

## **CONSTITUTION of THE PLACE COMMUNITY CHURCH VICTORIA**

### **ARTICLE I**

The name of the Society is THE PLACE COMMUNITY CHURCH VICTORIA.

### **ARTICLE II**

The purpose of the Society is to function as a local congregation of the historic Christian Church, engaging in: worship, education, outreach, spiritual guidance, children's ministries, local and non-local services of justice, mercy and compassion.

These activities may be carried out by members individually, collectively, or in co-operation with other organizations and individuals.

## **BYLAWS of THE PLACE COMMUNITY CHURCH VICTORIA**

### **DEFINITIONS**

- A. In these bylaws "Church" means the Society known as The Place Community Church Victoria.
- B. The highest body of leadership is called the Board, which serves and is accountable to the Church members.
  - a. The Church membership delegates limited authority to the Board to act as governors of the congregation's spiritual concerns, as well as to administer with accountability the practical and financial assets of the Church. The Board has no powers and authorities other than those explicitly granted by the Church membership.
  - b. The Board must keep and update a Policy and Procedures Manual (the "PPM").
- C. A subordinate body to the Board is called a 'committee' or 'task force'.

### **ARTICLE I**

## **TERMS OF ADMISSION OF MEMBERS AND THEIR RIGHTS AND OBLIGATIONS**

- A. Any person approved by the Board is eligible for membership in the Church. Criteria for membership and application procedures shall be contained in the PPM.
- B. Members accept that the Church assents to historic Christian orthodoxy as found in such traditions as the Apostle's and Nicene Creeds as well as those of the Place Community as contained in the PPM.
- C. Members are expected to faithfully fulfill their Christian duties, uphold the community's values as contained in the PPM, attend as far as possible the services of the Church, and contribute regularly (including financially) to the support of the Church according to their ability.
- D. In considering membership, The Place Community will not discriminate against any applicant on the basis of race, ethnicity, national origin, gender, gender identity and/or expression, sexual orientation, age, marital status, or disability.

## **ARTICLE II**

### **CONDITIONS UNDER WHICH MEMBERSHIP CEASES**

- A. Membership in the Church may be withdrawn at the discretion of the Board under the following conditions:
  - 1) constant absence from the regular meetings of the Church without sufficient reason;
  - 2) gross misconduct harmful to the reputation of the Church or well being of other members.
  - 3) unwillingness to assent to the values and practices of the Church community as represented in the PPM.
- B. No person may be removed from membership until such time as he or she has been personally contacted and given opportunity to explain and defend his or her conduct and all possible effort has been made to restore him or her to full fellowship in the Church. Just and fair grievance procedures must be included in the PPM.

- C. Voluntary withdrawal from the Church shall be by letter of resignation to the Board. Withdrawing members will protect the unity of the Church through the manner in which they withdraw.
- D. Members who, for whatever reason, are unable to participate in the Church's regular activities for an extended period of time, may be placed on the 'inactive' members roll, either by written request, or by Board decision.

### **ARTICLE III**

#### **MEETINGS AND VOTING RIGHTS**

- A. The Annual General Meeting must be held on a day to be determined by the Board and in accordance with the Societies Act. All ministry committees and activities shall report in detail on their activities to the Annual General Meeting. Special meetings may be called as deemed necessary by the Board.
- B. Notice of the Annual General Meeting will be, at a minimum, given by way of announcement at regular Church services on three (3) Sundays prior to the day of such meeting.
- C. A quorum for the transaction of business at all such meetings shall be one-quarter of the active membership.
- D. Regular membership with full voting rights is open to those who have attained the age of eighteen (18) years. No proxy voting is allowed.
- E. Robert's Rules of Order, latest edition, apply in all business meetings.

### **ARTICLE IV**

#### **APPOINTMENT AND REMOVAL OF DIRECTORS AND OTHER OFFICERS AND THEIR DUTIES, POWERS, AND REMUNERATION**

- A. The Church is governed by the Board.

