



General Operating By-Law  
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# **TRINITY BIBLE CHURCH – GENERAL OPERATING BY-LAW**

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## **Part I. MEMBERSHIP**

### ***Section 1.01 Introduction - Definitions and Qualifications***

- (a) Everyone who has been born again into the kingdom of God is a member of Christ's body of believers. Specific membership in Trinity Bible Church is for the purpose of demonstrating a commitment to this particular part of the body, for using one's gifts in service to God with and through this body and for a public declaration of agreement with specific interpretations of scripture as stated in the constitution below. Membership is also for organizational purposes, such as inclusion in the responsibility of voting (18 years and older) about church issues and procedures as required.**
- (b) Therefore, a Member is one who chooses to join Trinity Bible Church, who agrees with the statements in the Membership Covenant and who has been approved by the Elder's Board.**
- (c) Adherents (see section 1.08) are those people who have not applied for membership at Trinity Bible Church, or who may not agree with some of the statements in the Membership Covenant, yet who attend services and participate regularly in the life of the church.**

### ***Section 1.02 Membership - Admission Procedure***

- (a) The Elders shall be responsible for establishing a procedure for interviewing and welcoming all prospective members and adherents. This shall include an opportunity for any member of the church to express, to the Elders' Board, comments s/he may have about the appropriateness of membership for the prospective candidate.**
- (b) Members shall be required to sign a Membership Covenant between the member and Trinity Bible Church. This covenant shall be considered binding upon both parties for the duration of the member's tenure at Trinity Bible Church.**
- (c) The membership covenant shall be witnessed by at least two Shepherding Elders.**

- (d) A Pastor and his wife (if married) shall be deemed to be members from the commencement of his duties**

### ***Section 1.03    Membership - Responsibilities***

- (a) Each member is expected to observe the following in accordance to Romans 12:1 “reasonable service”:**
  - (i) Attend the services of the church faithfully and support the church in prayer;**
  - (ii) Observe the Lord’s Day in worship, Christian fellowship and service;**
  - (iii) Use their spiritual gifts and the talents the Lord has given to serve Him, thereby edifying the local body by becoming an integral part of the community of saints;**
  - (iv) Give freely of their time and money to Christ and His church;**
  - (v) Walk in love with fellow believers; supporting, admonishing, and helping others as necessary;**
  - (vi) Live soberly and righteously in this present world turning away from and avoiding that which is not becoming to Christian character and turning toward and pursuing that which brings glory to God; and**
  - (vii) Recognize, respect and be accountable to the authority of the Elders of this church as encouraged in Hebrews 13:17**

### ***Section 1.04    Membership - Rights***

- (a) Members who are eighteen (18) years of age or older are eligible to be actively involved in church government by voting on church matters as they are presented.**
- (b) A member, subject to the approval of the Elders, is eligible to hold office within the church as defined in the by-laws of this church document.**
- (c) On being admitted to membership, each member is entitled to and the church shall give them, a copy of the Constitution and General Operating By-law of the church but subsequent hardcopies must be purchased.**



### **Section 1.05    *Membership - Privileges***

- (a) Regular participation in the Lord's Supper (Communion) with the body of believers.**
- (b) As a member of this body of believers you can expect to:**
  - (i) be surrounded with the warm caring love of your fellow members;**
  - (ii) receive sound Bible teaching, spiritual guidance, and prayerful support;**
  - (iii) receive the encouragement and resources needed to practice your spiritual gifts and talents for the edification of the body; and**
  - (iv) share in the blessings the Lord bestows on this church.**

### **Section 1.06    *Membership - Withdrawal and/or Termination***

- (a) The Elders will regularly review and update the membership roll of the church and ensure its accuracy before any duly called congregational Meeting of Members of the church. The updated membership roll will be made available to the congregation at the beginning of any such Meeting of Members.**
- (b) A member may withdraw from membership by providing written notification to an Elder. Should the member be in good standing at that time, and upon request, the church shall provide a letter of commendation to another church fellowship.**
- (c) Prior to the withdrawal of membership as outlined above the person shall be contacted, if possible by the Elders for discussion of the situation and the Elders shall have made documented efforts to restore the person to full fellowship in the church.**
- (d) Membership in the church may be withdrawn at the discretion of the Elders under the following conditions:**
  - (i) consistent absence from the regular services and meetings of the church for a period of three (3) to six (6) months without adequate cause;**
  - (ii) missing all communion services without cause over a period of six (6) months;**
  - (iii) engaging in a lifestyle that is inconsistent with Biblical principles;**

- (iv) Adopting a contrary attitude or engaging in activities which show that he/she is not in agreement with the church's Values Statement, [Statement of Faith](#), [Lifestyle Statement](#), or other policy statements as defined in [Section X](#);
- (v) promotion or conviction of practices that are contrary to those of the church;
- (vi) unwillingness to respond positively to a matter of discipline brought to the member by the Elders.

#### **Section 1.07 Associate Membership**

- (a) An Associate Member without voting privileges, is one who is identified with Christ and fellowships with Trinity Bible Church and who fulfills all the criteria for membership but:
  - (i) has not attained the age of eighteen (18) years of age; or
  - (ii) is absent from the services of the church for a sequential three (3) month period due to age or sickness or other circumstances, but not related to their spiritual condition. Upon return, re-admission to full membership shall be in accordance with the procedure established by the Elders in [Section 1.02](#)

#### **Section 1.08 Adherents**

- (a) An adherent is a person who regularly attends public worship services of the church, professes faith in Jesus Christ as his or her Saviour and Lord, respects the church constitution and submits to the authority and discipline therein, and may be involved in approved church ministry, but who has not made formal application for Membership in the church.
- (b) The determination of whether a person becomes or continues to be an adherent of the church shall be made from time to time at the discretion of the Board of Elders after an appropriate personal interview and recommendation by the Pastor and/or Shepherding Elders. This interview shall precede any participation in ministry or service by the prospective adherent.
- (c) Before a person is accepted as an adherent, such person shall be required to sign a statement that s/he will respect the church

constitution and submit to the authority of the church as expressed in the church constitution.

- (d) An adherent shall have similar rights, responsibilities and privileges as members of the church as defined under membership sections 1.03 – 1.05. The exceptions to these rights, responsibilities and privileges are that an adherent shall not be permitted to vote at any Meeting of Members and shall not hold any office in the church as defined in [Part V](#). All other rights, responsibilities and privileges, as defined in Section 2.03, are subject to qualification by the Board of Elders.

#### ***Section 1.09 Membership and Adherent Record***

- (a) A record of Members, both active and associate, and adherents of the church shall be kept by the church Clerk.

#### ***Section 1.10 Church Discipline***

- (a) As a church we engage in Christian fellowship and love. We also agree to church discipline as required to uphold the standard of our calling in Christ. Therefore, to ensure Biblical procedure and the process of natural law, we set forth the following.
- (b) If a specific allegation has been made and unresolved after an attempt at following the procedure laid out in Matthew 18:15,16 then:
  - (i) the person against whom the allegation has been made will receive notice in writing, hand delivered by two Elders or if not possible to deliver by hand then delivered by registered mail, the allegation that is unresolved through the procedure (Matt 18) cited above. Also included will be a time and place at which the Elders' Board will consider the matter;
  - (ii) both parties will be encouraged to be present at this meeting and affirm or respond to the allegation. The person against whom the allegation was made may invite a witness to observe but not participate in the proceedings. Emphasis is on the restoration of fellowship between the person making the allegation and the person against whom the allegation was made and their respective relationship to God and his local body – the church;
  - (iii) the Elders will review all evidence and testimony and then spend time in prayer and deliberation. The result of this process will be a mutual decision concerning the issue; and

- (iv) both parties in the allegation will then be provided with the resulting decision arising out of the hearing. This will include their conclusions as to the veracity of the allegation the seriousness of the consequences and the manner in which the allegation will be dealt – confession, restitution, public announcement to the church members, and/or congregational response.
- (c) The disciplinary process shall be confined within the context of the sin or scope of the common knowledge of the issue and shall follow these guiding principles:
  - (i) a person's confession is required prior to restitution;
  - (ii) restitution will be confined as per paragraph (iv) above;
  - (iii) other churches, persons, or institutions, cannot be gratuitously advised of discipline results. However, the Board of Elders may consider a specific request for information from an interested third party and determine an appropriate response;
  - (iv) the person under church discipline may not abrogate the process by submitting his/her resignation of membership or by withdrawing from the process. Resolution of the matter will be sought; and
  - (v) an individual who has been disciplined or whose Membership or adherency has been terminated shall not be barred from public worship unless his/her presence is disruptive to the peaceful proceedings of the public worship service as determined in the sole opinion of the Board of Elders. If such an event occurs the individual agrees that he/she may be removed from such public worship service without the necessity of legal action, whether or not such individual is at that time a Member or adherent of the church.

### ***Section 1.11 Waiver, Mediation and Arbitration***

- (a) The intent of this section is to build the unity of the church and the fellowship of the saints in order that we may achieve the goal of unity as expressed by Jesus Christ in John 17.
- (b) ***Disciplinary proceedings shall not lead to legal action:*** – Notwithstanding anything else contained herein, membership or adherency in the church is given upon the strict condition that disciplinary proceedings and the results thereof and any other proceedings or matters arising out of the church constitution shall not give a member or adherent cause for any legal action against either the church, the Pastor, any Associate Pastor, any staff member of the church, any Elder, any Deacon, any Officer, or any member or adherent of the church,

- (c) ***Church membership constitutes a waiver against legal action:*** – The acceptance of membership or adherency in the church shall constitute conclusive and absolute evidence of a waiver by the member or adherent of all rights of action, causes of action, and all claims and demands against either the church, the Pastor, any Associate Pastor, any staff member of the church, any Elder, any Deacon, any Officer, or any member or adherent of the church in relation to disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with the church constitutions or involving the church in any manner whatsoever and this provision may be pleaded as a complete estoppel (i.e., the prevention of an action) in the event that such action is commenced in violation thereof.
- (d) ***Unresolved issues may be submitted to the Governing Elders:*** – In the event that a member or adherent is dissatisfied with any proceedings or results thereof, or any other matter arising out of the church constitution involving the member or adherent and the church, and if the member or adherent does not violate or circumvent the waiver contained in the previous paragraph or attempt to do so, **then the member may raise the issue to the Board of Governing Elders. This presentation may be written or oral. The Governing Elders will then decide if the complaint has validity.**
- (e) **If the complaint is judged by the Governing Elders to be invalid the person will be so informed and the matter will not receive further consideration.**
- (f) **If the complaint is judged by the Governing Elders to be valid then that Member or adherent may seek to have his or her concerns resolved through a process of Christian dispute resolution in accordance with Matthew 18:16 as follows:**
- (i) **the matter shall first be submitted to a panel of Christian mediators whereby the Member or adherent appoints one (1) mediator, the church appoints one (1) mediator and the two mediators so appointed jointly appoint a third (3) mediator;**
  - (ii) **the number of mediators may be reduced from three (3) to one (1) or two (2) upon the agreement of both church and the Member or adherent; and**

- (iii) the mediators so appointed shall then meet with the Board and the member or adherent in an attempt to mediate a resolution.
- (g) If the matter is not resolved through mediation, then the mediators shall arbitrate and decide all issues in accordance with the provisions of the *Arbitrations Act* of Ontario.
- (h) The award of the mediators, in their role as arbitrators, shall be final and binding upon the parties. The judgement once given may be entered by any court having jurisdiction.
- (i) All costs of the mediators appointed in accordance with this section shall be borne equally by the member or adherent and the church.

#### NOTES



## **Part II. MEETINGS OF MEMBERS**

### ***Section 2.01 Special Business***

(a) Special Business is:

- (i) all business at a special Meeting of Members (see below); and
- (ii) all business that is transacted at an annual Meeting of Members, except:
  - 1) consideration of the financial statement(s);
  - 2) the report of the Board of Elders, if any;
  - 3) the report of the auditor, if any;
  - 4) the appointment of directors, if any;
  - 5) the appointment of the auditor, if required;
- (iii) such other business that, under these bylaws or any governing statutes, ought to be transacted at an annual Meeting of Members, or business as brought under consideration by the report of the directors issued with the notice of the Meeting of Members.

### ***Section 2.02 Annual Meeting of Members***

- (a) **There shall be an annual Meeting of Members at such a time and place as determined by the Board to be no later than first week of March of each year. The purpose of the annual Meeting of Members will be to do the following:**
- (i) **receive necessary reports from the Officers, Committee Chairs, the Board, and the pastoral staff;**
  - (ii) **review and approve the financial statements for the immediately preceding year, including (if present) the Auditor's report thereon, and the budget for the upcoming year;**
  - (iii) **if determined necessary by special resolution, appoint the Auditor(s) for the upcoming year;**
  - (iv) **ratify the proposed names for the Elders and Deacons; and**
  - (v) **transact any other necessary business.**



### **Section 2.03    *Special Meetings of Members***

- (a) At the request of the Chairman of the Board or a majority of the Board, or upon the request of the lesser of at least twenty-five (25) Members or ten percent (10%) of the total Membership of the church, other special Meetings of Members shall be called and convened by the Chairman of the Board within thirty (30) days of the request.

