05 Quorum for Members Meetings. At any duly called Membership Meeting, 10% of the active members on the church roster 15 days prior to the meeting, and present shall constitute a quorum. An Active Member who is unable to attend a meeting will be able to appoint another active member as a proxy to vote on their behalf. This proxy holder can only represent one member at a meeting.

17.06 Meeting Chairperson. The elected chairman of the Board of Directors, or in his absence, his delegate, will preside over all the Church Membership Meetings (Acts 15:1-29; 21:17,18). The Chair shall not be entitled to vote unless there is an equality of votes, in which case the Chair shall have the tie-breaking vote or casting ballot.

- 17.07 Voting at Members Meetings. When voting on a motion or resolution at Membership Meetings, each member shall have one (1) vote and a simple majority vote shall determine the question unless otherwise provided for by the Act or elsewhere in the General Operating By-law. Votes shall ordinarily be by the showing of hands, but may be taken by secret ballot if the majority of Membership present so requests.
- 17.08 Adjournment. Any Meeting which has been adjourned can be continued if notice of the time and place of the subsequent meeting is given at the time of the adjournment.
- 17.09 Special Business. Additional Membership Meetings of the Assembly shall be held in Cornwall, on a date agreed to by the Board of Directors or upon the written request of a quorum of the Members of the Assembly. Proper notification will be given at least fifteen days before the date of the meeting by the Senior Pastor or another member of the Board of Directors.
- 17.10 Votes at Membership Meetings On motions or resolutions related to any of the following Special Business matters require a seventy-five (75%) percent vote in favour for such motions or resolutions to be passed, with voting on Special Business by secret ballot unless the majority of Members in attendance approve that a vote be taken by a show of hands. This meeting may include but not be limited to:
- (a) Acquisition, lease or sale of land or buildings owned by the Church;
  - (b) Borrowing money;
  - (c) Incurring capital expenditures in excess of ten (10%) percent of the prior fiscal year's receipts;
  - (d) Amendments to the Church's General Operating Bylaws or Constitution;
  - (e) Election of a new Senior Pastor.

## **Article Five - Leadership Structure**

### **Board of Directors**

#### **18. RESPONSIBILITIES AND ACCOUNTABILITY**

18.01 The Church shall establish a Board of Directors in accordance with the Act that shall have ultimate legal responsibility for the Church, including all strategic plans and financial affairs of the Church, including the preparation of annual budgets and financial statements, maintaining the property and physical facilities of the Church and other matters per the Act and these Bylaws.

18.02 The Board of Directors will establish an Eldership Committee as an ad hoc committee of the Board whose members will be appointed as per Article Five, Section 31. The Eldership Committee will be responsible to provide the spiritual leadership of the Church as outlined in Article Five, Section 28.

#### **19. ELECTIONS**

19.01 The Board of Directors shall be comprised of not less than three Directors and not more than nine Directors elected by the membership. Each Director must be an active member in good standing, bearing the qualifications of Acts 2:38, 6:3; I Timothy 3:8-13; and Titus 1:5-9. A Director must be born again and baptized in water.

19.02 The Directors shall be elected by written ballot at a Membership Meeting held no later than June 30th. These positions will come into effect no later than 60 days after the date of election.

19.03 The Directors shall be elected for a three year term. One third of the currently sitting Directors shall be up for election each year. Directors that have fulfilled their term will be able to stand for re-election if they so desire. For the purposes of these elections, if the number of sitting Directors, divided by three, results in a fractional number, then the number of Directors up for election will be increased to the next whole number. If this occurs the next longest sitting Director would have to stand for re-election if he/she so desires. Upon fulfillment of a current term a sitting Director may immediately stand again for election if he/she so desires.



19.04 The Eldership Committee will constitute the Nominating Committee for the election of Board of Directors. They do not have to fill all nine positions if in their opinion there are not enough suitable or available nominees. They will provide a slate of nominees for election or re-election to the active membership at least 15 days prior to the date of the membership meeting. If a member wishes to add another candidate to the slate, they will have to provide a signed letter from the nominee, with the signatures of two active members, to the Nominating Committee no later than 7 days prior to the membership meeting. Nominations will not be permitted from the floor.

## **20. APPOINTMENT AND DUTIES OF DIRECTORS**

20.01 The Board of Directors shall at their first meeting following the election or re-election of any members to the Board appoint such officers as they deem necessary.

20.02 Chair - The Chair shall call and preside over all meetings of the Board of Directors. He or she shall participate in the discussions of the Board of Directors and shall vote only in the event of an equality of votes.

