

KANATA BAPTIST CHURCH
CONGREGATION INC.

BY-LAWS

Revised

Version 3.0

April 1, 2007

REVISION HISTORY

Version	Date	Changes	Author
Original	June 2001		
Draft 1.1	Feb 2005	Internal review and feedback	D Berry
Draft 1.2	Mar 2, 2005	Governing Council feedback as stated in the Minutes	D Berry
Draft 1.3	Mar 23, 2005	Additional Governing Council feedback as stated in the Minutes	D Berry
Draft 1.4	May 7, 2005	Changes from meeting with Chair of Deacons	D Berry
Revised 2.0	May 18, 2005	Agreed version for distribution at May 19, 2005 GC meeting	D. Berry
Revised 3.0	April 1, 2007	Agreed version from GC meeting March 1, 2007.	D Smith

RELATED DOCUMENTS

- **Kanata Baptist Church Inc By-laws**
- **Kanata Baptist Church Policies and Procedures**

SECTION I

GENERAL OPERATING BY-LAW NO.1

A By-law relating generally to the transaction of the affairs of
Kanata Baptist Church Congregation Inc.
(a Provincial Non-Profit Religious Corporation)

BE IT ENACTED as a By-law of KANATA BAPTIST CHURCH CONGREGATION INC. (hereinafter referred to as the “Church”) as follows:

1.0 DEFINITIONS

- 1.1 In this By-law and all other By-laws and Resolutions of the Church unless the context other requires, the following definitions shall apply:
- (a) “Accountability” means the act of being answerable to a higher authority, bound to give an explanation for actions taken and/or results achieved;
 - (b) “Act” means Part V of the Ontario Corporations Act as amended from time to time and any statute enacted in 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;
 - (c) “Adherent” means an individual professing faith in Jesus Christ as personal Lord and Saviour and who regularly attends the Church but is not a Member of the Church;
 - (d) “Board” means the following: The Governing Council;
 - (e) “By-law” means any By-law of the Corporation from time to time in force and effect, including the General Operating By-law;
 - (f) “Church” means the legal entity incorporated as a Corporation without share capital under the Ontario Corporations Act under the name Kanata Baptist Church Congregation Inc., through which its Members and adherents may fellowship together;
 - (g) “Church Constitution” or “Constitution” means the Articles of Incorporation, the General Operating By-law and any additional By-laws that may be added from time to time;
 - (h) “Church Year” means that period of time beginning July 1 and ending June 30;
 - (i) “Congregation” means Members and Adherents of the Church.
 - (j) “Corporation” means the Church as defined herein;

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- (k) “Documents” includes deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all paper writing;
 - (l) “Elders” means those people that have been affirmed by the Congregation to represent them in matters of faith and spiritual values;
 - (m) “Gift”, “Giftedness” means a God-given, spirit-empowered ability for Christian ministry;
 - (n) “Governance” means the framework of processes, structures and relationships that a Congregation employs to direct and manage its ministry. It defines the division of responsibilities and establishes mechanisms to achieve Accountability between Congregation, leadership and staff;
 - (o) “Governing Council” or “Council” means the highest decision making body of the Church. It is also the Board of Directors of the Corporation pursuant to the Ontario Corporations Act;
 - (p) “Ex-Officio” means a member without formal voting authority;
 - (q) “Fiscal Year End” means June 30;
 - (r) “fully engaged” means being active and supportive in KBC ministries over time, serving in various capacities as led by the Holy Spirit;
 - (s) “General Operating By-law” means this By-law and any other By-laws of the Church intended to amend or replace the General Operating By-law herein;
 - (t) “KBC” means Kanata Baptist Church Congregation Inc.
 - (u) “Leadership” means a person or group of persons who have been given formal responsibility for decision-making in the Church. In the broadest sense, it includes the Governing Council, the Deacon of Administration and Elder’s Council. In the narrowest sense, it is an individual who has been assigned responsibility for a specific program or ministry of the church.
 - (v) “Individual” means both Members as defined herein and Adherents;
 - (w) “Meeting of Members” or “Meeting” means any annual or special Meeting of Members;
 - (x) “Member” and “Membership” means a Member of the Church as described in Article 5 of the By-Law;
 - (y) “Objectives” means the charitable purposes of the Corporation as contained in the Articles of Incorporation;

- (z) “Officer” means an officer of the Church as described in Article 4 of By-law #3;
- (aa) “Pastor” means a person called or appointed by the Church to fulfill a specific ministry role annotated as such;
- (bb) “Pastoral Team Leader” means the Senior Pastor, the person designated to build and maintain the ministry team at KBC;
- (cc) “Person” means an individual person, but does not include corporations, partnerships, trusts or unincorporated organizations;
- (dd) “Resolution” means a Resolution passed by either the Governing Council or by the Members by a majority vote, unless the Act or the By-law otherwise requires;
- (ee) “Roll” means List of Members of KBC; and,

