



ELEVATION

**Approved By-laws
November 3, 2024**

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Section 1 - General

1.01 Definitions

In this by-law, unless the context otherwise requires:

- a. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. “Board” means the Board of Directors of the Corporation;
- c. “By-laws” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d. “Co-Chair” means the chairs of the Board;
- e. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f. “Director” means an individual occupying the position of Director of the Corporation by whatever name he or she is called;
- g. “Member” means a Member of the Corporation;
- h. “Members” means the collective Membership of the Corporation; and
- i. “Officer” means an Officer of the Corporation.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

Section 2 - Directors

2.01 Responsibilities of Directors

The responsibility of the Board of Directors is to oversee, support and resource the affairs of the Church. The Board of Directors will consist of no fewer than three (3) and no more than twelve (12) Board Members, with the number of Board Members to be recommended to and then ratified by the Members, as necessary. For purposes of the Act, the Church Board shall be deemed to be the Board of Directors and in this regard a Church Board Member may be deemed to be a Director of the corporation.

The Church Board may invite other individuals to participate in meetings, either from time to time, or on a regular basis.

2.02 Expectations of Directors

Expectations of All Church Board Members:

- i. Execute the specific responsibilities of the Board
- ii. Attend most meetings
- iii. Make valuable contributions
- iv. Maintain confidentiality
- v. Work towards consensus and agreement
- vi. Commit to the terms of service
- vii. Act honestly and in good faith with a view to advancing the church's mission, vision, and values
- viii. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

A Person may be considered for election to the Board of Directors if they fulfill all of the following qualifications:

- a. the Person must be a Member in good standing;
- b. the Person must be over the age of twenty-one (21) and have power under the law to contract;
- c. the Person must be personally committed to a relationship with Jesus;
- d. the Person must be actively engaged within the Church;
- e. the person must submit a clear Vulnerable Sector Check;
- f. the person must submit a clear Criminal Record Check;
- g. the Person must seek to live in a way that is aligned with the church's approved values document;

- h. save and except where permitted by law, the Person's Family Members must not be an Employee, Agent or individual that is receiving remuneration either directly or indirectly from the Church; the Person and his or her Spouse must not be part of the Pastoral Staff, an Auditor, and in the case of the Spouse, or any family Member a Church Board Member;
- i. the Person must not be in an undischarged bankrupt or become one at any time during his or her term as a Church Board Member; and
- j. the Person must not be a mentally incompetent person or become a mentally incompetent person at any time during his or her term as a Church Board Member.

2.03 Election and Term

Election

When a vacancy on the Church Board exists or a Board Member is coming to the end of their term, a committee (which includes Members from the community) will be struck to search and propose a slate of Board Members to the Board. Once the Board has approved them, the list will be presented to the community for a vote of affirmation.

An individual who is elected or appointed to hold office as a Director must sign a consent to act as a Director within 10 days of their election or appointment or they will be deemed not to have been elected or appointed. This does not apply to a Director who is re-elected or reappointed where there is no break in his or her term of office.

Term

A Church Board Member will serve two year terms that are staggered. Church Board Members may serve a maximum of three (3) consecutive terms before needing to take a break in service of at least one (1) year before they may be considered for election to the Board of Directors. Lead pastor(s) may have a non-voting seat on the Board.

2.04 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later,
- b. if the Director dies or becomes bankrupt,
- c. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- d. if, at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office.

A Director is entitled to give the corporation a statement giving reasons,

- a. for resigning; or
- b. for opposing his or her removal as a Director if a meeting is called for the purpose of removing him or her.

A corporation shall immediately give the Members a copy of this statement.

2.05 Filling Vacancies

Should a Board position become vacant mid-term, the Board may choose to fill that position temporarily until the next formal Board election, which must happen within a year.

To fill a position temporarily until the next formal election, the Board must strike a committee consisting of at least 3 people, including at least 1 community Member who will select someone to temporarily fill the position until the next formal election.

When someone is temporarily appointed to the Board, the congregation must be informed in a timely manner.

2.06 Committees

Committees may be established by the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee Member may be removed by resolution of the Board.

2.07 Remuneration of Directors

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by a Co-Chair or any two Directors at any time and any place on notice as required by this by-law.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.04 Co-Chairs

The Co-Chair(s) shall preside at Board meetings. In the absence of the Chair(s), the Directors present shall choose one of their number to act as the Chair.

3.05 Voting

Questions arising at any Board meeting shall be decided by a majority of voting Board Members, regardless of how many are present. If a Board Member chooses to recuse themselves from a vote, the decision will be made by a majority of remaining Board Members.

3.06 Participation by Telephone of Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Section 4 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

Section 5 - Officers

5.01 Officers

The Board shall appoint from among the Directors a Chair and may appoint any other person to be Chair, Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The office of Chair may also be held by the same person. The Board may appoint such other Officers and Agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

Every Officer in exercising his or her powers and discharging his or her duties to the corporation shall,

- a. act honestly and in good faith with a view to the best interests of the corporation; and
- b. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. such Officer's death.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee Member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee Member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with who or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have;

- a. Complied with the Act and the Corporation's articles and By-Laws; and
- b. Exercised their powers and discharged their duties in accordance with the Act.

Section 7 - Conflicts of Interest

7.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a Director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

7.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 8 - Members

8.01 Members

Membership in the Corporation shall consist of the incorporators named in the articles and such other individuals interested in furthering the Corporation's purposes and who have been accepted into Membership in the Corporation by resolution of the Board.

8.02 Membership

A person qualifies for Membership if they are:

- a. Engaged with the Elevation Waterloo Community for at least 6 months (this period can be waived by a consensus vote of the Board of Directors);
- b. Is 18 years of age or older;
- c. Agrees with Elevation Waterloo's Mission, Vision, and Values; and
- d. Have submitted an Application for Membership to the Board of Directors

Approval of Membership is subject to the approval of the Board of Directors who may inquire as to an applicant's suitability for Membership prior to approval.

8.03 Termination of Membership

A Membership may be terminated by a consensus vote of the Board of Directors if:

- a. a Member has not engaged in the life of the church for at least six (6) months, or
- b. a Member is acting in a way that undermines the values of Elevation

Termination of Membership will be done in good faith and in a fair and reasonable manner as set out in the Act.

8.04 Withdrawal of Membership

A Member may withdraw their Membership at any time by submitting a written request addressed to the Secretary of the Board of Directors. Withdrawal will be effective as of the date of receipt of the request.

Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board within 15 months of the previous annual meeting. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the by-laws or articles. The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of at least 10 percent of the Members, including five (5) people who are not related to each other, that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

9.03 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is 25 percent of the Members entitled to vote at the meeting, whether present in person, by electronic means, or by proxy. A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting.

9.05 Chair(s) of the Meeting

The Church Board Chair(s) shall be the chairs of the Members' meeting; in the Chairs' absence, the Board shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time. The Members must be provided with notice of the adjourned meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any), persons who are engaged of the life of Elevation Waterloo and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 - Notices

10.01 Services

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omissions in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, Member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 - Adoption and Amendments of By-Laws

11.01 Amendments to By-Laws

This By-law may be amended by a majority vote of the Board and the Members.