20.03 Vice-Chair - The Vice-Chair shall fill the position of the Chair when he or she is not able to function in that position.

20.04 Financial Director - The Financial Director shall be responsible for the strategic oversight of all Church financial matters and duties as outlined in Section 21. The task of day-to-day financial accounting may be delegated to an assistant.

20.05 Clerical Director - The Clerical Director shall be responsible for keeping accurate, up to date records of all Church proceedings as outlined in Section 22. He/she will be the custodian of the Seal, Minute Book, and all Church papers and documents. The task of physical record keeping may be delegated to an assistant.

20.06 The Directors will oversee all church ministries and act as a liaison between the Ministry Leaders and the Board. They will also participate in duties concerning the general welfare of the church, distributing to the poor, visiting the sick, distributing the elements at the Lord's Supper, and otherwise maintaining unity and order in the Church.

20.07 The Directors shall manage the business affairs of the church and its real and other physical properties, but have no power to sell, mortgage, lease, transfer or in any way encumber the real property of the Church without the approval of a three-quarters majority vote of the Active Membership present at a special meeting called for that purpose.

20.08 The Board of Directors shall have such powers and duties as the Assembly may permanently or from time to time delegate to it, whether by resolution, usage, or these by-laws in matters pertaining to the spiritual and financial affairs of the Assembly which would not cause undue strain to the Assembly.

- 20.09 The church is open to recognize the ministry of the women of our Church as Directors as stated in Romans 12:1-8; 16:1-2.
- 20.10 In the event the Assembly is temporarily without a Pastor, the Board of Directors shall be empowered to begin a pastoral search and make recommendation to the Membership.
- 20.11 If a vacancy should arise on the Board of Directors for any reason, the Board of Directors in their sole discretion may appoint another person from the active membership to fill that vacancy until such time as the next membership meeting is convened.

## **21. FINANCIAL DIRECTOR**

- 21.01 He/she shall be appointed by the Board of Directors as outlined in Section 20 above. He/she shall serve for a term of three years.
- 21.02 He/she shall have the authority to receive, record and deposit all the revenue of the Church. He/she shall also be empowered to pay bills (i.e. invoices) for the routine expenses without special order. Expenditures other than routine shall be considered during a Board of Directors meetings before being paid.
- 21.03 He/she shall consult the Senior Pastor or the Board of Directors with any questions concerning offerings taken for special occasions.
- 21.04 He/she shall give a written monthly report to the Board of Directors, a quarterly report of finances at the mid year Membership Meeting and a yearly report at the beginning of the year Membership Meeting.

## **22. CLERICAL DIRECTOR**

- 22.01 He/she shall be appointed by the Board of Directors as outlined in Section 20 above. He/she shall serve for a term of three years.
- 22.02 He/she will provide the proper notification of all Board and Membership meetings, as required by these by-laws
- 22.03 It shall be his/her duty to keep a permanent and accurate record of the proceedings of the Board of Directors Meetings and the Membership Meetings of the Church and to maintain such correspondence as may come within his/her jurisdiction. He/she shall give a written account (minutes) of the Board of Directors meetings and the Membership Meetings prior to the one in session along with an agenda and any pertinent information.
- 22.04 The Clerical Director will maintain up-to-date Church records including but not restricted to the list of church members, directors, and officers in the official Church records. He/she will also be responsible for reporting any changes to government agencies as required by statute.

## **23. MEETINGS**

- 23.01 A meeting of the Board of Directors should be held at least quarterly. There, all matters relating to the welfare of the Assembly shall be considered.
- 23.02 Calling of Meetings. Meetings of the Board of Directors shall be held from time to time at such place, time and day as the Chairman or any two Directors may determine. Notice of every meeting so called shall be given in writing not less than forty-eight (48) hours prior to the meeting. No notice of a meeting shall be necessary if all Directors are present or if those absent have waived notice or otherwise consented to the meeting.
- 23.03 Regular Meetings. The Board of Directors may appoint a day or days for regular meetings at a place and hour to be named. A copy of any recorded motion of the Board of Directors fixing the place and time of regular meetings of the Board of Directors shall be sent to each Director immediately after being passed with no other notice being required for any such regular meeting.
- 23.04 Votes to Govern. While an effort is made to achieve unanimity, at all meetings of the Board of Directors, each Director shall have one vote. Every question shall be decided by a simple majority of the votes cast on the question. In case of an equality of votes the Chairman of the meeting shall be entitled to cast a deciding vote.
- 23.05 Standard Agenda. The Board of Directors will establish a standard agenda of required business for its meetings in accordance with oversight requirements of the Act and with principles of good Board governance.
- 23.06 Quorum. A majority of the authorized Board of Directors which includes a minimum of fifty percent plus one shall constitute a quorum for the transaction of business.