2.0 ARTICLES OF INCORPORATION, INTERPRETATION AND HEADINGS

- 2.1 Articles of Incorporation. 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 objectives contained in the Articles of Incorporation of the Corporation, which for purposes of the 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 Articles of Incorporation or the Ontario Corporations Act, the provisions contained in the Articles of Incorporation or the Act, as may be, shall prevail.
- 2.2 Interpretation. In this General Operating By-law and all other By-laws and Resolutions of the Church, unless the context otherwise requires, the following interpretation shall apply:
- (a) words importing the singular number include the plural and vice versa;
 - (b) words importing the masculine gender include the feminine and neutered genders unless this By-law otherwise specifically provides;
 - (c) words importing or referring to Person or Persons shall include individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations.
- 2.3 Headings. Headings used in this General Operating By-law are for convenience of reference only and shall not affect the construction or interpretation thereof.

3.0 AFFILIATION

- 3.1 Denominational Linkages. This Church recognizes the necessity of united denominational action as well as the obligations of mutual counsel and co-

operation common among Baptist Churches. For this reason, this Church is a member of the Eastern Ontario Area Association of Baptist Churches and the Baptist Convention of Ontario and Quebec and is therefore affiliated with Canadian Baptist Ministries and the Baptist World Alliance. This notwithstanding, this Church will also seek opportunities for co-operation and united Christian action with other Christian churches and ministries.

4.0 ORDINANCES

4.1 Church Ordinances. This church practices two ordinances:

- (a) the baptism of believers by immersion, by those who have professed faith in Christ as Saviour and Lord, and given evidence of a changed life; and
- (b) the Lord's Supper (Communion), normally conducted on the first Sunday of every month. Participation in this service is regarded as a holy privilege, and implies communion both with Jesus Christ and with one another.

5.0 MEMBERSHIP

5.1 Membership Criteria. Membership in the Church shall consist of those Persons who:

- (a) profess faith in Jesus Christ as personal Lord and Saviour;
- (b) profess that faith publicly through believers' baptism by immersion; and
- (c) are in general accord with the faith and practices of the Church; and
- (d) have been accepted for Membership by the Elder's Council as described in Article 5.2.

5.2 Membership Process. Persons who have requested to join the church may be received into Membership upon the recommendation of the Elder's Council and approval by the Governing Council. Members must have:

- (a) professed faith in Jesus Christ as Lord, given evidence of His rule in their lives, and publicly proclaimed their faith through baptism by immersion; or
- (b) been Members in other Baptist churches, who have been baptized by immersion, and who have been transferred to this Church by letter; or
- (c) previously been baptized by immersion and who give evidence of Christian faith and experience; or
- (d) have expressed a desire to give public evidence to this faith through baptism by immersion, but are unable to do so for reasons of health as agreed to by the Elders.

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- 5.3 Duties of Members. Members are expected to be faithful in all spiritual duties essential to the Christian life, to attend the services of the Church, to give regularly for its support and benevolences, and to share in its organized work.
- 5.4 Change of Membership. Membership of this Church may be terminated upon the recommendation of the Elder's Council and final approval by the Governing Council in the following ways:
- (a) By Transfer Letter: Members may, upon application be transferred to unite with some other Church. A letter shall be sent from the Church Clerk to the Clerk or Pastor of the Church receiving the Member.
 - (b) By Request: A member may, upon his/her own request, have his/her name removed from the Roll, or their status on the roll changed; or
 - (c) By Removal: Upon the decision of the Elder's Council, Members may be removed from the roll because of unchristian conduct or after being on the Inactive Membership List for two years or more with no effort shown to indicate that they intend to return to active Membership. Any person whose name has been dropped from the church roll may be restored to Membership upon recommendation of the Elder's Council and approval by the Governing Council.
- 5.5 Non Resident Member. When a member is away from the community which KBC serves for an extended period of time their membership status may be changed to "non resident member" by a letter from themselves or by recommendation from the Elders. When a non resident member returns to KBC to worship they may have their membership changed back immediately by notifying the Elders.
- 5.6 Inactive Members. When a Member has been inactive for a period of one year, by not attending any regular Sunday services and have not responded to communication from the church, the Governing Council may, upon recommendation of the Elder's Council transfer his/her name to the "Inactive Membership List". Consideration of such action shall be taken only after a reasonable effort has been made to encourage and assist the Member to become active again. This procedure shall have no application if the absence or delinquency is excused by the Elder's Council on account of sickness, or other reasonable cause.
- (a) Status of Inactive Members. Persons whose names are on the Inactive Membership List shall not be counted as Members for any purpose, may not have any part in Church Meetings, and may not hold office.
 - (b) Reinstatement of Inactive Members. Persons whose names are on the Inactive Membership List can be reinstated by demonstrating consistent involvement in and support of Church activities and making the request for reinstatement through the Elder's Council. If the request is approved by the Elder's Council, the Elder's Council will recommend to the Governing Council that this Person be reinstated to the Active Membership List.

