

  
CAROL PREST

## **BYLAWS:**

Here set out, in numbered clauses, the bylaws providing for the matters referred to in Section 6(1) of the Society Act and any other bylaws.

### **BY – LAW No.1**

**A by-law relating generally to the conduct of the business and affairs of Anglican Network Church of the Good Shepherd (Richmond).**

**(hereinafter called “the Church”)**

### **Contents**

- I. Church Seal
- II. Relations
- III. Head Office
- IV. Conditions of Membership
- V. Members’ Meetings
- VI. Executive Council
- VII. Powers of Councillors
- VIII. Councillors’ Meetings
- IX. Indemnities to Councillors and Others
- X. Officers
- XI. Duties of officers
- XII. Committees
- XIII. Standing Committee
- XIV. Execution of Documents
- XV. Minutes of Executive Council
- XVI. Financial Year
- XVII. Amendment of By-Laws
- XVIII. Auditors
- XIX. Methods of Meetings
- XX. Books and Records
- XXI. Rules and regulations
- XXII. Interpretation

### **I. CHURCH SEAL**

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Church.

### **II. RELATIONS**

2. This church is a member congregation of the Anglican Network in Canada. The policies and regulations of this church shall be consistent with, and the

church shall operate in accordance with, the current by-laws and policies of the Anglican Network in Canada all as amended from time to time.

### **III. HEAD OFFICE**

3. 3. Until changed in accordance with the Act, the Head Office of the Church shall be in the City of **Richmond**.

### **IV. CONDITIONS OF MEMBERSHIP**

4. Membership in the Church shall be limited to persons who have a credible testimony of faith in the Lord Jesus Christ; are baptized; and share a commitment to the Purpose and Statement of Faith of this church and shall consist of anyone whose application for admission as a member has received the approval of the Executive Council.
5. There shall be no membership fees or dues unless otherwise directed by the Executive Council.
6. Any member may withdraw from the Church by delivering to the Church a written resignation and lodging a copy of the same with the secretary of the church.
7. A person **shall** cease to be a member of the Corporation:
  - a) by delivering their resignation in writing to the secretary of the Corporation or by mailing, emailing, or delivering it to the address of the Corporation;
  - b) on death;
  - c) on being expelled; or
  - d) on having allowed participation to lapse for 12 consecutive months.
8. The Executive council may by two-thirds (2/3) majority resolution expel, suspend or otherwise discipline any member who in their opinion is guilty of conduct which is improper or unbecoming for member of the Corporation or is likely to endanger the interests or reputation of the Corporation or is in breach of these By-laws or the Corporation's Constitution but the Executive Council shall first attempt to notify the member and give the member an opportunity to be heard. From time to time, by special resolution, the Corporation may provide for a process or processes of discipline, expulsion, the suspension, as well as dispute resolution between the Corporation and any member, or between or among any members, which process or processes shall be communicated to all members of the Corporation and thereafter be binding in all members, but absence of such a process shall not impair or

prohibit expulsion, suspension or discipline by the Executive Council as herein provided.

9. All members are in good standing except:
  - a) a member who, in the opinion of the Executive Council, has failed to remain active in the Corporation, meaning that the member has been **absent from the normal activities of the Corporation for a period of three (3) consecutive months or more without an obvious reason** (i.e. illness or vacation) and there is no communication of interest in remaining a member of the Corporation; and
  - b) a member who is under discipline or suspension.
10. Any member who ceases to be a member of the Corporation forfeits all rights, claims, privileges or interest arising from membership in the Corporation.

**V. MEMBERS' MEETINGS**

11. The annual meeting of the members shall be held by the last day of February of every year, in the city where the Church is situated.
12. At every annual meeting, in addition to any other business that may be transacted, the report of the councilors and the financial statement shall be presented. The members may consider and transact any business either special or general at any meeting of the members. The Executive Council or the Chairperson or vice-Chairperson shall have power to call, at any time, a general meeting of the members of the Church. The Executive Council shall call a special general meeting of members on written requisition of not less than one – third or 25 members whichever is the fewer. Twenty percent of members will constitute a quorum.
13. Only those members who are sixteen years of age or older, and who have been on the membership list of the parish for at least three months, and who are **members in good standing of the church will be entitled to vote** at a general or special meeting of the members. No person shall have their name on the membership list of more than one parish in the Anglican Network in Canada.
14. Fourteen (14) days written notice shall be given to each voting member of any annual or special general meeting of members. In addition to written notice, details of the notice for meetings shall be announced from the front of the church after the Sunday services on two Sundays preceding the meeting, and published in the church bulletins if any for those Sundays. Written notice

is to be mailed to members not later than sixteen (16) days prior to the date of such meeting. Failure to receive the mailed notice prior to the meeting will not invalidate the notice nor any business transacted at the meeting.

15. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned opinion on the issues to be considered. Notice of each meeting of members must remind the member if he or she has the right to vote by proxy. Unless otherwise specified there is no specific right of a member to vote by proxy.
16. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a great number of members is required by these By-laws.
17. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Church shall invalidate such meeting or make void any proceedings taken thereat; and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his or her last address record on the books of the Church.
18. The Rector or his or her appointee shall act as the chairperson of the meetings of the membership.

## **VI. EXECUTIVE COUNCIL**

19. The property and business of the Church shall be manage by the Executive Council.
20. The Executive Council shall be comprised of a minimum of four and a maximum of twelve councilors. The number of councilors shall be determined from time to time by a majority of the councilors at a meeting of the Executive Council and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of determining the number of councilors to be elected to the Executive council. Councillors must be individuals, 18 years of age, with power under law to contract and who are voting members of the parish. The Rector, the Rector's Warden, and the Church Warden shall serve as ex officio voting members of the Executive Council.
21. In preparation for elections at the annual meeting, the nominating committee shall present and post, at least three weekends prior to the annual meeting, one name for each office to be filled. Any procedures for receiving additional nominations from the membership shall be specified in the bylaws. Elections

shall be by ballot, and in order to be elected to the Executive Council, a nominee must receive at least a majority of the ballots cast.

22. Councillors shall be elected for a term of 2 years by the members at an annual meeting of members, except that at the first meeting of the members one - half of the councilors elected shall be elected to a term of one year and the one-half shall be elected for a term of two years.

23. The office of councilor shall be automatically vacated:

- a) If 75% of the members of the Executive Council sign a consent resolution requesting a councillor to vacate his or her office,
- b) If at a special general meeting of members, resolution is passed by the members present at the meeting that he or she be removed from office.
- c) If a councilor has resigned his or her office by delivering a written resignation to the Vestry Clerk of the Church;
- d) If he or she is found by a court to be of unsound mind;
- e) If he or she becomes bankrupt or suspends payment or compounds with his or her creditors;
- f) On death provided that if any vacancy shall occur for any reason in this paragraph contained, the Executive Council by majority vote, may, by appointment, fill the vacancy with a member of the Church, until the next general meeting of the membership.

24. The councilors shall serve as such without remuneration and no councilor shall directly or indirectly receive any profit from his or her position as such; provided that a councilor may be paid reasonable expenses incurred by him in the performance of his or her duties. Nothing herein contained shall be construed to preclude any councillor from serving the church as an officer or in any other capacity and receiving compensation therefore.

25. A retiring councilor shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected.

## **VII. POWERS OF COUNCILLORS**

26. The councilors of the Church shall administer the affairs of the Church in all things and make or cause to be made for the Church, in its name, any kind of contact which the Church may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Church is by its charter or otherwise authorized to exercise and do, provided that at all times they shall act in the best interest of the parish or congregation.

27. The councilors shall have power to authorize expenditures on behalf of the Church from time to time and may delegate by resolution to an officer or officers of the Church the right to employ and pay salaries to employees. The councilors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Church in accordance with such terms as the Executive Council may prescribe.

28. The Executive Council is hereby authorized, from time to time

- a) to borrow money upon the credit of the Church, from any bank, Church, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Executive Council in its discretion may deem expedient;
- b) to limit or increase the amount to be borrowed;
- c) to issue or cause to be issued bonds, debentures or other securities of the Church and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Executive Council;
- d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Church, and the undertaking and rights of the Church. Provided that the members shall be informed of any such borrowing or change in credit limits at the next general or special meeting, and the members shall either ratify the acts of the Parish Executive council in respect of limits or amounts borrowed, or direct the Parish Executive Council to reduce any such liabilities or credit limits.

29. The Executive Council shall take such steps as they may deem requisite to enable the Church to acquire, accept, solicit or receive legacies, gift, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects and mission of the Church.

30. The Executive Council may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Executive Council at the time of such appointment.

31. Remuneration for all officers, agents and employees and committee members shall be fixed by the Executive Council in the annual budget. Any expenditures for such remuneration which exceed the budget amount must be ratified or approved by the Executive Council.

