

BY-LAW NO. 1

Being a By-law relating generally to the transaction of
the affairs of **MOUNT ZION EVANGELICAL LUTHERAN
CHURCH OF WATERLOO**

BE IT ENACTED as a By-law of **MOUNT ZION EVANGELICAL LUTHERAN CHURCH
OF WATERLOO** as follows:

HEAD OFFICE

1. The head office of the Corporation shall be in the City of Waterloo, in the Province of Ontario, and at such place as the Directors may from time to time determine.

BOARD OF DIRECTORS

2. The affairs of the Corporation shall be managed by a Board of Directors consisting of twelve (12) individuals, each of whom shall, at the time of his or her election and throughout his or her term of office, be a member of the Corporation and a serving councillor of the Congregation of Mount Zion Evangelical Lutheran Church, Waterloo, Ontario. Each member of the Board shall be elected to hold office for a period of three (3) year.
3. The election of the Board may be by a show of hands at the annual general meeting of the Corporation unless a ballot be demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given, remove any Director before the expiration of the Director's term of office, and may, by a majority of the votes cast at that meeting, elect any person willing to stand in his or her stead for the remainder of the term.

VACANCIES, BOARD OF DIRECTORS

4. Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so and the member sees fit to stand, otherwise such vacancy shall be filled at the next annual meeting of the members at which the Directors for the ensuing three (3) years are elected. But, if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members of the Corporation to fill the vacancy. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

QUORUM AND MEETINGS OF BOARD OF DIRECTORS

5. A majority of the Board of Directors shall form a quorum for the transaction of business by the Board.
6. Except as otherwise required by law, the Board may hold its meetings at such place or places in the Kitchener and Waterloo area as it may, from time to time, determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Board meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction of two Directors, given in writing. Notice of such meetings shall be delivered, telephoned or faxed to each Director not less than two (2) days before the meeting is to take place or shall be mailed to each Director not less than two (2) days before the meeting is to take place. Notice of such meeting may also be given by publication at the service of worship on the Sunday preceding the date of the proposed meeting. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meeting at an hour to be named, and of such regular meeting no notice need be sent. A Board meeting may also be held without notice, immediately following the annual meeting of the Corporation.
7. The Directors may consider or transact any business, either special or general, at any meeting of the Board. For a meeting of the Board at which a member is appointed to fill a vacancy, no notice of the meeting shall be necessary to the newly appointed member. Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall cast a deciding vote, otherwise the Chairman shall not have a vote. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. A recorded vote must be requested by a member in advance of the vote. In the absence of the President, or by a majority vote of the Directors, his duties may be performed by the Vice-President or such other Director as the Board may from time to time appoint for the purpose.

ERRORS IN NOTICE, BOARD OF DIRECTORS

8. No error or omission in the giving of notice for a meeting of the Board of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Board member may, at any time, waive notice of any such meeting and may ratify and approve of any or all of the proceedings taken or had by the Directors thereat.

ADJOURNMENTS

9. Any meeting of the Board of Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

PROTECTION OF DIRECTORS

10. Every Director or Officer of the Corporation, or other person who has undertaken or is about to undertake any liability on behalf of the Corporation, and their heirs, Estate Trustees, permitted assigns and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:
 - a. all damages, costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever done by him or her in the furtherance of his or her office or in respect of any such liability; and
 - b. all other damages, costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.
11. No Director or Officer for the time being of the Corporation shall be liable for:
 - a. the acts, receipts, neglects or defaults of any other Director, Officer or employee of the Corporation or for joining in any receipt or act of conformity;
 - b. any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested;
 - c. any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom any moneys, securities or effects belonging to the Corporation shall be lodged or deposited; or
 - d. any other loss, damage or misfortune whatsoever which may happen in the execution or supposed execution of the duties of his or her office or trust or in relation thereto unless the same shall happen by or through his or her own wilful act, neglect or default.