6.0 MEETINGS

- 6.1 Annual Meeting. The Annual Meeting of the Church shall be fixed by the Governing Council and held on a date no later than 1 November of each year, at which time the Annual Church Report shall be received, including the audited financial statements from the previous fiscal year, of the Congregation.
- 6.2 Budget and Elections Meeting. The Budget and Elections meeting of the Church will be held on a date fixed by the Governing Council but no later than 30 June of each year. At this meeting the Deacon of Administration will present, as a minimum, a proposed budget and the Nominations Committee will present a slate of nominees for election for Leadership positions of the Church for the next year, as identified in Article 10.0 of By-Law 3.
- 6.3 Special Meetings. Special Meetings of the Church may be called at any time by the Chair of the Governing Council or at the written request of ten (10) Members, provided due notice has been given.
- 6.4 Notice of Meetings. Notice of meetings will be given by announcement in morning worship at two consecutive Sunday morning worship service(s) prior to the date of the meeting. Notice shall include a brief agenda or stated reason for the meeting.

7.0 CONGREGATIONAL DECISIONS

- 7.1 Quorum. Fifteen (15%) of the active Church Membership at any time shall constitute a quorum at any regular, annual or special meeting of the Church.
- 7.2 Eligible Voters. Only active Members of the Church may vote on any motion presented at any meeting of the Church.
- 7.3 Establishing Majority. Ordinarily, and in routine matters, voting will be by show of hands; however, it shall be within the rights of any member to ask that a vote be taken by ballot, providing this is done before the question is put. Consensus in congregational decisions will be sought as a principle; however, official decisions shall be determined by a simple majority of eligible voters present with the following exceptions:
- (a) Major building and/or financial decisions require a two-thirds majority;
 - (b) By-law amendments require a two-thirds majority; and
 - (c) Pastoral Call – A minimum of and 85% majority of votes will be necessary for the call.
- 7.4 Proxy Voting – Proxy voting will not be permitted.
- 7.5 Adjournment of Meetings. All meetings shall be adjourned by declaration of the Chair, usually after a motion to that effect has been heard. No seconder to the motion is required.

8.0 AMENDMENTS

- 8.1 Amendment Process. These by-laws may be amended, modified or rescinded, or new articles adopted at any regular or special meeting of the Membership, provided that due notice is give that such action is to be introduced at such meeting. For the purposes of this Article, due notice shall mean either a written notice mailed to the Membership at least thirty (30) days prior to the date of the meeting, or a notice given publicly at a regular Sunday service and a subsequent posting of this notice at the Church facility as least thirty (30) days prior to the date of the meeting. Notice in both cases shall include a written statement specifying the character of the amendment proposed. On matters pertaining to the amendment, modification, rescinding or adoption of new by-laws, such actions shall require the approval of two-thirds (2/3) majority of those eligible voters present.

9.0 PROTECTION AND INDEMNITY TO MEMBERS OF GOVERNING COUNCIL, PASTOR(S), DEACON OF ADMINISTRATION, ELDERS, OFFICERS, and EMPLOYEES

- 9.1 Protection to Members of Governing Council, Pastor(s), Deacon of Administration, Elders, Officers, and Employees - Except as otherwise provided in the Act, no Governing Council Member, Deacon, Elder, Pastor, Officer, or Employee of the Church shall be liable for the acts, receipts, neglects or defaults of any other Governing Council Member, Deacon, Elder, Pastor, Officer or Employee 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 or deficiency of any security in or upon which any of the moneys of or belonging to the Church shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any Person including any Person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Church or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Governing Council Member, Deacon, Elder, Pastor, Officer, or Employee's respective office or trust or in relation thereto unless the same shall happen by or through such Person's wilful neglect or default. The Members of the Governing Council, Deacon of Administration, Elders, Pastor(s), Officers and Employees of the Church shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into the name of or on behalf of the Church, except such as shall have been submitted to and authorized or approved by the Governing Council.
- 9.2 Indemnity of Members of Governing Council, Deacon of Administration, Elders, Pastor(s), Officers and Employees - Every Governing Council Member, Deacon, Elder, Pastor,, Officer, Employee or any Member or any Adherent of the Church

or Person (with "Person" in this section to include corporations, partnerships, joint ventures, sole proprietorships, unincorporated associations, and other forms of business organizations) who has undertaken or is about to undertake any liability on behalf of the Church, its heirs and assigns, will respectively be indemnified and saved harmless out of the funds of the Church from and against:

- (a) all costs, charges and expenses which such Governing Council Member, Deacon, Elder, Pastor, Officer, or Employee or any other Member or Adherent of the Church or Person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of his or her office or in respect of any such liability, except such costs, charges or expenses as are occasioned by their own wilful neglect or default;
- (b) all other costs, 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 negligence, neglect or default
- (c) The Church shall also indemnify any such persons as described about in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any Person entitled to indemnity to choose indemnity apart from the provisions of the By-law to the extent permitted by the Act or law.