### **Section 2.04    *Notice of Meetings of Members***

- (a) **Notice of all membership meetings (annual and special) shall be given to members orally at a regularly scheduled service of the church and published in the church bulletin at least two (2) Sundays prior to the date of the Membership Meeting.**
- (b) **The notice for all Membership Meetings shall include the date time, place and purpose of the meeting and shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.**

### **Section 2.05    *Omission of Notice***

- (a) The accidental omission to give notice of any Meeting of Members or any irregularity in the notice of any such meeting or the not-receipt of any notice by any member or by the auditor of the corporation shall not invalidate any resolution passed or any proceedings taken at any Meeting of Members, provided that no member objects to such omission or irregularity.
- (b) Objections must be in writing to the Chair and be submitted prior to the approval of the minutes of the meeting in question.

### **Section 2.06    *Quorum***

- (a) **For all matters *except constitutional amendments* a quorum for an annual or special Meeting of Members shall be constituted by the presence of twenty percent (20%) of the total membership of the church (save and except associate members) immediately prior to the time of the meeting in question.**

- (b) **For meetings that intend *to deal with constitutional amendments* the quorum for the annual or special Meeting of Members shall be constituted by the presence of fifty percent (50%) of the total membership of the church (save and except associate members) immediately prior to the time of the meeting in question.**
- (c) No business shall be transacted at any Meeting of Members unless the requisite quorum is present at the time of the transaction of such business.
- (d) If at any time during a General Meeting of Members there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present, or until the meeting is adjourned or terminated
- (e) If within thirty (30) minutes from the time appointed for a Meeting of Members a quorum is not present, the Members present and entitled to vote shall adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of Section 2.04 with regard to notice shall apply to such adjournment.
- (f) If at the adjourned Meeting of Members, a quorum is not present within thirty (30) minutes from the time appointed for the adjourned Meeting of Members, the members present and entitled to vote constitute a quorum.

### **Section 2.07    *Chair***

- (a) **The Chair of the Board (or designate appointed by the Elders) shall act as Chair of all members meetings and shall only be entitled to vote in:**
  - (i) the event of equality of votes (wherein the Chair shall have the deciding vote);  
or
  - (ii) in the event of a secret ballot.
- (b) If the person presiding as Chair of a members meeting wants to step down as Chair for all or part of that General Meeting of Members, the Chair may designate an alternate, hopefully neutral person, to Chair such general meeting, or portion thereof, upon receiving the consent of either the Vice-Chair (if such position exists) or the majority of the members present at such meeting.

## **Section 2.08    *Majority Vote***

- (a) At all annual and special Meetings of Members, every question except constitutional amendments shall be determined by resolution, being a simple majority vote of fifty percent (50%) plus one (1) of those members of the church present and entitled to vote, unless otherwise provided for by the Act or elsewhere in the General Operating By-Laws.**
- (b) Constitutional amendments shall be decided by a special resolution passed in the General Meeting of Members of the church by a majority of not less than seventy-five percent (75%) of the votes cast by those members of the church present and entitled to vote at such general meeting.**

## **Section 2.09    *Voting Procedure***

- (a) Every question submitted to any Meeting of Members shall be decided by a show of hands, except where a secret ballot is provided for or requested as stated below.**
- (b) In the case of an equality of votes, the Chair of the meeting may call for a secret ballot to confirm the vote. If there is still an equality of votes after the secret ballot then the Chair of the Meeting shall have the deciding vote.**
- (c) At any Meeting of Members unless a secret ballot is provided, a declaration by the Chair that a motion has been carried or carried unanimously or lost or not carried shall be conclusive evidence of the fact.**
- (d) A secret ballot may be held either upon the decision of the Chair or upon request of any member and shall be taken in such manner as the Chair directs.**
- (e) The result of a secret ballot shall be deemed to be the decision of the meeting at which the secret ballot was held.**
- (f) A request for a secret ballot may be withdrawn.**

## **Section 2.10    *Procedural Code***

- (a) The general rules of procedure for members meetings, and Board meetings shall follow the *Robert's Rules of Order – Modern Edition*, by the most current edition, except where varied by the General Operating By-Laws.
- (b) No resolution proposed at a General Meeting of Members need be seconded and the Chair or such meeting may move or propose a resolution.
- (c) Any issue at a General Meeting of Members which is not required by these bylaws or the Corporations Act to be decided by [Special Resolution](#) shall be decided by an Ordinary Resolution unless the by-laws dictate otherwise.
- (d) A voting member in good standing is entitled to one (1) vote per question/resolution.**
- (e) The Board may decide that a resolution shall be decided by secret ballot.
- (f) Voting by proxy is not permitted.**

## **Section 2.11    *Adjournment***

- (a) The Chair may with the consent of those present at the Meeting of Members adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members.
- (b) Any business brought before or dealt with at any adjourned Meeting of Members shall either be on the agenda of the original meeting or have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## NOTES

## **Part III. CHURCH LEADERSHIP**

The philosophical and functional basis for this section is contained in the Trinity Bible Church “Philosophy of Governance” document - – [Appendix 1](#).

### **Section 3.01    *Elders***

- (a) Elders are men who have been charged with the responsibility of church leadership.
- (b) **There shall be Governing Elders and Shepherding Elders each with different ministries.**
- (c) The primary functions of the Elders are ministering the Word, prayer, discipleship and church governance.

### **Section 3.02    *Governing Elders***

- (a) There shall be a Governing Board of Elders, hereinafter referred to as “the Board” or “the Board of Directors” that is responsible for decision making, spiritual leadership of the church and managing the affairs of the church.
- (b) **The Governing Board shall consist of at least three (3) and no more than the number of Elders agreed to from time to time in the process described in this by-law.**
- (c) With due consideration given to the abilities and gifts of individuals and the total available numbers of Elders, the Governing Board may be comprised of both Governing and Shepherding Elders.
- (d) **The Pastor may sit with the Governing Elders but shall not hold any office on the Board of Directors. He shall also refrain from any vote on financial considerations.**

### **Section 3.03    *Shepherding Elders***

- (a) Shepherding Elders are primarily concerned with the pastoral needs of the congregation.
- (b) **The Pastor shall be designated as a Shepherding Elder.**

- (c) The Shepherding Elders shall be responsible for spiritual leadership in worship, prayer, ministry of the word, counseling, discipleship and discipline.

#### **Section 3.04    Deacons**

- (a) Deacons are people called of God and the church to serve. They do so in order to relieve Elders from being distracted from effectively ministering the Word, prayer and discipleship.
- (b) Deacons shall be assigned specific responsibilities by the Board for the orderly management and operation of the church.
- (c) Every [Program Committee](#) (see part 6.03) of the church shall include at least one Deacon.

#### **Section 3.05    Qualifications for Elders and Deacons**

**(a) Elders – all of the following shall apply:**

- (i) he must be male and should be over the age of twenty-five (25);
- (ii) he must be a member in good standing;
- (iii) he must be actively involved in a positive manner in the ministry(s) of the church ;
- (iv) he must fulfill the spiritual qualifications for a spiritual leader as set out in 1 Timothy 3:2 – 7 and Titus 1:6 – 9 and his lifestyle shall not evidence any unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles;
- (v) he must recognize that membership on the Board of Elders is a commitment to humble service, not a position of honour or status, nor a reward for past service; and
- (vi) he must recognize that membership on the Board of Elders is not only an administrative role but shall involve active participation in, and leadership of, ministries of the church as they are needed.

**(b) Deacons – all of the following shall apply:**

- (i) the person should be over the age of twenty-five (25);
- (ii) s/he must be a member in good standing;
- (iii) s/he must be actively involved in a positive manner in the ministry(s) of the church ;

- (iv) **s/he must fulfill the spiritual qualifications for a spiritual leader as set out in 1 Timothy 3:8 – 13 and their lifestyle shall not evidence any unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles;**
- (v) **s/he must recognize that being a Deacon is a commitment to humble service, not a position of honour or status, nor a reward for past service; and**
- (vi) **s/he must recognize that being a Deacon is not only an administrative role but shall involve active participation in, and leadership of, ministries of the church as they are needed.**

### **Section 3.06    Selection**

- (a) Each year (normally at the Annual General Meeting of Members) the Board will propose to the members a leadership nominating committee consisting of two Elders, one Deacon, one program committee Chair and one member at large and the Pastor who will act in an advisory capacity. The leadership nominating committee is an annual standing committee that reports to the Board and is renewed on an annual basis.
- (b) If it is not possible to obtain the five persons referred to in the previous paragraph for the leadership nominating committee then the elders may act as a committee of the whole to nominate names to the church membership. This is considered an exceptional circumstance.
- (c) Each year, eight (8) weeks prior to the Annual General Meeting of Members, the Leadership Nominating committee shall submit a recommended list of men to the Board to be proposed as – Elders and Deacons – to the membership. Final confirmation shall be done at the Annual General Meeting of Members.
- (d) Upon receiving the recommended list from the nominating committee the Elders Board shall review the names and inform the congregation in writing (church bulletin) of the proposed names. The names shall appear in writing before the congregation for a minimum of six (6) weeks prior to the annual General Meeting of Members. At the same time the Elders shall invite comment on the proposed names from the congregation. If any comments are received on any of the proposed names within the timeline defined above, then the elders shall meet with the person who made the



comment to substantiate and determine the effect on the proposed nomination.

- (e) If the information revealed is substantiated and would preclude the nomination of the person in question then their name shall be removed from the proposed list of nominees.
- (f) Comments shall be accepted up to two (2) Sundays prior to the Annual General Meeting of members. After this deadline, any comments received shall be reviewed for content, applicability and gravity but will not necessarily preclude the nomination of the person in question. A meeting with the person making the latent comments is only necessary if the elders board considers it so.
- (g) If no comments (written or verbal) are received by either the elders or the leadership nominating committee on the proposed nomination(s), then the nomination(s) shall be considered to be accepted by the congregation.
- (h) At the annual General Meeting of Members of the church each year, the Board will present to the membership the names of those men who will be added as – Elders and Deacons. The term of office will commence the week after the annual General Meeting of Members.

### **Section 3.07    *Term of Office***

- (a) Elders:
  - (i) **The term of office for all Elders, with the exception of the Pastor(s), shall be three (3) years, unless terminated as provided for in this By-law. For members of the Governing Board, a one year break off the Board is required after a maximum of two (2) consecutive terms.** A one year extension may be granted in exceptional circumstances noted in [Section 5.03 \(e\)](#). This paragraph does not apply to members of the pastoral staff although they shall be affirmed in the manner outlined in this By-law.
  - (ii) Elders shall be appointed and shall retire in rotation based on a three year cycle. At the first Meeting of Members one third (1/3) of the Board shall be appointed to hold office until the end of the third (3<sup>rd</sup>) full fiscal year after that date, one third (1/3) to hold office until the end of the second (2<sup>nd</sup>) full fiscal year after that date, and one third (1/3) to hold office until the end of the first full fiscal year after that date.
  - (iii) Subsequently at each Annual General Meeting of Members thereafter new members of the Board shall be elected to fill the position of those members of

the Board whose term of office has expired and each member of the Board so appointed shall hold office until the end of the third (3<sup>rd</sup>) year after their appointment.

(b) Deacons:

- (i) **The term of office for all Deacons shall be three (3) years, unless terminated as provided for in these By-laws.**
- (ii) Deacons shall be appointed and shall retire in rotation based on a three year cycle. At the first Meeting of Members one third (1/3) of the proposed Deacons shall be appointed to hold office until the end of the third (3<sup>rd</sup>) full fiscal year after that date, one third (1/3) to hold office until the end of the second (2<sup>nd</sup>) full fiscal year after that date, and one third (1/3) to hold office until the end of the first full fiscal year after that date.
- (iii) Subsequently at each Annual General Meeting of Members thereafter, proposed Deacons shall be elected to fill the position of those Deacons whose term of office has expired and each Deacon so elected shall hold office until the end of the third (3<sup>rd</sup>) full fiscal year after their election.

**Section 3.08    *Resignation, Termination or Vacancy***

- (a) **If the personal circumstances of any Elder or Deacon make it difficult for that member to devote the necessary time or energy to the work of the Board, then that individual shall be free to resign from the Board without embarrassment or stigma regardless of the term of that individual.**
- (b) If for any reason an individual chooses to resign, then, if possible, he shall give thirty (30) calendar days written notice to the Chair of the Board who in turn shall call it to the attention of the Board who shall have the power to accept such resignation between Meetings of Members of the church. Such letter of resignation shall normally set out the reasons for the departure of the member from the Board.
- (c) **The position of an Elder or Deacon shall be automatically vacated if any of the following situations occur:**
  - (i) the individual resigns his position by delivery of a written resignation to the Chair of the Board and acceptance by the Board;
  - (ii) the individual no longer fulfills all the qualifications as set out in [Section 3.05](#);
  - (iii) the individual is found to be mentally incompetent or of unsound mind;
  - (iv) the individual becomes bankrupt;

- (v) the individual ceases to be a member of the church;
  - (vi) the individual, in the opinion of a two thirds (2/3) majority vote of the Board, has evidenced unethical or immoral conduct, or is no longer willing to either comply with, adhere to or submit to the scriptural authority and procedures set out in the church constitution; or
  - (vii) the individual is determined by a seventy-five percent (75%) majority vote (rounded up to the next whole number) – [Appendix 3](#) – or a minimum of four (4) of the total Elders Board – which ever amount is greater, to be unfit to hold office as a member of the Board for any other reason.
- (d) If any vacancies should occur for any reason as set out in this section (4.08), the Board of Elders by a two thirds (2/3) majority vote, may by appointment, fill the vacancy until the next Meeting of Members at which time the Nominating Committee shall nominate a person as detailed in [Section 3.06](#) to fill the vacancy for the balance of the unexpired term caused by such vacancy. Upon the filling of such vacancy the Board shall notify the church membership.
- (e) If the number of Elders is increased by special resolution at a Meeting of Members, a vacancy or vacancies shall thereby be deemed to have occurred, which vacancy shall be filled in the manner provided in Sections 3.06 and 3.08.