- B. Each year the Board will choose a Nominating Committee consisting of Board members and Church members who are not Board members. The Nominating Committee reports to the Board.
- C. Each year the Nominating Committee must recommend to the Board, members to stand for possible election to the Board by the membership at the Annual General Meeting. A candidate for the position of Board member must be a member of the Church.
- D. There shall be no nominations for Board positions from the floor at the Annual General Meeting.
- E. If a vacancy occurs among the Board or if an additional member is required subject to the terms of these bylaws, the Board may direct the Nominating Committee to recommend a replacement. Upon Board approval, that person shall commence service immediately, subject to affirmation by secret ballot of the membership at the next Annual General Meeting.
- F. At the Annual General Meeting of the Church, the Nominating Committee will present to the membership a list of suitable candidates for election, by secret ballot, to the Board.
- G. The Board, at its first meeting after the Annual General Meeting, shall elect its officers: Chair, Vice-Chair, Secretary and/or Treasurer.
- H. The Chair of the Board shall function as the Chair at all meetings of the membership, unless delegated to another person by unanimous consent of the Board.
- I. Ordinarily, the Board should not have less than 7 members. The Board may continue to function with less than 7 members but will endeavour to return to 7 members as soon as practicable, prior to elections at the AGM.
- J. Board and committee members are eligible to serve under the guidelines and term limits stipulated in the PPM.
- K. The Secretary must:
  - 1. keep accurate minutes of all meetings of the Board and of all meetings of membership;
  - 2. keep a register of active and inactive membership; and,
  - 3. hold all official papers of the Society in depository as designated by the Board.
- L. The Treasurer is responsible to oversee the following:
  - 1. Receiving all monies paid to the Church;
  - 2. Disbursing the Church's funds in accordance with established procedures and as authorized by the Society;

3. Depositing all Church funds in a Bank or Financial Institution designated by the Board;
  4. Keeping a full account of all money received, disbursed, and on hand;
  5. Preparation of regular financial statements for the Board;
  6. Preparation of annual financial statements for presentation at the Annual General Meeting of the Church;
  7. Giving direction to other persons in matters involving these responsibilities; and
  8. Some work of the Treasurer may be delegated to qualified members of the congregation as deemed necessary by the Board.
- M. Any Board member may be removed by majority vote of the membership, but a recommendation for removal of such an officer must first be made by the Board and only according to fair grievance and disciplinary procedures outlined in the PPM.
- N. Board members will not normally be remunerated for their services, but may be reimbursed at the discretion of the Board for out-of-pocket expenses incurred in the work of the Church. However, the Church may, on approval of its members at a General Meeting, appoint part or full-time pastoral and other staff with duties and financial remuneration as arranged by the Board.
- O. It is the responsibility of the Board to seek, vet, and propose to the congregation a candidate for the office(s) of Pastor(s), whose qualifications and duties will be stipulated in the PPM and any employment contracts offered.
- P. The position(s) of Pastor(s) is conferred only by the Church membership through a congregational majority vote of no less than SEVENTY-FIVE PERCENT (75%).
- Q. A Pastor may be dismissed by a SEVENTY-FIVE PERCENT (75%) vote of the Church Board, and only after due and just processes have been followed to resolve issues of competency for the pastoral position.
- R. Pastor(s) shall be a non-voting member of the Board serving without term limit. Pastors, however, may vote on any committee of which they are members.
- S. The calling and ordaining of Pastors to church ministry shall proceed according to the guidelines set out in the PPM.

## **ARTICLE V**

### **EXERCISE OF BORROWING POWERS**

By unanimous vote, the Board may borrow an aggregate amount not to exceed 5% of the Church's annual budget within a fiscal year. Any larger amount must be approved by special resolution.

## **ARTICLE VI**

### **REVIEWING OF ACCOUNTS**

At the Annual General Meeting of the Society the members must authorize a review to be done of the financial records of the Society.

## **ARTICLE VII**

### **CUSTODY AND USE OF THE SEAL OF THE SOCIETY**

The Secretary of the Board has custody of the Seal, if any, of the Society which shall not be affixed to any papers except as authorized by the Board.

## **ARTICLE VIII**

### **ALTERATION OF BYLAWS BY SPECIAL RESOLUTION STATING REQUISITE MAJORITY**

These bylaws may be amended by a Special Resolution passed by a SIXTY-SIX PERCENT (66%) majority of members that are present at a General Meeting of which notice specifying the intention to propose this resolution as an Extraordinary Resolution has been duly given.

## **ARTICLE IX**

### **TIME AND PLACE (IF ANY) AT WHICH BOOKS AND RECORDS OF THE SOCIETY MAY BE INSPECTED BY THE MEMBERS**

Any member of the Society may make inspection of the records of the Society at times set by the Board. These records are not to include private information of the membership, but shall include the annual and past budgets, the Constitution, bylaws, minutes of Board and Committee meetings, and the PPM.

## **ARTICLE X**

### **WINDING UP THE SOCIETY**

Upon a winding up of the Society all of the funds remaining after payment of all costs, charges and expenses properly incurred in the winding up must be distributed to the Christian charities designated by the Society's Board, all of which are qualified donees under the Income Tax Act of Canada. No monies or assets may be distributed to any member of the Society.