10.0 Auditors

- 10.1 Auditors. At the annual Budget and Elections Meeting, an external auditor shall be appointed to review the Financial Statements of the Church for the year ending. The Audit report shall be delivered to the Governing Council for inclusion in the Church's Annual Report to be tabled at the Annual Congregational meeting.

SECTION II

GENERAL OPERATING BY-LAW NO.2

A By-law relating generally to the borrowing authority of the:

Directors of Kanata Baptist Church Congregation Inc.

(a Provincial Non-Profit Religious Corporation)

Financial Authority of Directors

1.0 Directors are the Officers of Kanata Baptist Church Congregation Inc, as specified in Article 4.0 of By-Law No. 3.

1.1 In accordance with Part V of the Ontario Corporations Act, it is provided that, when, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a special general meeting of the Members duly called for considering the by-law, the directors of the Corporation may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

SECTION III

GENERAL OPERATING BY-LAW NO.3

A By-law relating generally to the governance framework of
Kanata Baptist Church Congregation Inc.
(a Provincial Non-Profit Religious Corporation)

1.0 GOVERNANCE PHILOSOPHY

- 1.1 Governance Principles. The governance philosophy of this church and embodied in these By-Laws shall reflect the following principles:
- (a) Leadership positions will be filled by spiritually mature people with a commitment to serve;
 - (b) Organizational structure and governance relationships will be consistent with spiritual principles as embodied in Holy Scripture;
 - (c) Governance structure(s) and process(es) are tools that exist to enable ministry; they are not “ends” in-and-or-of themselves;
 - (d) Leadership will be empowered to lead, to make decisions and to deploy resources efficiently and effectively for ministry;
 - (e) All bylaws and operating policies shall serve two primary objectives:
 - i) To provide maximum flexibility and responsiveness on the part of leadership; and
 - ii) To provide Accountability for all actions taken on behalf of the church.
- 1.2 While not limiting specific responsibilities as they may be defined elsewhere in this By-Law, the primary roles of entities in the Church’s governance structure shall be as described in the following Articles.
- 1.3 The Congregation. The Congregation exists to serve God in ministry. The Congregation is the highest decision making body in the church. It is accountable to God for actions taken and decisions made in its’ name. To assist the Congregation in this enterprise, leadership is empowered to act on the Congregation’s behalf. The Governing Council is authorized to act within the parameters established by these By-Laws and any additional policies that may be enacted from time to time.
- 1.4 The Governing Council. The Governing Council’s role is three fold. First, the Governing Council is a legal entity. As the Board of Directors for the corporation, Kanata Baptist Church Congregation Inc., the Council is authorized to make any legal and/or financial decisions required to discharge that responsibility. The second is to establish the policies by which the congregation

- will be governed and third, to establish Accountability for all that is done on behalf of the congregation.
- 1.5 The Pastoral Team Leader. The Pastoral Team Leader has the responsibility for leadership and oversight of all the operations and ministry associated with KBC. He is accountable to the Governing Council and is responsible to lead the ministry of the congregation within the parameters and policies set out by the Governing Council.
 - 1.6 The Pastoral Team. The Pastoral Team determines, designs, and implements plans and conducts programs with the assistance of Volunteers as directed by the Pastoral Team Leader. They are accountable to the Pastoral Team Leader for the specific areas of ministry they have been called to perform.
 - 1.7 The Elders. The Elders have the responsibility for the spiritual growth and development of the congregation. They uphold the core theological beliefs and spiritual values of the congregation as well as maintaining church discipline.
 - 1.8 The Deacon of Administration. The Deacon of Administration fulfills a support role and is responsible for the Finance and Human Resources functions of KBC. The Deacon of Administration is accountable to the Pastoral Team Leader. The Deacon of Administration is also responsible for establishing the yearly budget for Governing Council approval and provides financial status to the Governing Council on a monthly basis.
 - 1.9 The Church Administrator. The Church Administrator fulfills a support role and is responsible for administrative services required to effectively and efficiently support, develop, and implement ministry priorities, including all KBC facilities and computer and related technologies. The Church Administrator is accountable to the Pastoral Team Leader. This individual must meet the criteria for leadership as outlined in 5.1.
 - 1.10 Key relationships. Key accountability and reporting relationships are shown in Figure 1 attached as Annex A to this By-Law. More details on specific roles and accountabilities may be found in the articles that follow.