## **THE SENIOR PASTOR**

## **24. POWERS AND DUTIES**

- 24.01 The Senior Pastor shall have the spiritual oversight of the church.
- 24.02 The Senior Pastor will be a nonvoting Active Member of the Church.
- 24.03 The Senior Pastor will be an ex-officio member of the Board of Directors.
- 24.04 The Senior Pastor will automatically be a member of the Eldership Committee.

## **25. MANNER OF RECOGNITION**

- 25.01 The Senior Pastor shall be recommended by the Eldership Committee and nominated by the Board of Directors.
- 25.02 The nomination is subject to the approval of the Active Church Membership.
- 25.03 The Nominee receiving a 75% majority vote of approval of the Membership present at a special meeting for this purpose shall be recognized as Senior Pastor.
- 25.04 Recognition shall be by written ballot.
- 25.05 The following shall be the scriptural qualifications of the Senior Pastor:  
I Timothy 3:1-7, Titus 1:7-9, and 1 Peter 5:1-4.

## **26. TERM OF OFFICE**

- 26.01 The term of service of the Senior Pastor should be for a minimum of three years. Should the Eldership Committee in cooperation with the Board of Directors, deem it necessary to review the pastoral ministry after or before the above period of time, they may do so and make recommendations to the Church Membership.
- 26.02 The Senior Pastor must give three months written notice of resignation. The Board of Directors must also give the Senior Pastor three months written notice of termination of ministry. These requirements may be suspended by mutual agreement or by Section 15.

## **27. VACANCY**

- 27.01 Should the pastorate become vacant, the Board of Directors shall be responsible for maintaining pulpit supply.

## **ELDERSHIP COMMITTEE**

## **28. RESPONSIBILITIES AND ACCOUNTABILITY**

- 28.01 The Eldership Committee, (hereafter referred to as “Elder(s)”) are responsible to provide the spiritual leadership of the Church (I Peter 5:2), including shepherding, teaching, protecting and equipping both the Members and adherents. The Elders will assess ministry successes and opportunities, set visions, strategies and tactics for the future ministries of the Church. The Eldership Committee will be accountable to the Board of Directors.
- 28.02 The principle of Elder accountability is a strong value of the Church, ensuring that Elders maintain personal spiritual health, lifestyle excellence and that they exercise their responsibilities effectively and to the best of their abilities.

28.03 The mechanisms for ensuring Elder accountability are provided in the separate study titled "The Office of an Elder."

## **29. COMPOSITION**

29.01 The Eldership Committee shall consist of at least the Senior Pastor and one Volunteer Elder. There may be a maximum of six Elders made up of Staff Elders and Volunteer Elders. There must be a Volunteer Elder for every Staff Elder that sits on the Committee. The Chairman of the Eldership Committee shall be chosen from within the Committee.

## **30. QUALIFICATIONS**

30.01 Each Elder must be at least twenty-one (21) years of age and accept without reservation the Statement of Faith, giving evidence thereof by personal signature.

30.02 An elder must be an active member in good standing, bearing the scriptural qualifications of Titus 1:5-9 and 1 Timothy 3:1-7. These shall be men who are full of the Holy Spirit ( Luke 24:49; Acts 1:4,7,8; 2:4).

## **31. APPOINTMENT AND TERM**

31.01 Potential candidates to be selected as Staff Elders or Volunteer Elders will be identified by the present Eldership Committee.

31.02 The Board of Elders shall be responsible for interviewing potential candidates for the role of Staff Elders or Volunteer Elders and present them to the Board of Directors for approval.

31.03 All Volunteer Elder must presently be sitting on the Board of Directors or be duly elected to the Board of Directors as per Section 19 of these by-laws. If a Volunteer Elder leaves the Board of Directors, for any reason, they will no longer be a member of the Eldership Committee.

31.04 The candidates will be presented to the congregation 30 days prior to the commencement of their term. This is to allow the congregation the opportunity to privately express any concerns they may have about the candidate. After that time, if no concerns arise that cannot be resolved, the candidate will be appointed to the Eldership Committee by the Board of Directors who will announce the appointee to the congregation.