### **Section 3.09     *Delineation of Authority***

- (a) **General Authority: – The Board of Elders shall be responsible for the overall spiritual, administrative and temporal affairs of the church.** They shall make, or cause to be made, for the church in its name any kind of contract which the church may lawfully enter into, save as hereinafter provided, and generally may exercise such other powers and do such other acts and things as the church is, by its Letters Patent, the Act, or otherwise, authorized to do as defined in this by-law.
- (b) **Notwithstanding the foregoing, any situation that is outside of the span of control envisaged by the general operating by-law shall require a corporate decision by all the Elders – both Governing and Shepherding Elders. The resolution shall be prepared in writing and any Elders not present at the time of deliberation shall be contacted for their decision.**

**(c) Specific Authority: – Without limiting the generality of the foregoing, the Board of Elders shall be authorized to carry out the following duties and responsibilities:**

- (i) to exercise overall responsibility over the day-to-day administration and operations of the church and to oversee the expenditure of church funds in general accordance with the approved annual budget referred to in the General Operating By-law;
- (ii) to formulate and recommend policy statements as defined in the by-law to the membership, and to implement those policy statements approved by the membership;
- (iii) to oversee the discipline of members and adherents in accordance with and pursuant to the procedures set out in the General Operating By-law;
- (iv) to regularly assess and evaluate the relationship of the Pastor or Associate Pastor(s) to the church and if a change is deemed appropriate to ensure that a membership meeting of the church is called to discuss and authorize an appropriate change;
- (v) to take such steps as are necessary to enable the church to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the church;
- (vi) to appoint such agents and engage such employees (with the exception of the Pastoral staff which shall require church membership approval) as it deems necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Elders at the time of such appointment;
- (vii) to establish other offices and/or agencies elsewhere in Canada or internationally on behalf of the church as may be approved by the membership on the recommendation of the Board of Elders;
- (viii) to prescribe such rules and regulations not inconsistent with this General Operating By-law relating to the management and operations of the church as the Board determines appropriate; and
- (ix) to generally exercise such power and to do such other acts and things as the church is by its Letters Patent, the Act, General Operating By-law, or otherwise authorized to exercise and do by By-law.

**(d) Remuneration of Employees: – The reasonable remuneration for all officers, employees and agents of the church as determined appropriate by the Board of Elders shall be fixed by the Board of Elders by resolution. Such resolution shall have force and effect provided that such remuneration does not exceed the last approved**

budget of the church, otherwise such resolution shall require the approval of the membership before coming into force and effect – see [Section 2.02 Paragraph \(a\) sub para \(ii\)](#). The Pastor shall not participate in any vote which involves financial considerations or remuneration of employees.

- (e) **Board Report** – The Board of Elders shall through the Chair of the Board of Elders report to the membership at the Annual Membership Meeting. At the said meeting, the Chair of the Board of Elders shall be available to answer any questions by members and to entertain any motion arising from the floor concerning the proceedings of the Board of Elders. In addition, the Board of Elders, when deemed appropriate by the Board, shall either post or distribute a brief written report.
- (f) **No Remuneration of Elders or Deacons** – Elders and Deacons shall serve as such without remuneration and no member of the Board of Elders shall directly or indirectly receive any profit from his position as such, nor shall any Elder or Deacon receive any direct or indirect remuneration from the church, provided that the Elder or Deacon may be paid for reasonable expenses incurred by them in the performance of their duties. The exception to the foregoing is the salary paid to the Pastor(s) who will also serve as a Shepherding Elder.
- (g) **Conflict of Interest** – No Elder shall place himself in a position where there is a conflict of interest between his duties as an Elder and his other interest.
  - (i) **An Elder is considered to be in a conflict of interest if:**
    - 1) in any way he stands to benefit directly or indirectly in a material way from an existing or proposed contract, transaction or arrangement with the church; or
    - 2) the proposed contract, transaction or arrangement with the church involves a member of his [immediate family](#) (see definitions); or
    - 3) the proposed contract, transaction or arrangement with the church involves his partner, business associate or corporation that the Elder is involved with either as a director, shareholder, officer, employee or agent.
  - (ii) **If a conflict of interest exists then**
    - 1) the Elder shall declare his conflict of interest fully at a meeting of the Board of Elders and
    - 2) the Elder shall physically absent himself from any discussion or vote thereon.

- (iii) If such proposed contract, transaction or arrangement is approved by the Board, the Elder in conflict shall immediately offer his resignation of membership to the Board of Elders.**
- (iv) The Board shall then determine the circumstances of the action taken and the appropriateness of the continuation of the member who may be in an apparent conflict of interest.**
- (v) If necessary, legal advice may be sought on the matter.**

### NOTES

## **Part IV. PROCEEDINGS OF THE BOARD**

### ***Section 4.01 Regular Meetings***

- (a) **Regular meetings of the Board of Elders shall be held at such time and place as shall be determined by the Chair of the Board but not less than  times a year.** The dates for the regular meetings shall be published in a schedule by the Chair of the Board and distributed to all members of the Board as soon as possible after each special election Meeting of Members

### ***Section 4.02 Special Meetings***

- (a) **Special meetings of the Board of Elders may be called by the Chair of the Board upon written notice or upon written request of any three (3) Members of the Board of Elders to the Chair who shall then give notice of a special meeting of the Board as soon as possible thereafter.**

### ***Section 4.03 Notice of Meeting***

- (a) All regular and special meetings of the Board of Elders may be held on three (3) days notice sent in writing to each member of the Board or published in the church bulletin or in the event of an emergency at the call of the Chair of the Board of Elders upon twenty-four (24) hours telephone and/or email notice. However, no formal notice shall be necessary if all Governing Elders were present at the preceding meeting when the time and place of the meeting were determined.
- (b) For the purposes of the first meeting of the Board held immediately following the appointment or endorsement of a Board member at a annual or other general Meeting of Members, or for the purposes of a meeting of the Board at which an Elder is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly appointed or endorsed Elder or Elders for the meeting to be properly constituted.

### ***Section 4.04 Waiver of Attendance Notice***

- (a) A Director who contemplates absence or is temporarily absent from the province of Ontario may, whether by letter, telegram, telex, cable, email, or facsimile machine, send or deliver to the address of the church a waiver of attendance notice of any meeting of the Board for a period not longer than one (1) year and may, at any time, withdraw the waiver. Until the waiver is withdrawn:
  - (i) No notice of meetings of the Board need to be sent to that Elder; and

- (ii) Any and all such meetings of the Board or church, notice of which has not been given to that Elder shall, if a quorum (minus that Elder) is present, be valid and effective.

#### **Section 4.05     Chair**

- (a) **The Chair of the Board of Elders shall be appointed by the members of the Board of Elders from among its members at the first Board meeting of each fiscal year.** The Chair shall serve for a term of one (1) year and shall be an [Officer of the Church](#). The duties of the Chair shall be those set out in [Part V](#) of this General Operating By-law.
- (b) If for any reason the Chair is absent from or unable or unwilling to preside over a duly called meeting, the responsibility shall normally fall to the vice-Chair. If the vice-Chair is absent or unable or unwilling to preside over the meeting then if there is a quorum the Board members present may choose one of their number to Chair the meeting.
- (c) If a person presiding as Chair of a meeting of the Board wants to step down as Chair for all or part of the Board meeting, the Chair may delegate an alternate, hopefully neutral person, to Chair such Board meeting, or portion thereof, upon receiving consent of either the Vice-Chair or the majority of the directors present at such meeting of the Board.

#### **Section 4.06     Vice-Chair**

- (a) **The Vice-Chair of the Board of Elders shall be appointed by the members of the Board of Elders from among its members at the first Board meeting of each fiscal year.** The Vice-Chair shall serve for a term of one (1) year and shall be a [Officer of the Church](#). The duties of the Vice-Chair shall be those set out in Part V of this General Operating By-law.

#### **Section 4.07     Quorum**

- (a) **A quorum for a meeting of the Board of Elders shall be a simple majority of those Elders who have not indicated their unavailability through a notice of waiver (see section 4.04).**

#### **Section 4.08     Minutes**

- (a) **The Board of Elders shall keep written minutes of each meeting.** The Board shall appoint a member of the Board to prepare and maintain such minutes. Due to the potentially confidential nature of matters discussed at the Board of Elders, the minutes shall not be made public or available for review by Members with the exception of matters dealing with financial considerations which shall be disclosed to a Member upon written request



or such other matters upon a seventy-five percent (75%) majority vote (rounded up to the next whole number) – [Appendix 3](#) – or a minimum of four (4) of the total Elders Board – which ever amount is greater.

#### **Section 4.09     *Resolutions and Voting***

- (a) No resolution proposed at a meeting of the Board need be seconded and the Chair of the meeting may move or propose a resolution.
- (b) **With the exception of the Chair, who shall only vote in the event of an equality of votes, all members of the Board of Elders shall each have one (1) vote on any particular resolution.**
- (c) **Except as otherwise provided in this by-law, a simple majority of votes cast at a meeting of the Board shall be required to pass a resolution of the Board.**
- (d) Voting shall be by show of hands except as otherwise provided unless the majority of the Elders present shall otherwise determine.
- (e) A resolution in writing, signed in the affirmative by the majority of the members of the Board of Elders entitled to vote on the resolution at a duly called meeting of the Board, is as valid as if it had been passed at a meeting of the Board of Elders

#### **Section 4.10     *Executive Committee***

- (a) **There may be an Executive Committee consisting of table officers that are Chair, Vice-Chair, and Secretary and one other governing Elder. Three (3) members shall constitute a quorum.**
- (b) Subject to the control of the Board the Executive Committee shall have the power to transact all business of the church in the interim between meetings of the Board.
- (c) The Executive Committee shall meet at the call of the Chair of the Committee or of any two members thereof.

## NOTES

## **Part V. OFFICERS AND THEIR DUTIES**

### ***Section 5.01 Names and Duties of Officers***

- (a) At the first meeting of the Board held after the annual general Meeting of Members in each year, the Board of Elders shall appoint Officers. These persons shall hold office until the first meeting of the Board held after the next following annual general Meeting of Members.
- (b) There shall be two types of Officers – Officers of the Board of Elders and Officers of the Church. Officers of the Board shall be Elders and shall be considered Governing Elders or “Directors of the Corporation”. Officers of the Church are normally Deacons.**
- (c) The Officers of the Board of Elders shall be:**
  - (i) Chair of the Board of Elders;
  - (ii) Vice-Chair of the Board of Elders; and
  - (iii) Secretary of the Board of Elders.
- (d) The Officers of the church shall be:**
  - (i) Church Clerk; and
  - (ii) Treasurer
- (e) An Officer may be removed from any office by a resolution passed at a meeting of the Board by a majority of not less than seventy-five percent (75%) majority vote (rounded up to the next whole number) – [Appendix 3](#) – or a minimum of four (4) of the total Elders Board – whichever amount is greater.
- (f) The Board may appoint and remove such other officers of the church as it deems necessary and determine the duties, responsibilities, terms and remuneration, if any, of all officers.**
- (g) The duties of the Chair of the Board of Elders shall be as follows:**
  - (i) call all meetings of the Board and members in accordance with the procedures set out in this general operating by-law;**
  - (ii) prepare an agenda for all such meetings;
  - (iii) preside at all such meetings as the Chair;
  - (iv) ensure the fairness, objectivity and completeness of matters occurring at such meetings;

- (v) conduct such meetings in a manner that acknowledges the necessity of seeking the guidance of Jesus Christ in all matters of the church;
- (vi) be permitted to express an opinion on any matter discussed at the Board meetings;
- (vii) vote only when a deciding vote at meetings of the Board and members is necessary;
- (viii) ensure that all directives and resolutions of the Board and the membership are carried into effect; and
- (ix) carry out such other duties as are directed from time to time by the Membership of the church or by the directors.
- (h) Should the Chair for any reason not be able to complete his term, the Board shall elect a replacement without delay.
- (i) The duties of the Vice-Chair of the Board of Elders shall be as follows:**
  - (i) in the event that the Chair of the Board is not able to function in his position then the Chair shall be replaced by the Vice-Chair who shall exercise all of the authority and comply with all of the obligations of the Chair;
  - (ii) in his absence, the duties of the vice-Chair shall be performed by such other Elder who is assigned the duties of the vice-Chair by a resolution of the Board; and
  - (iii) to carry out such duties as may from time to time be determined by the Board and/or the membership.
- (j) The duties of the Secretary of the Board of Elders shall be as follows:**
  - (i) faithfully note and record all of the business of Board Meetings;
  - (ii) conduct all correspondence on behalf of the church arising out of such;
  - (iii) be the custodian of all papers and documents of the Board;
  - (iv) carry out such other duties as directed from time to time by the Board; and
  - (v) in his absence, the duties of the secretary shall be performed by such other Board member who is temporarily acceptable to the Board;
- (k) the Church Clerk shall normally be one of the Deacons of the church**  
**The duties of the Church Clerk shall be as follows:**
  - (i) faithfully note and record all of the business of Members Meetings and present the minutes of previous Membership Meetings when called upon to do so;
  - (ii) publish the time and place for all Members meetings with due notice;

- (iii) be the custodian of the seal of the church which shall be delivered only when authorized by resolution of the Board to do so and to such person or persons as may be named in the said resolution;
- (iv) be the custodian of all papers and documents of the church;
- (v) keep the records of the church membership and adherents including: admissions, resignations, removals, deaths and deletions therefrom, and changes to the inactive roll;
- (vi) give an annual written summary of the records of the church membership and changes thereto for inclusion in the annual report;
- (vii) maintain a record of church baptisms;
- (viii) carry out such other duties as directed from time to time by the Board and/or the members;
- (ix) in his or her absence, the duties of the Clerk shall be performed by such other member who is temporarily acceptable to the Board upon resolution of the Board; and
- (x) not to be a member of the Governing Board.