2.0 GOVERNANCE POLICY

- 2.1 The Pastoral Team Leader, individually, and the Elder's Council, collectively, are accountable, to the Governing Council. By establishing policy, the Governing Council guides the Pastoral Team Leader and the Elders in their actions to ensure an obedient response to the call of God for the Congregation. Policies protect the Congregation, from forces, both internal and external, that would threaten and/or prevent both leadership and Congregation from being obedient to the call of God. The Council shall establish the following:
 - (a) The ends to be achieved. Ends are a combination of the following three elements:

- i) the impact, difference, change, benefit(s) or results that are expected as a result of our ministry;
- ii) the description, identification of those who will experience the results, in short, the “recipients”; and
- iii) the priority, the cost, or worth of the results that are expected to be achieved.

Note: Policies with respect to “ends” will answer these questions: What should the ministry of KBC accomplish for Christ? What will KBC undertake to achieve, for whom and at what cost? What ends are acceptable, which are not?

- (b) The means by which the ends will be achieved. Policies will define the methods, situations, circumstances and practices that are acceptable to the Congregation in order to achieve the desired results. Policies will outline the necessary parameters, boundaries and authorities required for the ministry to operate. As a principle, means will always be consistent with Biblical principles.
- 2.2 Governing Council - Pastoral Team Leader - Elder Relationships. Policies will be established to define the Governing Council, the Pastoral Team Leader and Elder’s roles relative to each other. Policies will also outline detail with respect to delegated authority, frequency of reporting and the process for performance evaluation.
- 2.3 Governing Council Processes. The Governing Council is responsible for the overall governance process in the church as well as for the way in which the Council conducts itself. Policies will be established, as a minimum, to cover the following areas:
- (a) Congregational Governance
 - (b) Council Governance
 - (c) Performance Evaluations for leadership
 - (d) Self-assessment of Council performance

3.0 THE ORGANIZATION OF THE CHURCH

- 3.1 Leadership Bodies of the Church. The official leadership bodies of the Church shall be as follows:
- (a) The Governing Council; and
 - (b) The Council of Elders.
- 3.2 The Governing Council. The function of the Governing Council is to represent the Congregation and to maintain the governance process. They set policy and monitor the results of ministry, including performance assessments of the Pastoral Team Leader and the Elders.

- 3.3 The Council of Elders. The function of the Elder's Council is to oversee the mission of the church as well as the spiritual development and growth of the Congregation. They are also responsible for maintaining the core theological beliefs and values of the church and for maintaining church discipline.

4.0 OFFICERS OF THE CHURCH

- 4.1 Church Officers. The officers of the church shall be drawn from the ranks of the Governing Council. They are identified as follows:
- (a) Chairperson of the Governing Council;
 - (b) Vice-Chairperson of the Governing Council; and
 - (c) Secretary of the Governing Council.
- 4.2 The Chair of the Governing Council will act as moderator and presiding officer at all Church meetings. He will preside at the meetings of the Governing Council; he shall be accountable for the integrity and proper functioning of the governance process in the church; he shall brief newly elected officers and committees of their duties and responsibilities; and he shall be responsible for the proper hand-over between successors in office during his tenure and its close.
- 4.3 The Vice Chair of the Governing Council will act on behalf of and in place of the Chair when the Chair is unable to preside; he will support the work of the Council; he will share responsibility for the on-going work of the Church as may be assigned by the Chairperson. He will succeed as Chairperson in case of the Chair's inability to continue office.
- 4.4 The Secretary of the Governing Council is the official recorder of the decisions of the Council and the designated holder of Church official records. He is accountable to ensure that all relevant Church documents and records are kept current and accessibly. Documents may include, but are not limited to: church bylaws, policy manuals, church Membership, congregational decisions, and any related documents that document the organizational and ministry objectives for the Church as a whole as well as any business decisions taken on behalf of the Congregation.
- 4.5 Election of Officers. The Chairman of the Governing Council shall be elected by the Congregation at the annual Budget and Elections meeting of the Church. All other Officer positions shall be appointed by the Governing Council from within their own ranks.

5.0 CRITERIA FOR LEADERSHIP

- 5.1 Leadership Criteria. Candidates for election/appointment to any leadership position in the church shall demonstrate the following characteristics:
- (a) Be spiritually mature;

- (b) Have confirmation of spiritual giftedness in the area they will serve;
- (c) Be Members of the church; and
- (d) Be willing to serve for the full term.
- (e) Be in full agreement and supportive of the ministry values of KBC as defined in vision, mission, and core value statements of KBC.