31.05 All Staff Elders will serve as long as they fulfill the definition of a "Staff Elder" and at the pleasure of the Eldership Committee. All Volunteer Elders will serve as long as they fulfill the definition of "Volunteer Elder" and at the pleasure of the Eldership Committee. Disqualifications and removal must follow the same procedure as outlined in Section 15.

## MINISTRY LEADERS

### 32. REQUIREMENTS & ACCOUNTABILITY

- 32.01 The Ministry Leaders shall comprise of the number required to fulfill the existing ministries of the Church (i.e. - Christian Education, Music, Social Events, etc.). Each Leader must be an Active Member in good standing or in full agreement of the Church's By Laws, policies and procedures. A Ministry Leader must be born again and baptized in water.
- 32.02 The Ministry Leaders shall be appointed by the Board of Directors. They shall serve for three years and can serve as long as they maintain scriptural qualifications and are appointed by the Board of Directors for the additional term(s). It is the duty of the Board of Directors to find suitable replacements for any vacancies that may arise.
- 32.03 The duties of the Ministry Leaders will be clearly stated in their "*Scope of Ministry.*"
- 32.04 The Ministry Leaders shall manage the particular ministry to which they have agreed to and shall be accountable to the Board of Directors.
- 32.05 Some Ministry Leaders may also serve in the dual role as a member of the Board of Directors.

## **ADDITIONAL PASTORAL STAFF**

### **33. POWERS AND DUTIES**

- 33.01 Additional pastoral staff shall have the oversight of all departments of the church that are assigned to them.
- 33.02 They shall be under the direction of the Senior Pastor.
- 33.03 They will be non-voting Active Members of the Church.
- 33.04 They may be allowed to be ex-officio members of the Board of Directors.
- 33.03 They may be appointed as Staff Elders on the Eldership Committee.

### **34. MANNER OF RECOGNITION**

- 34.01 Additional pastoral ministers shall be recommended by the Board of Directors.
- 34.02 The nomination is subject to the approval of the Active Membership.
- 34.03 The Nominee receiving a 75% majority vote of approval of the Membership present at a special meeting for this purpose shall be recognized as a Minister.
- 34.04 Recognition shall be by written ballot.
- 34.05 The following shall be the Biblical qualifications of a Minister. (I Timothy 3:1-7, Titus 1:7-9, and I Peter 5:1-4)

### **35. TERM OF OFFICE**

- 35.01 The term of service of an Additional Pastoral Staff should be for a minimum of three years. The Board of Directors may deem it necessary to review the additional pastoral staff after or before the above period of time.

## **Article Six – Additional Staffing**

### **36. POWERS AND DUTIES**

36.01 Additional staff shall have the oversight of the specific jobs of the Church that are assigned to them.

36.02 They shall be under the direction of Board of Directors.

### **37. MANNER OF RECOGNITION**

37.01 All staff shall be approved by the Board of Directors.

37.02 The Board of Directors will determine the terms of any employment agreement and remuneration as well as discipline and termination procedures. This may be in the form of a policy.

## **Article Seven - Departments**

### **38. DEPARTMENTS**

38.01 All recognized departments shall be conducted as a branch of the activities of the Assembly. Their meetings shall be conducted and promoted so as to contribute to the harmony and development of the entire Assembly, being subservient to the church body in full cooperation with and under the general supervision of the Board of Directors.

38.02 Departments of the Assembly may be added as needed upon the recommendation of the Board of Directors.



## Article Eight – Financial Matters

### 39. AUDITORS

39.01 The appointment of auditor(s), or waiver for the requirement of auditor(s), for the ensuing year, shall be voted on by the membership at the first Semi-Annual Membership meeting.

### 40. FISCAL YEAR

40.01 The fiscal year of the Church shall begin January 1st and end December 31<sup>st</sup>.

### 41. ANNUAL BUDGET

41.01 The annual budget will be prepared by the Financial Director and presented to the Board of Directors. It will be submitted in summary form to the Membership at least two weeks prior to the first Semi-Annual Meeting at which time they will vote on the budget.

41.02 Reasonable fluctuation/deviation from the budget may occur. Any substantial fluctuation/deviation from the annual budget will be brought before the membership at the discretion of the Financial Director and the Board of Directors.

### 42. EXECUTION OF DOCUMENTS

42.01 Cheques, Drafts, Notes, Etc. - All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange or other evidences of indebtedness, issued in the name of or payable to the Church up to and including \$2,500.00 shall be signed by any **one** of the Chairman, Financial Director, Clerical Director, and Senior Pastor. For amounts greater than \$2,500.00 they shall be signed by any **two** of the Chairman, Financial Director, Clerical Director, and Senior Pastor.