**(I) The duties of the Treasurer of the church shall be as follows:**

- (i) the treasurer will normally be one of the Deacons of the church;
- (ii) to be accountable for the disbursing of monies on behalf of the church, provided that the Treasurer, as much as possible, should not receive any funds directly or keep any envelope records, which should be the responsibility of another Member appointed by the Board;
- (iii) to keep an accurate cheque register;
- (iv) to issue and sign cheques on behalf of the church;
- (v) to maintain payroll records;
- (vi) to maintain accounts payable records;
- (vii) to pay all accounts and authorized expenses by cheque whenever practical and possible;
- (viii) to invest funds belonging to the church as directed by the Board;
- (ix) to be responsible for overseeing the process by which monies are received by the church;
- (x) to ensure that someone acceptable to the Board deposits the monies received by the church into the proper bank accounts;
- (xi) to keep account of all monies received by the church and keep a full and accurate account of all assets, liabilities, receipts and disbursements of the church including the following:

- 1) recording the church income and receipts;
  - 2) recording church fund disbursements;
  - 3) preparation of monthly bank reconciliations; and
  - 4) preparation of monthly financial statements.
- (xii) to ensure that someone acceptable to the Board will keep an accurate record of all contributions made through envelopes to the general, building, and other funds of the church as exist from time to time;
- (xiii) to ensure that no member of the Board of Elders (except the Pastor) receives any remuneration from the church unless such monies are for purposes of reimbursing such person for legitimate expenses incurred on behalf of the church;
- (xiv) to not act as Chairperson of the Finance Committee or to be a member of the Board of Elders;
- (xv) to carry out such other duties as directed from time to time by the Board of Elders or the membership; and
- (xvi) in his or her absence, the duties of the Treasurer shall be temporarily performed by a member who is acceptable to the Board of Elders upon a resolution of the Board.

### ***Section 5.02     Qualifications of Officers***

- (a) A person may be considered as an officer of the church if he or she fulfills all of the following qualifications:**
- (i) the person must be a member in good standing;**
  - (ii) Officers of the Board of Elders must be male ([Section 3.05](#)) while Officers of the Church may be either male or female;**
  - (iii) an Officer should be at least thirty (30) years of age;**
  - (iv) the person must be personally committed to Jesus Christ as their Lord and Saviour and give evidence thereof;**
  - (v) the person must have an active positive involvement within the church; and**
  - (vi) the person must recognize that appointment as an Officer is a commitment to humble service, not a position of honour or status, nor a reward for past services.**

### ***Section 5.03     Selection, Appointment and Terms of Office***

- (a) The Chair and Vice-Chair of the Board shall be selected and appointed in accordance with [Section 5.01 paragraph \(a\)](#).**

- (b) The Treasurer and church Clerk shall be selected and appointed in accordance with the process described in [Section 6.02](#).
- (c) All Officers, save and except the Chair and the Vice-Chair of the Board of Elders shall serve for a three (3) year term of office.
- (d) The Chair and Vice Chair of the Board of Elders shall serve for a one year term of office. See [Section 5.01 Paragraph \(a\)](#).
- (e) **No Officer shall be elected or appointed for more that two (2) consecutive terms in the same Officer position unless the Board votes to permit an Officer to be appointed for an additional and final one (1) consecutive year in the same Officer position where the Board believes that extraordinary circumstances warrant such extension.**
- (f) Upon completion of the maximum term for the same Officer position, a minimum of a one (1) year absence is required before eligibility for re-appointment.

#### **Section 5.04    *Resignation or Vacancy***

- (a) The position of an Officer shall be automatically vacated if any of the following situations occur:**
  - (i) an Officer resigns his or her office by delivery of a written resignation to the Board;
  - (ii) an Officer no longer fulfills all the qualifications of an Officer as set out in Section 5.02;
  - (iii) an Officer is found to be mentally incompetent or of unsound mind;
  - (iv) an Officer becomes bankrupt;
  - (v) an Officer ceases to be a member of the church;
  - (vi) an Officer, in the opinion of a two thirds (2/3) majority vote of the Board, has evidenced unethical or immoral conduct, or is no longer willing to either comply with, adhere to or submit to the scriptural authority and procedures set out in the church constitution;
  - (vii) an Officer is determined by a seventy-five percent (75%) majority vote (rounded up to the next whole number) – [Appendix 3](#) – or a minimum of four (4) of the total Elders Board, – which ever amount is greater at a meeting of the Board duly called for that purpose to be unfit to hold office as a member of the Board for any reason.

- (b) If any vacancies should occur for any reason as set out above, the Board by resolution, may by appointment, fill the vacancy during the remaining term.

### NOTES



## **Part VI. COMMITTEES**

### **Section 6.01     Committees – General**

- (a) The Board of Elders may delegate any, but not all, of its powers to committees as it thinks fit.**
- (b) A committee so formed, and in the exercise of the powers so delegated, shall conform to any rules that may from time to time be imposed on it by the Board and shall report every act or thing done in the exercise of those powers at the earliest meeting of the Board to be held next after it has been done, or at such time or times as the Board directs.
- (c) The members of a committee may meet and adjourn as they think proper and the meetings of committees shall be governed by the rules set out in Part IV of this General Operating By-Law, which rules govern the meetings of the Board, except that a committee may from time to time fix the quorum necessary to transact the business of that committee, and unless so fixed, the quorum shall be a simple majority of the members of the committee.

### **Section 6.02     Nominating Committee**

- (a) For the purpose of this General Operating By-law the Nominating Committee shall be considered a Project Committee.
- (b) The Elders Board shall appoint a Nominating Committee which will consist of members as described in [Section 3.06](#) and be Chaired by a Governing Elder.**
- (c) The purpose of the Nominating Committee shall be to prepare and submit a slate of nominations for appointment and ratification at the next annual General Meeting of Members. The slate of nominations shall be limited to the Elders and Deacons and if necessary, other specified church positions as the Board of Governing Elders determines are needed from time to time e.g. Clerk, Treasurer.**
- (d) The Nominating Committee shall select and present to the Secretary of the Board not later than eight (8) weeks prior to the scheduled date for the next annual general Meeting of Members, a list of persons who have indicated in writing their willingness to serve and agreement to let their names stand for endorsement by the membership at the next annual general Meeting of Members. See [Section 3.06](#) for a description of the process.

### **Section 6.03    *Program Committees***

- (a) Church programs shall be consistent with the Mission Statement of the Church. Program committees are responsible for the implementation of specific programs of the church. By definition these programs are considered to be on-going or “standing” from year to year, unless otherwise notified by the Elders or a majority vote of the congregation (as defined in the by-laws).
- (b) At least one Deacon shall be a member of each program committee.

### **Section 6.04    *Project Committees***

- (a) Project committees are responsible for a single task as defined by the Elders. This task will have a defined start and projected end date. The project will have a clear focus, defined deliverables and if necessary, a defined budget. The project committee shall not stray outside these guidelines.
- (b) Any project committee so created shall be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, the committee in question shall be automatically dissolved.

### **Section 6.05    *Qualifications for Committee Membership***

- (a) The person must be a member, associate member or adherent in good standing;
- (b) The person may be either male or female but must be at least sixteen (16) years of age or older;
- (c) The person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof; and
- (d) The person must have an active positive involvement within the body of the church.

### **Section 6.06    *Duties of Committees***

- (a) The specific duties of each committee shall:
  - (i) for program committees, be determined by the program committee members in writing and approved by the Board of Elders;
  - (ii) for project committees, be determined by the Board of Elders;
  - (iii) include the keeping of minutes of each meeting;
  - (iv) be task oriented; and

- (v) require that a report be made to the Annual Meeting of Members through the Board of Elders.

#### **Section 6.07    *Selection and Term of Office***

- (a) Initial selection of committee members shall be by consultation between the Elders and Deacons. Members shall be selected on the basis of their interest, gift and ability to assist and progress the defined task of the committee.
- (b) The term of membership on each program committee shall be for a period of one (1) year.
- (c) No member of a program committee shall serve more than three (3) consecutive terms on the same program committee unless the Board votes to permit the member of a program committee to be elected for one (1) additional year on the same program committee where the Board believes that extraordinary circumstances warrant such extension of the maximum term provided that no further extension of the consecutive term shall be granted.
- (d) Upon the completion of the maximum term on a program committee, a minimum of a one (1) year absence is required before eligibility for re-election of membership on the same program committee is restored.

#### **Section 6.08    *Removal of Committee Members***

- (a) Subject to the approval of the Board, a committee may remove any of its members from the committee for any reason upon a majority vote of the committee, in which event the Board may fill such vacancy as they see fit.

#### **NOTES**

## NOTES

## **Part VII. STAFF**

### **Section 7.01    Definitions**

- (a) Staff members fall under two different categories of responsibility – Spiritual / Pastoral Care and Temporal / Physical Care. While both groups are functionally responsible to the Board of Elders, they have different mandates. The pastoral staff will work with the pastor and Shepherding Elders attending primarily to the spiritual needs of the members of the church. The physical care staff will work with the Deacons and committee members appropriate to their function and job description.
- (b) The pastoral care staff shall consist of the pastor, associate / assistant pastor(s) and any other members identified from time to time by special resolution passed at a Meeting of Members duly called for that purpose.
- (c) The physical care staff shall consist of the administrative office staff, janitorial / maintenance staff and any other members identified from time to time by special resolution passed at a Meeting of Members duly called for that purpose.

### **Section 7.02    Pastoral Staff – Pastor**

- (a) Definition:
  - (i) A Pastor shall be male and is a Shepherding Elder of the church.
  - (ii) By virtue of his position he shall be deemed to be a member of the church.
  - (iii) A Pastor is one Elder of a group of Elders.
  - (iv) A Pastor is also a staff member.
  - (v) As an Elder a Pastor is primarily accountable and responsible to the group of men with whom he works – the Elders.
- (b) Duties
  - (i) As one of the Elders who has been called to minister to the church, a Pastor is specifically responsible for Shepherding, ministry of the Word – preaching and teaching, and offering spiritual counsel to the end of, *“equipping the saints for the work of ministry and edification of the body of Christ”* (Eph. 4).
  - (ii) As a member of the Elders Board he shall work in conjunction with them in formulating and recommending [policy statements](#) to the church as may be necessary from time to time.

**(iii) Because the senior Pastor will be physically present on church property during the week and because he is recognized as a focal point of church life, he will by necessity, be involved in the day-to-day management of church activities. This will include:**

- 1) daily on-site management decisions i.e. it will not be necessary to seek further approval for actions that are pre-approved in the minutes of the Elders or are within limits set by the church budget;
- 2) general supervisory authority for all staff members of the church;
- 3) recommendations to the Board on the hiring or removal of staff members; and
- 4) any other duties assigned by the Board provided they do not take any more than 5% of his total workload.

**(c) Qualifications:**

**(i) As a leader in the church he is responsible to fulfill the qualifications for a spiritual leader as set out in 1 Timothy 3:1-7, Titus 1:5-9 and 1 Peter 5:1-3 and to ensure that his lifestyle does not evidence unethical or immoral conduct or behaviour that is unbecoming of a Christian and contrary to Biblical principles.**

**(ii) A Pastor must be in agreement with, uphold and be subject to the church constitution.**

**(d) As a Shepherding Elder a Pastor is not normally required to be involved in the work of the Deacons or the committee structure of the church. His attendance, if required, will be to address a specific item.**

### **Section 7.03    Pastoral Staff – Assistant/Associate Pastor**

**(a) Definition:**

- (i) See definitions of Assistant and Associate pastor(s) in [Part 14 Definitions and Interpretations](#).**
- (ii) The definition for the pastor in Section 8.02 Paragraph (a) Sub paragraphs i – iv shall apply.**
- (iii) While an Assistant / Associate pastor is primarily accountable to the Pastor, as an Elder he also has responsibilities to the Elders.**

**(b) Duties:**

- (i) The duties defined for a pastor in Section 8.02 Paragraph (b) Sub paragraph ii shall apply;**
- (ii) To fulfill the ministry description established for his position by the Board; and**

- (iii) **To provide spiritual leadership to the church and to work in conjunction with the pastor and other Elders implementing such spiritual leadership.**

(c) Qualifications:

- (i) The qualifications defined for a pastor in [Section 7.02 Paragraph \(c\)](#) shall apply.