32. The Executive Council shall receive reports from the Rector (if any) and all committees.

### **VIII. COUNCILLORS' MEETINGS**

33. Meetings of the Executive council may be held at any time and place to be determined by the councilors provided that notice of such meeting shall be given, by mail or fax to each councilor. If notice is by mail then notice shall be sent at least 14 days prior to the meeting, if notice is by fax then at least 48 hours shall be given. There shall be at least one (1) meeting per year of the Executive Council. No error or omission in giving notice of any meeting of the Executive Council or any adjourned meeting of the Executive Council of the Church shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each councilor is authorized to exercise one (1) vote. Without a majority of the votes cast, the motion shall fail.

34. A majority of councilors in office, from time to time, but no less than two councilors, shall constitute a quorum for meetings of the Executive Council. Any meeting of the Executive Council at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Church.

35. It shall hold regular meetings for prayer and business and shall report as the church membership may decide. Special meetings of the Executive Council may be called by the Rector, chairperson or upon written request by a majority of its members, or as otherwise specified in the by-laws.

36. Persons shall not vote on any matter which may directly or indirectly result in financial benefit to them, whether such benefit is in the nature of salary or other payment.

### **IX. INDEMNITIES TO COUNCILLORS AND OTHERS**

37. Every Councillor of the Church and their 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 church, from and against:

a) all costs, charge and expenses which such Councillor sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his or her office or in respect of any such liability; provided that the

Councillor has acted in good faith in the exercise of his or her duties for the benefit of the parish or congregation.

- b) all other cost, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

## **X. OFFICERS**

- 38. The officers of the Church shall be the Chairperson, Secretary, Treasurer, Rector, Rector's Warden and Church Warden and any such other officers as the Executive Council may be by-law determine. Any two offices may be held by the same person. Officers must be members of the Executive Council.
- 39. The vice-chairperson, secretary and treasurer shall be elected from the Executive Council Members. The chairperson and the Rector's Warden shall be appointed by the Rector. The People's Warden shall be elected by the membership in accordance with the rules established by the Anglican Network in Canada.
- 40. The officers of the Church, with the exception of the Rector and the Rector's Warden, shall be elected by the membership at a meeting of the members called expressly for that purpose. Elected officers shall hold office for two years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Executive Council at any time subject to any rules of the Anglican Network in Canada to which the Church binds itself.
- 41. The Special Rector Nominating Committee shall recommend to the Executive Council (but not any Rector who may currently occupy that office) an appropriate candidate for Rector. The recommendation requires consent of the Diocesan Bishop and must conform to any conditions required by the Anglican Network in Canada. The Executive Council retains final authority to approve a suitable candidate to the position of Rector.

## **XI. DUTIES OF OFFICERS**

- 42. The Rector shall be the chief executive officer of the Church and shall preside at all meetings of the Church. The Rector shall be responsible for the general and active management of the Church but may delegate some authority to others.
- 43. The Vice – Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson and shall perform such other duties as shall from time to time be imposed upon him or her by the Executive Council.

44. The Treasurer shall have the custody of funds and securities of the Church and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Church in the books belonging to Church and shall ensure that all monies, securities and other valuable effects are deposited in the name and to the credit of the Church in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Executive Council from time to time. The Treasurer shall disburse the funds of the church as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the councillors at the regular meeting of the Executive Council, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Church. The Treasurer shall also perform such other duties a may form time to time be directed by the Executive Council.
45. The Secretary may by empowered by Executive Council, upon resolution of the Executive Council, to carry out the affairs of the Church generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the Executive Council, and shall perform such other duties as may be prescribed by the Executive Council, under whose supervision he or she shall be. He or she shall be custodian of the seal of the Church, which he or she shall deliver only when authorized by a resolution of the Executive Council to do so and to such person or persons as may be named in the resolution.
46. The duties of all other officers of the Church shall be such as the terms of their engagement call for or the Executive council requires of them.

## **XII. AD HOC COMMITTEES**

47. The Executive Council may appoint *Ad Hoc* committees whose members will hold their office at the will of the Executive Council. The councilors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.
48. The Nominating Committee when required shall consist of the Rector or his or her appointee and equal representation from the Executive Committee and the membership, with a minimum of 2 individuals from each group and a maximum to be established by the Executive Council from time to time. The Rector, or his or her appointee, shall preside over this committee. Representatives on the Nominating Committee shall be appointed by the Executive Committee at least three months prior to the annual meeting of the members and shall serve until that meeting.