6.0 THE GOVERNING COUNCIL

- 6.1 Governing Council Accountability. The Governing Council is accountable to the Congregation for all decisions made and actions taken on their behalf.
- 6.2 Council Membership. The membership of the Governing Council shall consist of a minimum of five and not more than nine persons. The Council shall be composed as follows:
- (a) Chairperson;
 - (b) Chair of Elder's Council;
 - (c) One additional Elder, and
 - (d) The Pastoral Team Leader as an ex-officio member.
 - (e) Up to four additional members may be added at the recommendation of the Governing Council as circumstances and availability warrant. Nominees may be drawn from the Elder's Council and/or the Congregation at large provided they meet the selection criteria as noted in Article 6.3.
- 6.3 Criteria for selection. To be eligible for election as a member of the Governing Council, candidates must:
- (a) Meet the basic criteria for leadership as specified in Article 5.1;
 - (b) Have demonstrated giftedness for oversight; and
 - (c) Is or has been fully engaged for a minimum of one year in the ministries and life of KBC.
- 6.4 Duties of the Governing Council. The duties of the Governing Council will be those considered essential to the fulfillment of their responsibilities on behalf of the Congregation, including, but not limited to the following:
- (a) The first and foremost function of the Governing Council is to establish the governance policies as set out in Article 2 of this bylaw;
 - (b) The Council shall evaluate the effectiveness of the entire Church's ministry as it relates to the ministry objectives and overall vision, the collective performance of the Elders, as well as the individual performance of the Pastoral Team Leader;

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- (c) The Council shall function as the Audit Committee of the Church, the purpose of which is to review the results of the auditor's annual report as well as any other audit(s) that may be complete;
 - (d) The Council shall undertake all legal and financial commitments on behalf of the Congregation;
 - (e) The Council shall assemble at the call of the Chairperson as required in order to accomplish its' work, but shall meet at least four (4) times a year. The Council shall assemble if a minimum of two other Members request such a meeting.
 - (f) The Council shall establish a Pastoral Search Committee when required as guided by the Holy Spirit and affirmed by the Congregation. The Pastoral Search Committee chair will be appointed by the Governing Council and the committee will be comprised of an Elder and Members from the Congregation who are fully engaged Members in good standing.
 - (g) The Council shall establish a Nominations Committee when required who will recommend to the Council suitable candidates for fulfilling leadership vacancies that arise from time to time requiring a Congregational vote.. The Nominations Committee chair will be appointed by the Governing Council and will consist of the following members: the Pastoral Team Leader or his designate, one member from the Elder's Council and at least one Member in good standing from the Congregation.
 - (h) The Council shall ask the Deacon of Administration to establish a Compensation Committee to determine acceptable yearly remuneration for Pastoral staff. The Compensation Committee shall present their recommendations to the Council for approval prior to the setting of the annual budget.
- 6.5 Term of Office - Governing Council Members. All Council Members shall be elected for a term of three years, and shall be eligible for re-election for one additional term. They may be nominated again after an absence of one year from the Governing Council.
- 6.6 Election of Governing Council Members. All Council Members shall be elected by majority vote at the Budget and Elections Meeting of the Church, and will take office at the beginning of the Church's operating year. Any Council Member may be removed by resolution of the Members at a duly called meeting of the Members of the Church.
- 6.7 Vacancies in Office. Vacancies in office may be filled by appointment of the Governing Council for the remainder of the term, or until the next meeting of a duly called Meeting of the Church whichever comes first, at which time any acting appointments shall be approved by resolution of the Members of the Congregation.

7.0 ELDER'S COUNCIL

- 7.1 Elder's Accountability. Individual elders are accountable to the Chair of the Elder's Council for the specific assignments or portfolios that have been assigned by the Chair. The Chair of the Elder's Council is accountable to the Governing Council. In instances, where individual Elders have been assigned specific ministry duties in the Church, they are accountable to the Pastoral Team Leader for the manner in which those duties are performed.
- 7.2 Elder's Council Composition. The Elder's Council is composed of Pastors and laity affirmed by the Congregation. There is no fixed number of Elders. The total number of Elders shall be determined by recommendation of the Elder's Council to the Congregation.
- 7.3 Criteria for Selection. Elders must meet the following criteria:
- (a) Must meet basic elements of leadership as defined in Article 5.1;
 - (b) Be able to teach as defined in 1 Timothy 3; and,
 - (c) Affirmation of Spiritual discernment.
- 7.4 Chairman's Duties. The Chairperson of the Elder's Council will preside over all meetings of the Council of Elders and have responsibility for the spiritual maturity of the church as well as the ministry objectives that have been assigned to the Elders by the Pastoral Team Leader. The purpose and responsibilities of the Council, as well as the number of elders and their respective roles will be outlined in the Elder's Policy Manual, which the Council Chair will implement (where necessary) and update on an annual basis. He shall also serve as a member of the Governing Council.
- 7.5 Elder's Council Duties. The Elder's Council is responsible for:
- (a) Advancing the mission of the church;
 - (b) Ministry development and growth including identification and implementation of emerging ministries;
 - (c) Establishing core theological beliefs and spiritual values;
 - (d) Spiritual development and growth of the Congregation; and
 - (e) Church discipline.
- 7.6 Election of Elders. All Elders shall be affirmed annually at the Budget and Elections Meeting of the Church based on recommendations made by the Elder's Council. Elders will take office as soon as elected or appointed. Any Elder may be removed by recommendation of the Elder's Council and approved by the Congregation or a resolution of the Members at a duly called Meeting of the Members of the Church.
- 7.7 Identification of Chairperson. The Chairperson of the Elder's Council shall be elected by the congregation. Individual roles within the Elder's Council shall be determined by the Chairperson of the Elder's Council.