#### **Section 7.04    *Pastoral Staff – Members***

(a) Definition:

- (i) **Pastoral staff are those persons charged with attending primarily to the spiritual needs and training of the members of the church – Ephesians 4:12. They may from time to time be involved in ministries that affect non-members provided that this does not take up to more than twenty five percent (25%) of their total available time.**
- (ii) **The pastor, in conjunction with the Board of Elders, will prepare individual ministry descriptions for pastoral staff.**

(b) Duties:

- (i) **While the role of staff is ever evolving they are ultimately responsible to the Board of Elders.**
- (ii) The Board may delegate supervisory accountability to a senior staff member for other staff.
- (iii) To fulfill the ministry description established for their position by the pastor and the Board.

(c) Qualifications:

- (i) **The character qualifications defined for a pastor in [section 7.02 paragraph \(c\)](#) shall apply to pastoral staff members.**
- (ii) **All pastoral staff members shall be members in good standing of the church.**

#### **Section 7.05    *Physical Staff – Members***

(a) Definition:

- (i) **Physical staff are those persons charged with attending primarily to the physical/temporal needs of the church.**
- (ii) **The Board of Elders will prepare individual job descriptions for physical staff.**

(b) Duties:

- (i) **They are responsible and accountable to the Governing Board of Elders.**

- (ii) To take supervisory direction from the Chair of the Board, or delegate, as the need arises.
- (iii) To fulfill the ministry description established for their position by the Board.**
- (c) Qualifications:
  - (i) The character qualifications defined for a pastor in [section 7.02 paragraph \(c\)](#) shall apply to physical staff members.
  - (ii) Depending on their role and function, physical staff members, unlike any other position in the church, do not necessarily need to be members of the church. They should however, as a minimum criteria be Christians who concur with the church's Statement of Faith and any associated Christian Lifestyle Statement.**

## **Section 7.06    Pastoral Staff – Hiring of Staff**

### **(a) Establishment of a Pastoral Search Committee**

- (i) Whenever a vacancy occurs in the position(s) of the pastoral care staff as defined from time to time in these by-laws a Pastoral Search Committee shall be established.

### **(b) Composition of the Pastoral Search Committee**

- (i) The Pastoral Search Committee shall consist of a minimum of six (6) members to be appointed in the following manner;
  - 1) Three (3) Elders shall be appointed by a resolution of the Board, and
  - 2) In consultation with the three (3) members already selected, the Elders shall appoint by a resolution of the Board at least three (3) church members who are not Elders or immediate family of Elders and who agree to participate in the selection process.

### **(c) Duties of a Pastoral Search Committee**

- (i) The Pastoral Search Committee shall be responsible to recommend to the membership the names of appropriate candidates for inclusion on the pastoral care staff.
- (ii) Inasmuch as possible the committee shall make their recommendation to the church on a unanimous basis but where that is not possible, a recommendation to the church may proceed where at least five (5) out of the six (6) members or eighty percent (80%) majority vote (rounded up to the next whole number) of the committee support the recommendation.

### **(d) Term and Removal:**

- (i) The Pastoral Search Committee shall remain in effect until such time that the Elders Board determines that its useful purpose has ended.



- (ii) Any member of the committee may be removed from such committee by a two thirds (2/3) majority vote of the Elders Board.

**(e) Recommendation and Approval**

- (i) When the Pastoral Search Committee is prepared to make a recommendation, the recommendation shall first be presented to the Elders Board for approval.
- (ii) Approval by the Elders Board shall require a two thirds (2/3) majority vote of those present at such meeting called to review the recommendation.
- (iii) The approved recommendation shall then be placed before the membership at a special Meeting of Members called for the purpose of hearing the report from the Pastoral Search Committee and seeking their expression of support for the recommendation.
- (iv) Only one (1) name for any given position on the pastoral care staff shall be presented to the membership at any one time for consideration.
- (v) If the membership of the church at the Meeting of Members duly called for that purpose expresses their support for the recommendation, a formal offer of employment will then be extended to the prospective pastoral care staff member.
- (vi) In the event that the recommended name does not receive an expression of support from the membership of the church or in the event that the prospective pastoral care staff member does not accept the offer of employment then the pastoral search committee shall resume its function in finding an alternative recommendation to be made to the membership until such time that an acceptable candidate is found.
- (vii) At no time in the process will an expression of opinion by the membership be considered a vote of confidence in the committee.

**Section 7.07    *Resignation***

- (a) If the pastor, associate / assistant pastor or any staff member wishes to resign they shall first notify the Board in writing no less than thirty (30) days prior to the effective date of their resignation, unless there are extraordinary circumstances.**
- (b) Such resignation will also result in a review of church membership by the Board to determine the intentions of the person resigning.**

**Section 7.08    *Pastoral Staff – Removal of Staff***

- (a) With the exception noted in section [3.08 paragraph \(c\) sub-paragraph vi](#), a pastor or associate / assistant pastor or member of the pastoral care staff may be removed from their position with the church for any reason upon a seventy-five percent (75%) majority vote (rounded up to the next whole number) – [Appendix 3](#) – or a**

**minimum or four (4) of the total Elders Board – which ever amount is greater.**

- (b) Before any finalization of the action taken in paragraph (a) the pastor or associate / assistant pastor or member of the pastoral care team or any Board member may request a review of the action by a neutral third party.** This process shall follow the guidelines laid out in [Section 1.11\(d\) to \(i\)](#). The only condition is that for the purposes of mediation/arbitration this shall be judged as a “valid complaint” and must be considered for action.
- (c) Any request for review of the action taken in paragraph (a) must be initiated no more than seven (7) days after the initial decision by the Elders Board.** Requests received after this time will not be considered. All requests must be written and delivered to the Chair of the Governing Elders prior to the end of the specified time limit.
- (d) In the event of removal of a pastoral staff member the Chair of the Governing Elders Board shall prepare and communicate a statement of explanation to the members of the church.** This shall be communicated to the members at the earliest opportunity but no later than 14 days after the action in paragraph (a) has been taken.
- (e) Nothing contained in the said procedure shall preclude the pastoral staff member from receiving whatever notice or equivalent monetary settlement is legally appropriate in the circumstances, if any.**
- (f) In the event of a disagreement between the church and the pastoral care team member concerning the amount of notice or monetary settlement, if any, that is appropriate, then before any legal action is commenced the matter shall first be referred to a person or persons mutually acceptable to the church and the pastoral care team member to resolve such dispute through mediation in a spirit of conciliation worthy of maintaining a Christian witness to the church and the community at large. See [Section 1.11](#).**
- (g) The removal of a pastoral care team member shall be deemed to constitute their removal as a member of the church.**

### ***Section 7.09 Terms of Employment***

- (a) In recognition that all staff members are integral to the overall ministry of the church each staff member (as defined in this By-Law) shall review and sign an engagement agreement with the church that provides, in addition to any other applicable matters involving duties and remuneration, that:**

- (i) the staff member recognizes and agrees that employment or ongoing contract work with the church requires that the lifestyle of such staff member must not evidence unethical or immoral conduct or behaviour that in the opinion of the Board of Elders is unbecoming of a Christian and contrary to Biblical principles; and
  - (ii) the staff member will be subject to the authority of the church as expressed in the church constitution, including provisions dealing with discipline, in the same manner as if such staff member was a member of the church.
- (b) All staff members (as defined in this by-law) shall be required to give evidence that they are personally committed to Jesus Christ as Saviour and Lord.
- (c) All staff members (as defined in this by-law) shall participate in an annual performance review. The normal date of this review shall coincide with the anniversary of their employment with the church. The review shall be conducted by their immediate supervisor and in the case of the Pastor it shall be conducted by two Elders one of whom shall be the Chair of the Governing Elders.
- (d) All staff shall sign an annual statement regarding [conflict of interest](#). If a staff member reveals a potential conflict of interest this matter shall be reviewed by the Board of Governing Elders as per [Section 3.09 \(g\)](#).
- (e) The salaries for the Pastor and (if applicable) Associate/Assistant Pastor(s) shall be reviewed annually by the Board of Elders with the resulting recommendations being submitted to the Finance Committee for consideration in preparing the annual budget. All other salaries shall be reviewed by the Finance Committee in co-operation with the Chair of the Elder's Board in preparation of the annual budget.
- (f) The total of all salaries and wages shall be reported in the church budget. Reporting and discussion of individual salaries will not normally be an item on the agenda of the Meetings of Members unless requested in writing by twenty percent (20%) of the total church membership (save and except [associate members](#)). Itemized information about salaries may be made available to any member upon written request through the Board at a regular meeting of the Board.

## NOTES

## **Part VIII. Auditor**

- (a) This part applies only where the church is required or resolved to have an Auditor.**
- (b) The first auditor shall be appointed by the Board, which shall also make appointments to fill all vacancies occurring in the office of the Auditor**
- (c) At subsequent annual general meeting the church shall appoint an Auditor to hold office until they are re-elected or their successor is elected, at the next following annual General Meeting of Members.
- (d) Duties:
  - (i) To report to the members on the fairness of the financial statements presented by the Finance Committee at the annual Meeting of Members
  - (ii) To audit financial statements, accounts, general fund of the church and other general funds which may be in existence from time to time and to submit the results of such audits to the membership at the next annual Meeting of Members.
  - (iii) To act as a liaison between the church and any professional accountant retained by the church and to ensure that the recommendations of such accountant are implemented.
  - (iv) To carry out such other duties as are directed from time to time by the Board or the membership.
  - (v) No Auditor may be removed by an ordinary resolution.
  - (vi) An Auditor shall be promptly informed in writing of his or her appointment or removal.
  - (vii) No director or employee of the church shall be an Auditor.
  - (viii) The Auditor may attend general meetings of members and shall be entitled to speak at such meeting on any part of the business that concerns the Auditor. If the Auditor is not a member s/he shall be given written notice of the annual General Meeting of Members in addition to the notice provided for in this General Operating By-law.

## NOTES

## **Part IX. Indemnification**

- (a) **Subject to the provisions of the Corporations Act, each officer, director, employee or agent of the church shall be indemnified by the church against expenses reasonably incurred by them in connection with any action, suit or proceeding to which they may be made party by reason of their being, or having been an officer, director or employee or agent of the church, except in relation to matters as to which they shall finally be adjudged in such action, suit or proceeding to have been derelict in the performance of their duty as an officer, director or employee. “Derelict” shall mean grossly negligent, criminally negligent, or intentionally engaged in tortuous conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the church.**
- (b) The church shall, to the full extent permitted by the Corporations Act, indemnify and hold harmless, every person heretofore, now or hereafter serving as a director, officer or agent of the church and his or her heirs and legal representatives..
- (c) Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the church prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.
- (d) The church shall apply to the appropriate Court for any approval of the Court, which may be required to make the indemnities herein effective and enforceable. Each director and officer of the church on being elected or appointed shall be deemed to have contracted with the church upon the terms of the foregoing indemnities.
- (e) The failure of a director or officer of the church to comply with the provisions of the Corporations Act or of the Constitution or this General Operating By-law shall not invalidate any indemnity to which they are entitled under this section.
- (f) The church may purchase and maintain insurance for the benefit of any or all directors, officers, employees, or agents against personal liability by any such person as a Board member, officer, employee or agent.

## NOTES



## **Part X. Policy Statement**

- (a) In consideration of the ongoing need for the church to provide guidelines and directions to its members and adherents on practical application of Biblical teachings, doctrinal considerations and Christian conduct, the church may adopt Policy Statements on such matters as are deemed necessary from time to time by the Board and such statements upon adoption as set out below shall be considered as part of the body of documentation governing the affairs of Trinity Bible Church.
- (b) A Policy Statement may be proposed or amended by Governing Elders, but shall not become operative until first approved by a seventy-five percent (75%) majority vote (rounded up to the next whole number) – [Appendix 4](#) – or a minimum of four (4) of the total Elders Board – whichever amount is greater and then ratified by a seventy five percent (75%) majority vote of the members who are present and eligible to vote at a Meeting of Members duly called for that purpose.

## NOTES

## Part XI. Statement of Faith<sup>1</sup>

- (a) **We believe** that the Bible is God speaking in man's language and in the original writings is exactly as He gave it, word for word without any error whatsoever. It has been preserved by God to be the authoritative standard for every age and every life.
- (b) **We believe** that God exists in three persons, the Father, Son and Holy Spirit, that these three are eternal and are one. We also believe that God is the sole Creator of the universe.
- (c) **We believe** that Jesus Christ in the flesh was both God and man, that he was born of a virgin and that He lived a sinless life, in which He taught and did mighty works and signs exactly as revealed in the four gospels. We believe that He was crucified, dying as a penalty for our sins and was bodily raised from the dead on the third day as the Scriptures declare. Later, He ascended to heaven where He is Head of the church and intercedes for believers. From there He will come again personally and bodily and visibly to this earth to set up an earthly kingdom, afterward to reign forever as King in His universe.
- (d) **We believe** that all are sinners and are guilty before God, and as such are worthy of both physical and spiritual death.
- (e) **We believe** that since in His death the Lord Jesus Christ satisfied all the demands of God's law, redeeming mankind by shedding His blood and assuming our curse, men and women can have a just standing before God. That is, they can become true Christians. The basis for this standing is the death of Jesus Christ and an individual's personal faith in Him.
- (f) **We believe** that salvation with its forgiveness of sins includes the receiving of a new nature and the assurance of eternal life. It is entirely apart from good works such as baptism or church membership, but is purely by God's grace.
- (g) **We believe** that a true believer cannot ever forfeit his standing with God. However, sin may interrupt the joy of his fellowship with God and bring the discipline of a loving Heavenly Father.
- (h) **We believe** that the Holy Spirit is a person, that He is God and has all the attributes of God. We also believe that He lives in all believers and that by His ministry every Christian is made to be part of God's eternal family, is marked off as truly God's possession, and is specifically and uniquely gifted for Christian service. The Holy Spirit also fills or empowers the

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<sup>1</sup> Adapted from Associated Gospel Churches Statement of Faith – Conference June 1996

believer, in response to confession of sin and yieldedness, and then He teaches and guides the believer for effective Christian service.