42.02 Execution of Documents - Documents requiring execution by the Church must be signed by any two of the Chairman, Vice-Chairman, Financial Director, Clerical Director and Senior Pastor and all documents so signed are binding upon the Church. Prior to executing such document, appropriate Board of Directors authorization shall be obtained. The corporate seal of the Church shall, when required, be affixed to documents executed in accordance with the foregoing.

### **43. DEPOSIT OF SECURITIES**

43.01 The securities of the Church shall be deposited for safe keeping with one or more banks, trust companies or other financial institutions to be selected by the Board of Directors. The Board of Directors may authorize the opening of a trading account for the purposes of receiving and depositing securities. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Church signed by such officer or officers, agent or agents of the Church, and in such manner as shall from time to time be determined by motion of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **Article Nine – Protection and Indemnity**

### **44. INDEMNITIES TO LEADERSHIP**

44.01 All Pastoral Staff, along with every Director, Ministry Leader or employee of the Church and his or her heirs, executors, administrators, and assigns shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Church, from and against:

(a) all costs, charges and expenses whatsoever which they or any of them sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them or any of them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them or any of them in or about the execution of their duties; and

(b) all other costs, charges and expenses which they or any of them sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by their own wilful neglect or default.

### **45. PROTECTION OF LEADERSHIP**

45.01 No Pastoral Staff, Director, Ministry Leader or employee of the Church shall be liable for the acts, receipts, neglects or defaults of any other Pastoral Staff, Director, Ministry Leader or employee of the Church or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired by the Church or for or on behalf of the Church or for the insufficiency of any security in or upon which any of the money of or belonging to the Church shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and wilful act or through his own wrongful and wilful neglect or default.

## **Article Ten – General Provisions**

### **46. BY-LAWS AND AMENDMENTS, ETC.**

46.01 Enactment and Amendment of By-Laws - The By-laws of the Church not embodied in the Letters Patent may be repealed or amended by a By-law enacted by a majority of the Board of Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least three quarters (3/4) of the Membership at a meeting duly called for the purpose of considering the said By-law.

46.02 Any proposed amendment is to be discussed by the membership and tabled until the following meeting for final passage.

### **47. QUALIFICATIONS FOR OFFICE**

47.01 Termination of Membership automatically terminates tenure of office. Resignation from any office shall be explained in a letter submitted to the Board of Directors.

### **48. BOOKS AND RECORDS**

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

## **Article Eleven – Policy and Position Statements**

### **49. POLICIES AND POSITION STATEMENTS FOR THE CHURCH**

49.01 In consideration of the ongoing need for the Church to provide guidelines and directions to its Members on practical applications of Biblical teachings, doctrinal considerations and Christian conduct, the Board of Directors may adopt Policies and/or Position Statements on such matters as are deemed necessary from time to time and such Policies and Position Statements shall be deemed to be in effect upon adoption by the Board of Directors pending ratification by the Membership during the next Membership Meeting.

49.02 All Policies and Position Statements will be kept in an Official Policy Manual, as updated and changed from time to time and considered to be a part of the Constitution of the Church.

## **Article Twelve – Property Rights**

### **50. IN CASE OF DISSOLUTION**

- 50.01 The property of this local church organization is irrevocably dedicated for religious and missionary purposes, and upon liquidation, dissolution or abandonment, after all financial liabilities have been paid in full, all remaining assets shall be placed in a Trust, administered by members of the Fellowship of Christian Assemblies, for the benefit of other churches and/or ministries within the Fellowship of Christian Assemblies that qualify for tax exception purposes according to the National Tax Exception Code.. The actual terms and conditions of the Trust will be determined at the time of dissolution or abandonment.
- 50.02 Should the unfortunate thing happen that Fountaingate Christian Assembly for some reason be divided or split up in fractions, the property remains in the possession of those who abide by the constitution, doctrines and by-laws of this church.
- 50.03 The Body of Believers which constituted the membership at the time of the origin of this church, felt that Article Three Section 7 is the Scriptural basis under God for any church. Their desire is that it remains an autonomous local church.
- 50.04 Any action on the part of any believer or officer of this local church in order to bring about any change from its original status as outlined in Article Three Section 7, is hereby strictly forbidden and any such action shall be considered as a breach against the foundation and intent of this local church organization, and any record made of such action shall have no binding power upon this church but shall merely be a record of misconduct of those participating in such action.
- 50.05 In case of dissolution or cessation, an administrating committee must be appointed to carry out the fulfilment of these By-Laws.