49. The Special Rector Nominating Committee shall sit to nominate a new Rector for the Church when required. The Committee shall include a) members of the Corporation elected at a special meeting of the members called for that purpose and b) a representative of the Diocesan Bishop.

50. A Rector can resign at any time from the church and wherever possible should give 30 days written notice to the Executive Council. In addition, the Executive Council may recommend to the Bishop the termination of the employment of the Rector. All provincial employment standards must be followed in any dismissal or termination of the Rector along with any policies of the Anglican Network in Canada.

51. The Executive Council shall give consideration only to candidates for Rector who are licensed or willing to be licensed with the Anglican Network in Canada. The process to hire a Rector is as follows:

- a) The parish, with the consent of the Bishop interviews qualified candidates.
- b) A preferred candidate is recommended to the Bishop for appointment.
- c) The Bishop contacts the preferred candidate and after discussing the matter with him or her, offers the position to that person.
- d) If the person accepts, the Bishop then makes the appointment and notifies the parish. The Executive council then announces the decision to the congregation.

### **XIII. STANDING COMMITTEES**

52. The Executive Council shall, at its discretion, appoint standing committees composed of members. The standing committee shall exercise such powers as are authorized by the Executive Council. Any standing committee member may be removed by a majority vote of the Executive Council. Standing committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

53. Meetings of the standing committees shall be held at any time and place to be determined by the members of such committee provided that twenty-four (24) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 7 days prior to the meeting. A majority of members of the committee but no less than 2 members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Church shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

### **XIV. EXECUTION OF DOCUMENTS**

54. Contacts, documents or any instruments in writing requiring the signature of the Church, shall be signed by any combination of two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Church without any further authorization or formality. The councilors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Church to sign specific contracts, documents and instruments in writing. The councilors may give the Church'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 Church. The seal of the Church when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Executive Council. Councillors must be members.

#### **XV. MINUTES OF EXECUTIVE COUNCIL**

55. The minutes of the Executive Council and the minutes of all committees shall be available to the general membership of the Church, subject to matters which require confidentiality, including pastoral issues, certain employer/employee matters or other legal issues.

#### **XVI. FINANCIAL YEAR**

56. Unless otherwise ordered by the Executive Council, the fiscal year end of the Church shall be the year ended on the thirty – first day of December.

#### **XVII. AMENDMENT OF BY-LAWS**

57. The by-laws of the Church may be repealed or amended or a new by-law may be enacted by a majority of the councilors at a meeting of the Executive Council and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law.

#### **XVIII. AUDITORS**

“Deleted intentionally”

#### **XIX. METHODS OF MEETING**

58. Any one or more members, councilors or committee members may participate in a meeting by means of a telephone conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall

constitute presence in person at the meeting. Members, councilors or committee members may also participate in a meeting by other electronic means that permit each director to communicate adequately with each other, provided that:

- a) Each councillor agrees to using such means and the mechanics and any security issues related to using such means and passes a resolution to that end;
- b) This bylaw's requirements, for quorum of meetings and recording votes are met;
- c) Each councilor has equal access to the specific means of communication to be used.
- d) Each councilor has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

59. A copy of the bylaws must be filed with the National Office of the Anglican Network in Canada.

60. Any action required or permitted to be taken by the members, the Executive Council or any committee there of may be taken without a meeting if all members, councilors or the committee members consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the members, Executive Council or committee.

61. A quorum may be established by councilors meeting in person or by teleconference or other electronic means as allowed by these by-laws.

## **XX. BOOKS AND RECORDS**

62. The official records of all officers of this church and all its departments are the property of the church. All financial records shall be prepared and maintained according to appropriate accounting standards, and shall be subject to an audit, review or other independent evaluation annually as prescribed by the bylaws. In the event of the death or resignation of an incumbent officer or upon the election or appointment of a successor, the current records of the office shall be returned to the secretary of the Executive Council. All records, other than the current ones, shall be kept in a secure repository designated by the Executive Council.

63. The councillors shall see that all necessary books and records of the Church required by the by-laws of the Church or by any applicable statute or law are regularly and properly kept.

## **XXI. RULES AND REGULATIONS**

64. The Executive Council may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Church as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Church when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

## **XXII. INTERPRETATION**

65. In these by-laws and in all other by-laws of the Church hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

ENACTED by the executive council this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

WITNESS(ES)

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

APPLICATIONS FOR INCORPORATION

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_