- (i) **We believe** that all genuine believers are together part of the universal true church, which in Scripture is referred to as the body of Christ, and that a local church is intended to be a visible expression of this body.
- (j) **We believe** that the Christian faith should be given cogent and practical expression not only in the corporate life and witness of the local church, but also in the individual lives of all who name Christ as their Lord and Saviour.
- (k) **We believe** that God has made adequate provisions in Christ not only for the eternal security of the believer but also for his present enjoyment of salvation. Among these are the Scriptures, prayer, Christian fellowship, baptism, the Lord's Supper and the privilege of witness and service.
- (l) **We believe** that Christians who die, depart to be with Christ in conscious blessedness. Someday Jesus will come again to take away His living people from the earth. Then, all Christians will have glorified bodies similar to His resurrected body and share in His glory. They will reign with Him forever.
- (m) **We believe** that Satan is a personality, the arch enemy of God and our defeated foe.
- (n) **We believe** that those who refuse the offer of God's gracious gift of salvation are doomed to suffer eternal conscious separation from Him.

## **Part XII. GENERAL PROVISIONS**

### ***Section 12.01 Seal***

- (a) The Board may provide a commons seal for the church and it shall have power from time to time to destroy such seal and substitute a new seal in the place of the seal destroyed.
- (b) **The common seal shall be affixed only when authorized by a resolution of the Board, and then only in the presence of the persons prescribed in the resolution, or, if no persons are prescribed, in the presence of any two directors.**

### ***Section 12.02 Borrowing***

- (a) In order to carry out the purposes of the church the Board may, on behalf of and in the name of the church, raise or secure the payment of repayment of money in any manner it decides, and in particular, but without limiting the foregoing, by the issue of debentures.
- (b) No debenture shall be issued without the previous passing of a [special resolution](#) at a Meeting of Members called for that purpose.
- (c) The members may restrict by [special resolution](#) the borrowing powers of the Board, but any such restriction shall expire at the next annual general meeting.

### ***Section 12.03 Cooperation***

- (a) The Board shall have the right to subscribe to, become a member of and cooperate with any other society, foundation or corporation or association whether incorporated or not, whose purposes of objectives are in whole or part similar to the purposes of the church.

## **Part XIII. By-Law**

- (a) This General Operating By-law shall not be altered or added to except by special resolution passed at a Meeting of Members.

## NOTES

## Part XIV. DEFINITIONS AND INTERPRETATIONS

- (a) In these bylaws and the Constitution of Trinity Bible church, unless the context otherwise requires, the following definitions shall apply:
- (i) “Act” means the *Canada Corporations Act* R.S.C. 1970, c.C.32 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;
  - (ii) “[adherent](#)” is defined in Section 1.08;
  - (iii) “appointed” when referring to Elders and Deacons means the process of presentation to the membership for endorsement in accordance with these by-laws;
  - (iv) “[appointed director](#)” means an Elder appointed in accordance with these by-laws;
  - (v) [assistant pastor](#) is a direct subordinate of the senior pastor and assists the pastor in his ministry;
  - (vi) [associate pastor](#) is an associate of the pastor with his own ministries and responsibilities;
  - (vii) “[associate member](#)” means a member registered in the register of members as an associate non-voting member.
  - (viii) “[Board](#)” or “Board of Elders” means the Board of Directors of the church which shall be deemed to be the Board of Directors of the Corporation pursuant to the Act;
  - (ix) “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](#);
  - (x) “[Chair](#)” means Chair of the Board of Elders except as provided in Section 3.08 paragraph (b)
  - (xi) “church” means the legal entity incorporated as a Corporation without share capital under the Act by Letters Patent dated {day} of {month, year}, and named **TRINITY BIBLE CHURCH**, through which its Members and adherents may fellowship together as a New Testament church.
  - (xii) “church constitution” or “Constitution” means the Letters Patent (including the Objects, Statement of Faith, Mission statement, Vision Statement and Values statement), the General Operating By-Laws and all other By-laws, and all Policy Statements adopted by the church from time to time;
  - (xiii) “[committee](#)” means a committee of the church as established in accordance with this General Operating By-law;

- (xiv) “[conflict of interest](#)” means the situation of a corporate officer whose private interests might benefit from his public actions or influence.
- (xv) “corporation” means the church as defined herein;
- (xvi) “director” means a [Governing Elder](#) of the church for the time being, and includes, if any, appointed, elected, first or replacement [Governing Elders](#);
- (xvii) “[discipline](#)” means actions taken seeking to reconcile individuals to one another through mutual forgiveness for the purpose of restoring offenders to fellowship with God and the church;
- (xviii) “Elders of Trinity Bible Church” means both the [Governing Elders](#) and [Shepherding Elders](#) from time to time of the church defined herein;
- (xix) “[expression of support](#)” means an informal method of determining whether the members approve or disapprove of the recommendation placed before them by the Elders Board.
- (xx) “[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;
- (xxi) “immediate family” is defined as the spouse, father, mother, father-in-law, mother-in-law, child, brother, sister or any spouse or child of the aforementioned individuals;
- (xxii) “individual” means member, associate member, and adherent as defined herein;
- (xxiii) “[indemnify](#)” means to secure an individual against legal responsibility for actions:
- (xxiv) “Letters Patent” means the Letters Patent incorporating the church, as from time to time amended or supplemented by Supplementary Letters Patent;
- (xxv) “[Meeting of Members](#)” or “Membership Meeting” means any annual or special “Meeting of Members” of the church;
- (xxvi) “[members](#)” means those members whose names were recorded in the register on the date that this resolution becomes effective and those persons who subsequently have become members in accordance with these by-laws, and, in either case, have not ceased to be members and a “member” means any one of them;
- (xxvii) “objects” means the charitable “Objects of the Corporation” as contained in the Letters Patent;
- (xxviii) “officer” means an officer of the church as described in part V [Officers and their Duties](#)
- (xxix) “ordinary resolution” means a resolution passed in the [general meeting](#) of the church by a simple majority of the votes cast by those [members](#) of the church present and entitled to vote at such [general meeting](#);



- (xxx) "[pastor](#)" means the senior pastor of the church as described herein;
- (xxxi) Policy - A course or principle of action adopted or proposed. It describes "what" you want to do and "why" you want to do it. Policies need procedures to give the appropriate action steps.
- (xxxii) "[Policy Statement](#)" means any policy statement adopted as part of the church constitution from time to time concerning practical applications of Biblical principles, doctrinal considerations and Christian conduct;
- (xxxiii) Procedure - A way of proceeding, especially a mode of conducting business or a legal action. This describes "how" you will do it. A procedure should always be preceded by a policy.
- (xxxiv) [program committees](#) are responsible for specific programs of the church. By definition these programs are considered to be on-going or "standing" from year to year. See Section 7.03;
- (xxxv) [project committees](#) are responsible for a single task as defined by the Elders. This task will have a defined start and projected end date. See Section 7.04;
- (xxxvi) "registered address" of a member or director means the address of that person as recorded in the register of members or register of directors;
- (xxxvii) "replacement director" means a [Governing Elder](#) of the church appointed or elected in accordance with these by-laws as a replacement director on the [Board](#);
- (xxxviii) "[special business](#)" is defined in Section 2.01;
- (xxxix) "[special resolution](#)" means a resolution passed in a [general meeting](#) of the church by a majority of not less than seventy-five percent (75%) of the votes cast by those members of the church present and entitled to vote at such general meeting of members;
- (xl) "[Statement of Faith](#)" means the doctrinal statement of the church as set out in the by-laws;
- (xli) "[voting member](#)" means a member registered in the register of members as a voting member;
- (b) Except where they conflict with the definition contained in these by-laws, the definitions in the Incorporation Act on the date these by-laws become effective apply to these by-laws.

## NOTES

## **Appendices**

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## Philosophy of Church Governance For Trinity Bible Church Osgoode Ontario

### Appendix 1 – Philosophy of Church Governance

#### ***Executive Summary (as presented 7 May 2002)***

After meeting for seven (7) weeks the constitutional committee of Trinity Bible Church is ready to propose a **philosophy** of church governance. It was formulated from the Biblical model of spiritual giftedness as shown in Romans 12, 1 Corinthians 12 and Ephesians 4. A fundamental point regarding this document is that it is the basis from which the future General Operating By-law and other supporting documentation will be formed. This document will describe the “what” and in some cases the “why” but will leave the “how” to later.

This document was based on 5 guiding principles or assumptions: theocratic authority, leadership accountability, spiritual giftedness, the priesthood of all believers, and Biblical community.

We recommend a single “Board of Directors” whose members are drawn from the elders.

The elders as a group would perform two distinct functions – governing and shepherding. The governing elders would form the official legal “board” of the church. They would be responsible to the government as “directors” and they would also be responsible to the congregation as the ones who govern and administer the church. The shepherding elders would provide pastoral care and spiritual guidance to the church – corporately and individually – based on the Word of God and prayer.

Deacons would be the “facilitating ministers” of all program committees and also the financial managers of the church. They would report to the Elders.

Terms of office and work descriptions for elders, deacons, staff members and committees will be detailed in separate documents

Staff would report to the Elders.

The pastor is both a staff member and a full-time shepherding elder.



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***Introduction***

In April 2002 The board of Trinity Bible Church established a constitution committee for the following purposes:

- a. to prepare an application for incorporation with the government (provincial or federal);
- b. to draft a new constitution;
- c. to propose a new church governance philosophy;
- d. to draft a new General Operating By-law for the church;

The committee members – Tom Kartzmark (chair), Tom Phillips, Sally Gray, Rod Miller.

***Purpose***

The purpose of this document is to propose a philosophy of church governance as requested by the church board. After careful deliberation and examination of other alternatives, the committee is recommending this proposed model for church governance. It is therefore submitted for perusal and approval by the church board.

***Philosophy and Assumptions of Church Governance***

**Theocratic Authority**

Ultimate authority in the church rests with God. He is the one who established the church and who is ultimately responsible for its continuance and success. Human beings have been given divine authorization to operate within this framework set out by God. The leaders of the church are therefore responsible to God to carry out His revealed will for the church. Problems arise when we deviate from this model.



## Philosophy of Church Governance For Trinity Bible Church Osgoode Ontario

Our God serves His creation and works to fulfill his promises to Israel and to the Church exercising ultimate authority motivated by love. We, as His people, also serve in love – for in this we partake of the image of God and glorify Him (Phil2:5, Luke 22:27).

### **Accountability**

Only God accounts to no one. So, each member of the Body needs to be in the vulnerable position of accountability to God's standard. We are accountable to each other according to God's standard, not some contrived standard that accommodates men (Heb 13:17; Prov 24:23; Mal2:9)

### **Spiritual Giftedness**

Each believer has been "God-appointed" to the Body and has been given a spiritual gift by God to fulfill His will and witness through the Body. (Eph 4:8,11-12) Each believer therefore, is accountable to God for practising that giftedness (1Pet 4:10). Each believer is responsible to respect each other's giftedness, and those who have the formal responsibility of leading the church are to offer resources and opportunity to one end – creating an outlet, for that believer to exercise their appointed giftedness from God which brings glory to God.

### **Priesthood of all Believers**

According to 1 Pet 2:5 *"you also, like living stones, are being built into a spiritual house to be a holy priesthood, offering spiritual sacrifices acceptable to God through Jesus Christ."* And 1 Pet 2:9 *"But you are a chosen people, a royal priesthood, a holy nation, a people belonging to God, that you may declare the praises of Him who called you out of darkness into His wonderful light."*

It is plain from these passages that scripture views all believers as priests and therefore responsible to perform a 'priestly' role within the context of the church. If each person in the church is not willing to participate in spiritual ministry to the extent that God has gifted him or her, then this model will not function in an optimal manner.





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**Community – the fostering of meaningful relationships with one another**

Ministry causes people to work and play together. As such we all need relational input, encouragement and assistance. The community of saints becomes more cohesive as we increase in kingdom service. And what greater ‘work’ than that of the Kingdom of God on earth! Now and then this rubbing of personalities, goals, desires and aspirations will create social tension between individuals. It is here that the Spirit teaches us confession, submission, servant-hood, and the necessity to give loving rebuke as much as loving encouragement. This will cause us to grow relationally with Christ and one another. If these aspects hold true, then Church Government should be structured to foster these things (1Jn 3:23; Ja 5:16-20; 1 Pet 3:8).