- 7.8 Vacancies in Office. Vacancies in office may be filled by appointment of the Chair of the Elder's Council for the remainder of the term, or until the next meeting of a duly called Meeting of the Church whichever comes first, at which time any acting appointments shall be affirmed by the Members of the Church.

8.0 PASTORAL TEAM

- 8.1 Pastoral Team Accountabilities. The Pastoral Team consists of individual pastors and ministry staff and are accountable to the Pastoral Team Leader. They are responsible for specific areas of ministry assigned to them by the Pastoral Team Leader.
- 8.2 Duties of Pastoral Team Leader. The Pastoral Team Leader is accountable to the Governing Council. He is responsible for leadership and oversight of all the operations and ministry associated with KBC within the parameters established by the Governing Council. He is given the authority to establish the vision, to develop the necessary plans and to make the decisions in order to implement that vision. This involves the deployment of pastors, elders, staff and/or laity, in whatever combination he deems fit, as well as committing the financial and physical resources required to accomplish ministry objectives that have been determined by the Governing Council and agreed upon by the Congregation.
- 8.3 Duties of Pastors. Pastors perform the duties of ministry in accordance to the ministry responsibilities and objectives that he was called to fulfill and under direction of the Pastoral Team Leader.
- 8.4 Calling of Pastors. Pastors are hired (via a "Pastoral Call") by the Congregation upon recommendation by the Governing Council. The Pastoral Candidate must receive a majority of votes, as specified in Article 7.3c of By-Law 1, of the Members of the Church at a duly called congregational meeting.

9.0 THE DEACON OF ADMINISTRATION

- 9.1 Deacon of Administration. The Deacon of Administration is accountable to the Pastoral Team Leader for areas of Human Resources and Finances. He/she also reports to the Governing council on budgeting as required.
- 9.2 Expert Committees. The Deacon of Administration will manage two expert committees composed of laity selected in conjunction with the Pastoral Team Leader. The two committees will be:
- (a) Finances; and
 - (b) Human Resources

The roles, responsibilities, and accountabilities of these committees will be identified in their respective policy documents, and agreed to be the Governing Council.

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- 9.3 Criteria for Selection. Deacon of Administration must meet the following criteria:
- (a) Must meet basic elements of leadership as defined in Article 5.1;
 - (b) Must display potential for service and administration; and
 - (c) Must have demonstrated ability to function as part of a team.
- 9.4 Terms of Office. The Deacon of Administration shall be elected for a two-year term with the possibility of election to an additional term of office. Individuals may be nominated again after an absence of one year from this role.
- 9.5 Election of Deacon of Administration. The Deacon of Administration shall be elected by majority vote at the Annual Budget and Elections Meeting of the Church based on recommendations made by the Nominations Committee. The Deacon of Administration will normally take office at the beginning of the church year. In the event of appointments being made the Deacon of Administration shall take office immediately and their appointment shall be ratified by the Congregation at the next scheduled meeting of the Congregation. The Deacon of Administration may be removed by recommendation of the Pastoral Team Leader to the Congregation or a resolution of the Members at a duly called Meeting of the Members of the Church.
- 9.6 Vacancies in Office. Interim vacancies in office may be filled by appointment of the Pastoral Team Leader for the remainder of the term.