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***Roles and Definitions***

Elders

- Elders, by definition, are men whom God has gifted to serve the church. As such there will be a variety of gifts and abilities. Generally speaking, these gifts fall into one of two broad categories – governing (administering) or shepherding.
- Elders function in a collegial<sup>2</sup> environment and scripture always speaks of elders in the plural. The one place in scripture where the word is used in the singular is in the epistles of 2 and 3 John where John is referring to himself.
- Therefore, in the model we are proposing we would strongly recommend, for Biblical, legal and practical purposes, that if the church has a pastor there must always be a minimum of four (4) elders (including the pastor)<sup>3</sup>.
- Collegiality also assumes that decisions are made in a spirit of unity. Elders therefore should never have to resort to a “vote” to resolve an issue.<sup>4</sup> The dissenter’s voice may very well be the Holy Spirit cautioning the group to take another look. Unity however, does not mean “unanimity”. The strength of a collegial group of elders is the diversity that each person brings to the table and the knowledge and willingness of when to submit (or not) to one another.
- As they in turn hold the Body accountable, the elders are also accountable to the standards of God. A forum or process will be developed in the by-laws to address a grievance anyone may have with elders’ leadership (1 Tim 5:19-21)
- The primary functions of the elders are church governance, ministering the Word, prayer and discipleship of the Saints.

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<sup>2</sup> Collegiality is based on the idea of “colleagues” or partners who collaborate or work jointly – Oxford Dictionary

<sup>3</sup> Both Provincial and Federal laws governing incorporation state the minimum number of ‘directors’ must be 3. The law also forbids the pastor from being a ‘director’.

<sup>4</sup> As the legal directors of the ‘corporation’ the elders will record a ‘vote’ on certain issues to ratify a decision. In accordance with the by- laws, the minutes of the Directors will reflect motions and that the motion was either passed or not.



## Philosophy of Church Governance For Trinity Bible Church Osgoode Ontario

### Directors

- Directors in this model are the Governing Elders. They exist as the “controlling Board”<sup>5</sup> of the church to represent the church before the government of the land.
- They have a key role to play and defined powers in several specific areas:
  - Legally, they have powers to manage (direct the affairs of) the corporation. The by-laws however, may specifically exclude and retain certain powers as defined by the membership at a general meeting;
  - Specific financial responsibilities vis-à-vis the government (i.e. filing of reports);
  - Directors are usually considered to be “owners” of the capital and real assets of the corporation and are therefore liable with respect to them;
  - In accordance with defined procedures Directors will have final signing authority regarding engaging and disengaging of staff; and
  - Responsibilities pursuant to the wind-up and dissolution of the corporation.
- Because of the legal audit requirement to propose and approve motions (especially with regard to the expenditure of funds) the Directors shall have a procedure for this based on accepted rules of order established in the by-law.
- The minutes of the Directors shall be the legal record of the “corporation”.
- Any changes in personnel to the Directors must be registered with the government as soon as is practicable after they happen.

### Pastor

- The pastor is one elder of a group of elders.
- The pastor is also a staff member.
- As an elder the pastor is primarily accountable and responsible to the group of men with whom he works – the elders.
- As one of the elders who has been called to minister to the church, the pastor is specifically responsible for shepherding, preaching and teaching and offering spiritual counsel to the end of, equipping the saints for the work of

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<sup>5</sup> This is a legal definition from secular documentation. It does not reflect the ecclesiastical responsibility of the trustees.



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ministry and edification of the body of Christ (Eph. 4). To do this effectively as his full-time vocation, the church is responsible to support him both practically and financially 1 Tim 5:17,18.

- As a shepherding elder the pastor does not become involved in the work of the deacons or the committee structure of the church. His attendance, if necessary, will be at the invitation of the particular committee to address a specific item or when it is necessary to communicate some point of view bearing on a particular process being addressed
- As an elder the pastor shall receive minutes from the elders meetings. He shall also be supplied with any records of discussion of deacons' and committee meetings.
- Because the pastor will be physically present on church property during the week and because he is recognized as a focal point of church life, he will be involved by necessity in the day-to-day management of church activities<sup>6</sup>.

Deacons / Deaconesses

- Deacons are an essential part of the ministry structure of the church. They are people called of God and the church to serve so as to relieve elders from being distracted from their primary focus of effectively ministering the Word, prayer and discipleship of the Saints. They should be encouraged to view their calling as unto God because it is Him whom they serve to the benefit of the Body's welfare (Acts 6:2-6). This is exemplified by their care and ministry to individuals – Acts 6 and James 1:27.
- The deacons are given liberty to fulfill their giftedness and mandate before the Lord, governed by the church budget, constitution, by-laws and any applicable policies instituted by the elders. They are not to be micromanaged by the elders.
- The elders are to treat the deacons as mature fellow servants of the Gospel serving God in their own right (Phil 1:1). The elders' primary oversight concern is on the deacons' integrity and accountability to their responsibility.
- Deacons are to facilitate the members of the congregation with resources and opportunities to fulfill their calling of God to service. The congregation then



## Philosophy of Church Governance For Trinity Bible Church Osgoode Ontario

sees the deacons as those who are facilitating members to God-appointed service.

- There is clearly a financial management aspect to their role but only in the context of the current approved budget and associated guidance by the elders<sup>7</sup>. It would appear from scripture that they focus more on the practical outworking of ministry. In our modern North American context where churches own and manage real estate and buildings, they will probably also have the responsibilities of facilities management. (The Directors – governing elders – “own” the property; the deacons manage it.)
- The deacons, as financial managers, will “sign the cheques” for both staff remuneration and any financial commitments.
- Deacons also operate in a collegial structure.
- The deacons shall prepare a record of their discussion for the elders with an associated motion sheet for Directors’ approval of all financial transactions over the limits established in the by-laws.

### Staff

- The role of staff in a church is ever evolving but ultimately they are responsible and accountable to the elders.
- Staff members, like the elders, have two different categories of responsibility – Pastoral Care and Physical Care.
- The physical care staff will report to and take direction from the governing elders but will work alongside the deacons and committee members appropriate to their function and job description.
- The pastoral care staff will work with the pastor and shepherding elders in those duties appropriate to their function and job description.
- “Responsible to, Responsive to” – While each group of staff has different areas of responsibility, for the smooth working and health of the church each group must also be responsive to the other.
- For practical purposes the pastor will participate in day-to-day management of church activities. i.e. when opportunity arises it will not be necessary to seek

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<sup>6</sup> For a further explanation of this see section on “Staff”

<sup>7</sup> See section “Points to consider”



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further approval for actions that are pre-approved in the minutes of either the elders or deacons.

- Depending on their role and function staff members, unlike any other position in the church, do not necessarily need to be members of the church. They should however, as a minimum criteria, be Christians who concur with the Statement of Faith and any associated Christian Lifestyle Statement. An example of this would be a custodian.



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Committees

- Two types of committees are envisaged – program and project.
  - **Program committees** are responsible for specific programs of the church. These by nature are on-going from year to year, unless otherwise notified by the elders or a majority vote of the congregation (as defined in the by-laws). Membership on these committees will be defined in the by-laws
  - **Project committees** are responsible for a single task as defined by the elders. This task will have a defined start and projected end date. The project will have a clear focus, defined deliverables and if necessary, a defined budget. The project committee shall not stray outside these guidelines.
- Generally speaking, committees fall under the purview of the deacons.



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**Structure**

Points to consider

- Use of the word “board” should be minimized as it implies more governance than the New Testament indicates. The NT speaks exclusively of “Elders” and “Deacons” who are “servants of the church”.
- Elections and voting are by nature divisive. Therefore, both the elders and deacons should be appointed to their office by means of a nomination, approval and ratification process. The congregation will participate in the ratification part of the process. This will give the elders and deacons moral legitimacy from the “constituency”.
- Men who have been recognized as elders will be “gazetted”<sup>8</sup> in the church phone list or other appropriate documentation.
- Elders who are no longer officially recognized as Elders – i.e they are not on the “Elders Board” – may continue to exercise their spiritual giftedness as elders. However, their actions will not constitute an official action as representing the governing board of the church.
- The elders direct the spiritual affairs of the church, deacons manage the “temporal”.
- The elders are responsible for the “What” of the church, deacons are responsible for the “How”.
- The elders and deacons shall be members of the congregation.
- The Directors come from the governing elders.
- Legally, if a pastor is being paid from church funds he cannot be a Director or an officer of any board or committee.
- The pastor is designated as a “full-time elder”.
- Communication between the three groups – congregation, elders, deacons – is not something to be taken for granted but something that needs to be structured, fostered and nurtured.

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<sup>8</sup> Announce or publish in an official gazette or publication





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Interface points or how we all communicate effectively

- Effective communication is not based solely on mechanisms or procedures<sup>9</sup> but on mutual respect and a trust relationship. This can be accomplished in the following ways:
  - All of the groups must meet together – individually and combined – regularly for prayer – for each other and for the church as a whole. People who pray for each other will seldom fight with each other.
  - Vision, goals, specific objectives and priorities have to be talked about and shared with each other;
  - There has to be a recognition of the authority of the group of elders in the leadership of the church;
  - The elders and deacons must have a “window” into the proceedings of the other. This could be a sharing of minute highlights, members who sit ex-officio with the other group or specific times where the two groups meet as one;
  - If the groups do meet as a single entity it must be agreed in advance who will chair the meeting, the purpose for the meeting and the expected results. If a vote is taken at this meeting it shall be binding on both the elders and deacons. There shall be no “higher court of appeal” or review at their respective meetings.
- Communication with the congregation must be regular. This means that the elders and deacons need to seek and even create opportunities for “visibility”. The staff must also participate in this. By definition the staff is already visible but they need to assist the elders and deacons in this exercise and not pre-empt them.

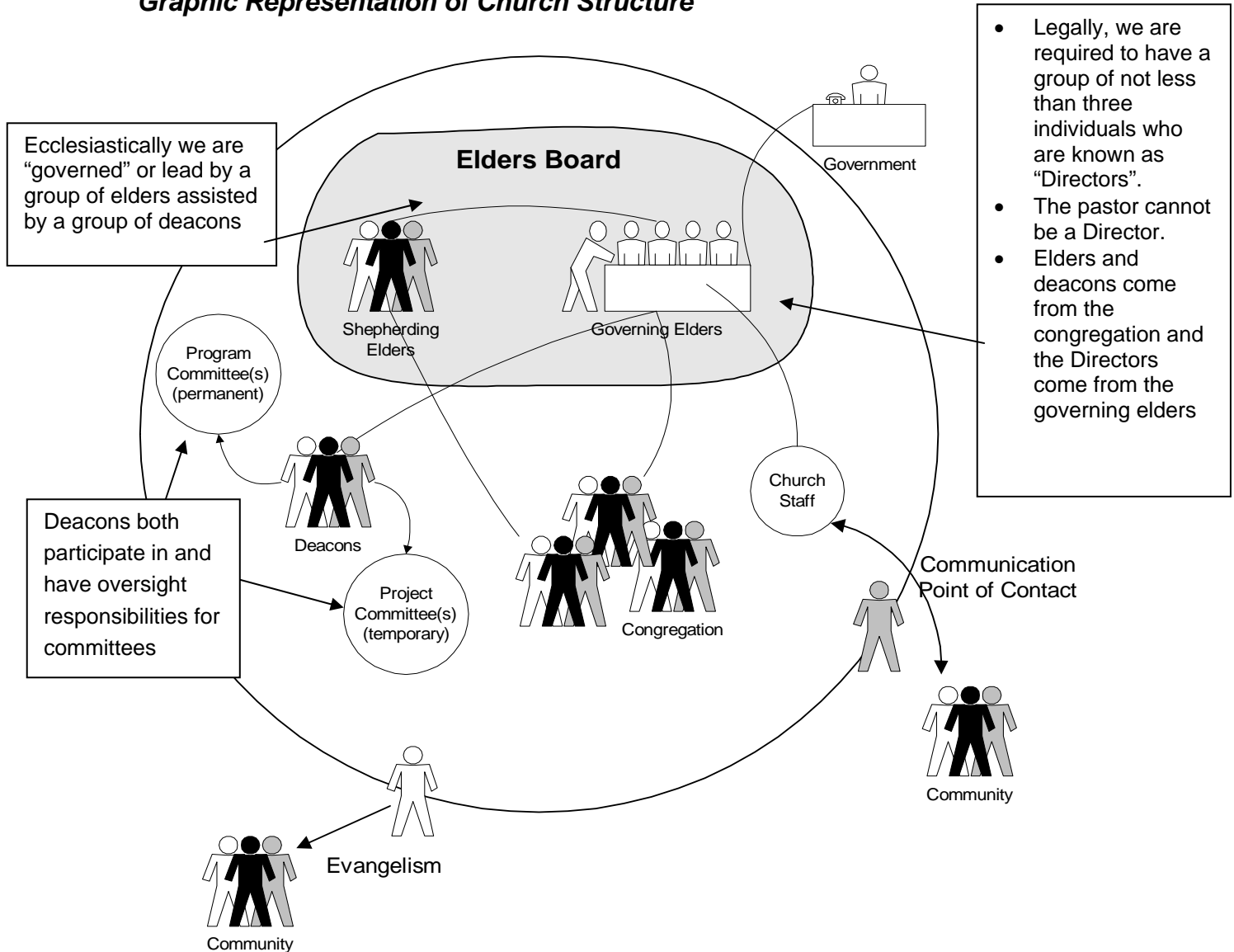
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<sup>9</sup> These procedures will be developed in conjunction with both elders and deacons. They may be entrenched in the by-laws or established as general operating procedures of the church.