10.0 COMMITTEES

- 10.1 There will be a Nominations Committee created as required. The Nominations Committee will recommend to the Congregation specific names for positions that must be filled for election by the Congregation at the Annual Budget and Elections Meeting. Subsequent to the presentation by the Nominations Committee of recommended names at the Annual Budget and Elections Meeting, the Nominations Committee will be dissolved. (refer to section 6.4)
- 10.2 There will be a Compensation Committee created annually. (refer to section 6.4)
- 10.3 Other Committees. Other committees may be appointed to fulfill specific roles not already assigned to the Deacon of Administration .
- 10.3.1 Committee structure and accountability. The numbers of committees, their roles and terms of office shall be established by the Pastoral Team Leader at the time of appointment. Committee chair(s) shall be appointed by the Pastoral Team Leader and they are accountable to him or to another member of the Pastoral staff for the mandate assigned to the committee.
- 10.3.2 Criteria for appointment. Criteria for appointment to a committee are as follows:
- (a) Demonstrated commitment to Christ and His service;
 - (b) Demonstration of giftedness for service required; and
 - (c) Willingness to serve the Congregation.

11.0 STAFF

- 11.1 Church Administrator. The Church Administrator is accountable to the Pastoral Team Leader for areas of Staff, Facilities and Technology. Church Administrator is hired by the Deacon of Administration on behalf of the Congregation.
- 11.2 Other staff. Staff are hired by the Deacon of Administration on behalf of the Congregation and are accountable to the Church Administrator for the specific responsibilities for which they were hired. Staff may not hold elected leadership positions; however they may sit as voluntary members of committees provided there is no conflict of interest with their primary duties. The Deacon of Administration shall be the final judge in determining if such conflict exists.
- 11.3 Intern staff positions are hired by the Church Administrator and are accountable to the sponsoring pastor.

12.0 CHURCH CLERK

- 12.1 Church Clerk's Duties. The Church Clerk is accountable to the Governing Council and is responsible for maintaining accurate records of the proceedings of all congregational meetings, maintaining accurate Membership Rolls and taking any action related to letters of transfer. The Church Clerk shall perform such other duties as the Governing Council or the Congregation may request including but not limited to co-ordinating congregational delegates to denominational meetings.
- 12.2 Church Clerk Term of Office. The Church Clerk shall be elected by the Congregation at the Budget and Elections Meeting, as recommended by the Governing Council, for a term of three years and will be eligible for re-election at the end of their term. There are no restrictions on serving consecutive terms.

13.0 RATIFICATION OF THE BY-LAWS

- 13.1 The undersigned hereby certifies that the revised By-Laws were confirmed by the Members of Kanata Baptist Church on the 20th day of June, 2007.

Name: Anna Smith

Title: Church Clerk

Annex A to By-Law # 3

KBC – Governance Model

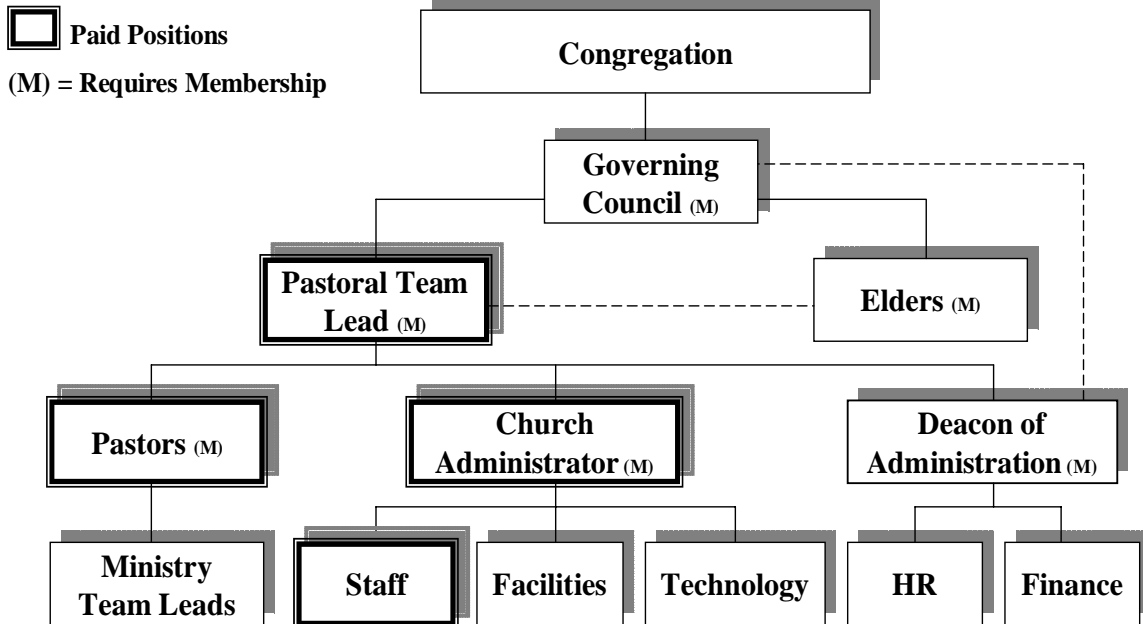


Figure 1 - Accountability Relationships at KBC