## Philosophy of Church Governance For Trinity Bible Church Osgoode Ontario

### Graphic Representation of Church Structure



- In this model the large circle represents the church. The government of the land is an exterior body. There is only one "directing board" with two functions – shepherding and governing. While their focus is primarily spiritual, the elders are also must answer for the temporal functions of the church. They are assisted in their tasks by the deacons who participate in each of the various program committees. The members of the congregation



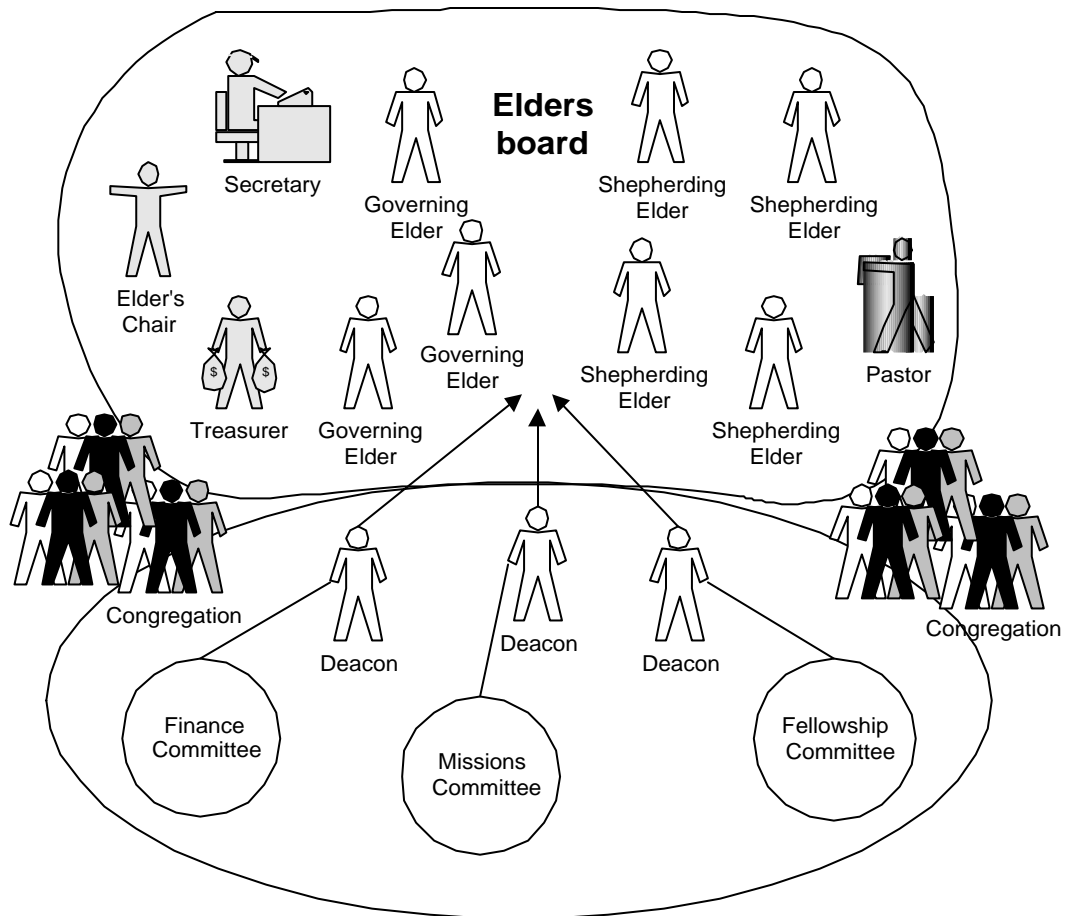
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evangelize and the staff provide a formal point of contact for communication with the community

The governing elders are the directors of the “corporation”. They are the “controlling board” of the church. This model is based on the ideas presented in Romans 12, 1 Corinthians 12 and Ephesians 4 where scripture speaks of those with gifts of administration and others with the gift of pastoring (by way of observation administrators usually do not make good pastors and vice-versa). The beauty of the “Spiritual Gift Model” is that people serve where God has equipped them to serve.

## Philosophy of Church Governance For Trinity Bible Church Osgoode Ontario

### Detail of Elders Board and relationship to Directors



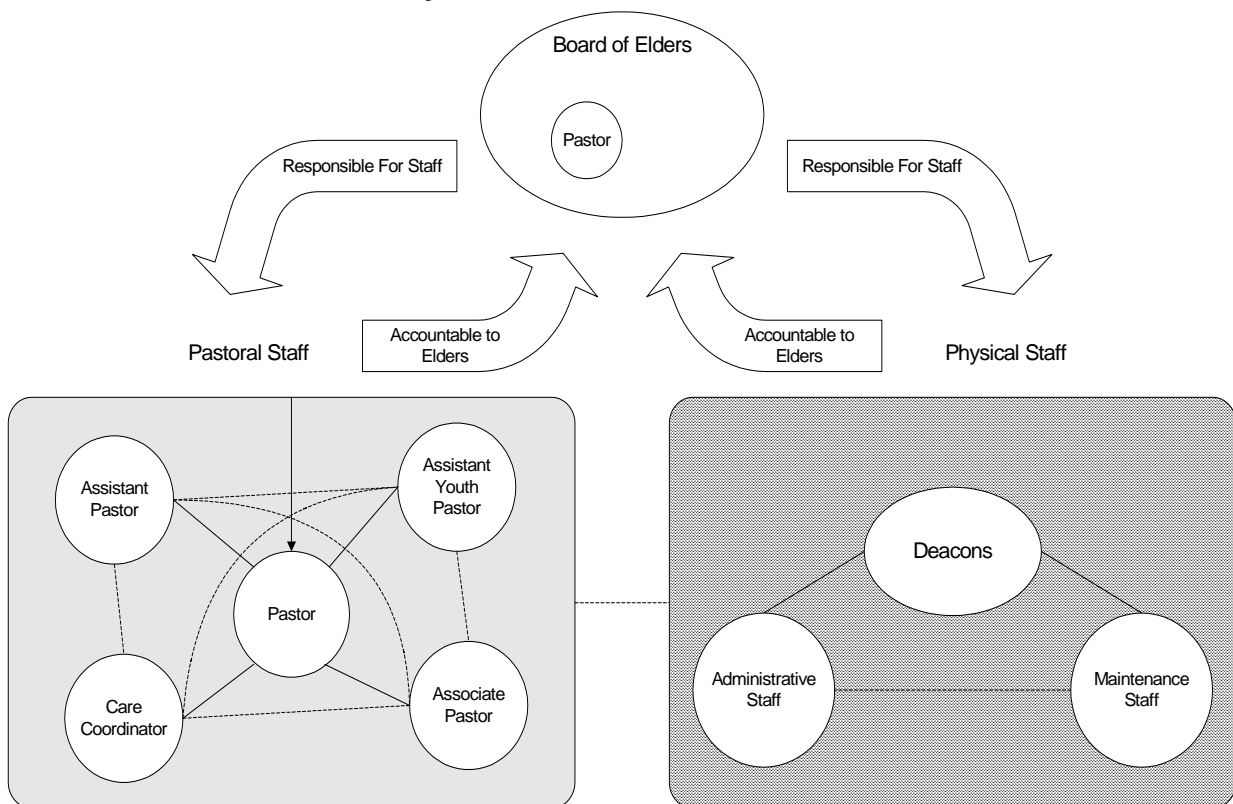
- The governing elders make up the Directors.
- The size of the governing elders as Directors needs to be determined and established in the by-laws of the church. Periodic reviews of this number will be defined in the by-laws.
- The pastor will be a shepherding elder, not a governing elder.
- The deacons are viewed as facilitating ministers. They take care of all the major committees of the church and ensure a direct line of communication to the elders from the committees.
- Although the deacons may hold meetings among themselves for the sake of communication and co-ordination of overall tasks, this would not be an official



## Philosophy of Church Governance For Trinity Bible Church Osgoode Ontario

board of church governance. A report of such meetings shall be delivered to the elders' board in writing, or verbally, so that the elders will be cognizant of the overall well-being and function of the church. The elders would consciously encourage the deacons to fulfill their respective mandates as mature servants of Christ.

### Detail of Staff Accountability



### Conclusion

Based on the philosophies and assumptions outlined in this document the committee feels that we have met our mandate to propose a new governance structure for Trinity Bible Church. While the various groups that currently exist will continue to have the same name there will be (in some cases) a fundamental shift of responsibility and accountability. The idea of a single governance entity is consistent with Biblical principles and allows for better lines of communication within the church body.

## NOTES

## **Appendix 2 – Values Statement**

### **Trinity Bible Church exists:**

“Trinity Bible Church exists as part of God’s Community of Believers called together by Him to be to the praise of His glory”

***Through faithful reliance on the Holy Spirit and diligent prayer we will up hold the following values:***

1. God centered worship
2. Christ-like living
3. Bible based teaching
4. Spirit controlled fellowship
5. Spirit Empowered Evangelism

### **Our values explained:**

#### **1. God centered worship**

To function as a family of believers as God’s called-out unique body by glorifying Him in our personal and corporate life of worship

#### **2. Christ-like living**

To disciple believers by mutual edification, Bible teaching and training to promote holiness of life and to fulfill the purposes given in the Bible.

#### **3. Bible based teaching**

To promote and maintain Biblical doctrine as expressed in our doctrinal statement of faith and to proclaim the gospel of Jesus Christ in all it’s power and fullness and to teach the Word of God effectively to all of our church family.

#### **4. Spirit controlled fellowship**

To nurture, guard and enrich the true Biblical fellowship of believers based on the unity of the Spirit, the bond of love, and the foundation of the Word of God

#### **5. Spirit Empowered Evangelism**

To reach out to our community, our country and the world with a clear and relevant presentation of the Gospel of Jesus Christ in order to give people an opportunity to be saved and become a part of God’s people, the church.

## NOTES



## Appendix 3 – LIFESTYLE STATEMENT:

In view of the need for Christians to be held accountable to maintain biblical standards which distinguish us within a secular society, we the members, or church staff, or Christian workers, or supported missionaries of Trinity Bible Church at Osgoode Township, Ontario hereby affirm the following statement to which we hold one another accountable:

1. We purpose to be accountable to the Bible's teaching, as interpreted by church leadership, in all areas of our conduct and beliefs that will affect the testimony of Christ and us His Bride, the Church. We affirm that the Bible clearly reveals God's expectations of the lifestyle of His redeemed people. We deny that biblical precepts and principles are outdated in modern times. Therefore we purpose to refrain from unethical or immoral behaviour that is unbecoming of a Christian and contrary to biblical principles. These practices include but are not restricted solely to the ones as cited in *Galatians 5:19-21; 1 Cor 6:9,10*.
2. We affirm that God in the Bible defines marriage as a life-long, exclusive covenant between a man and a woman. We deny that same-sex relationships constitute marriage in a biblical sense. *Matthew 19:3-9; Romans 7:2-3*.
3. We affirm that heterosexual sexuality is a gift from God to be received with thanksgiving. Marriage between a man and a woman constitute the essential element to the definition of family which is commonly celebrated within the context of Christian community. We deny that sexual activity outside of an officially recognized biblical marriage is permissible or an acceptable act of no consequence. *Genesis 2:18-25; Proverbs 5:18-19; Song of Songs; Hebrews 13:4*.
4. We affirm that only within marriage as defined in # 2 above is sexual activity pleasing to God. We deny that homosexuality, lesbianism, incest, bestiality, adultery, pedophilia, premarital sex or pornography are pleasing to God and that they are contrary to the standard conduct of a Christian Believer. *Genesis 39:7; Exodus 20:14, 17; 2 Samuel 2:11; Leviticus 18; Proverbs 6: 25; Matthew 5:27-30; Romans 1:26-27; 1 Corinthians 5:1-2; 9-13; 1 Corinthians 6:9-10, 13-20; 1 Corinthians 7:3-5, 8-9; Ephesians 5:3-5*.

### Appendix 3

5. We affirm that the above guidelines are clearly based on Scripture and therefore constitute the will of God for the members, Church staff, Christian workers or supported missionaries of Trinity Bible Church, Osgoode Township, Ontario, Canada. We further affirm that the above guidelines shall serve as a basis for encouraging pastoral care and the exercise of church discipline if required. We deny that the use of the above guidelines is motivated by anything other than a reverent fear of Almighty God our Maker, Redeemer and Judge, and our sincere desire to obey his commandments revealed in Scripture.

#### ACCEPTANCE OF STATEMENT

I have read the Christian Lifestyle statement of Trinity Bible Church, Osgoode Township, Ontario, and hereby indicate my full acceptance of this statement as a condition of my acceptance and continuation as a member, or Church staff, or Christian worker, or supported missionary of Trinity Bible Church. I understand that failure to maintain the standards required by the statement will result in pastoral care intervention, or church discipline and / or dismissal at the discretion of the Board of Elders.

Name (please print) \_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_

## Appendix 4 – 75% Majority Voting – Rounding

# of Elders	75%	Required	Percentage
4	3	4	100.0%
5	3.75	4	80.0%
6	4.5	5	83.3%
7	5.25	6	85.7%
8	6	6	75.0%
9	6.75	7	77.8%
10	7.5	8	80.0%
11	8.25	9	81.8%
12	9	9	75.0%
13	9.75	10	76.9%
14	10.5	11	78.6%
15	11.25	12	80.0%
16	12	12	75.0%
17	12.75	13	76.5%
18	13.5	14	77.8%
19	14.25	15	78.9%
20	15	15	75.0%