POWERS

12. Subject to the provisions hereinafter contained concerning cheque signing, the Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into, and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Charter or otherwise authorized to exercise and do provided, however, that the Directors shall not be empowered to approve any payment of Directors' fees.

REMUNERATION OF DIRECTORS

13. The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such; provided that a Director may be paid or reimbursed for any and all reasonable expenses incurred by him or her in the performance of his or her duties.

NOMINATION OF DIRECTORS

14. The Board of Directors shall appoint a Nominating Committee comprised of four (4) members of the Corporation. The Nominating Committee shall, prior to the annual meeting of members, make due inquiry and nominate at least as many members in good standing who consent and undertake to act as a Director or Officer, if elected, as may be required to fill all vacancies on the Board of Directors and shall report such nominations to the Board of Directors not less than ten (10) days prior to such annual meeting.
15. A nomination shall be accepted from a member in good standing for any or all positions on the Board of Directors provided that the nominee submits, in writing, his or her intentions to the Secretary of the Corporation two (2) weeks prior to the annual meeting. Further nominations shall be accepted from the floor at the annual meeting provided that each nominee if present at such meeting has consented to be nominated verbally, or if absent from such meeting has consented in writing to be nominated.
16. No nomination for the position of Treasurer shall be accepted for a person who is not bondable and it shall be required that, as a condition of the person or persons submitting the name of a nominee for the position of Treasurer, the person so nominated be bondable.

OFFICERS OF THE CORPORATION

17. The Board of Directors shall consist of a President, Vice-President, Secretary, Treasurer, and eight (8) Directors at large with duties to be determined by the Directors, meeting as a

committee of the whole. All members of the Board of Directors shall be elected from among the members of the congregation of Mount Zion Evangelical Lutheran Church of Waterloo, Ontario at the annual meeting of the congregation. In the absence of written agreement to the contrary, the employment and duties of all Board members shall be settled from time to time by the Board.

DUTIES OF THE PRESIDENT

18. The President shall, when present, preside at all meetings of the Corporation and the Board of Directors unless the Directors, through a majority vote, choose otherwise. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation and shall perform such other duties as may be assigned to him or her by the Board.

DUTIES OF THE VICE-PRESIDENT

19. The Vice-President shall perform the duties of President in the President's absence. The Vice-President shall also be Chairman of a disciplinary committee empowered by the Board of Directors to look into any matters they see fit. This committee shall consist of not less than three (3) Board members including the Vice-President. The members will be chosen by a majority vote of the Directors as needed. The Vice-President shall also perform such duties as may from time to time be determined by the Board of Directors.

DUTIES OF THE SECRETARY

20. The Secretary shall be ex-officio clerk of the Board of Directors. The Secretary shall at all meetings of the Board of Directors; insure the recording of all facts and minutes of all proceedings; give all notices required to be given to members and the Directors; be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which shall be delivered up only when authorized by a resolution of the Board to do so and to such person and persons as may be named in the resolution. The Secretary shall perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF THE TREASURER

21. The Treasurer, or person performing the usual duties of Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name of and to the credit of the Corporation in such bank or banks as may from time to time be designated by the

Board of Directors. The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers thereof and shall render to the Board of Directors at the regular meetings thereof or whatever required of him or her, an account of all his transactions as Treasurer and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may be from time to time determined by the Board of Directors.

DUTIES OF OTHER OFFICERS

22. The Board of Director may create such other offices as may from time to time be required. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors by resolution requires of them.

EXECUTION OF DOCUMENTS

23. Deeds, transfers, licences, contracts, assurances and engagements of every kind on behalf of the Corporation shall be signed by any two (2) of the President, Vice-President, Secretary and Treasurer.
24. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any one (1) of the President, Vice-President, Secretary and Treasurer.
25. The President, Vice-President, Secretary and Treasurer or any two (2) of them or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or, as trustees or otherwise, accept in the name and on behalf of the Corporation transfers of shares, bonds, or other securities from time to time transferred to the Corporation and may make, execute and deliver all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or Corporation.
26. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument contract or obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

27. The Directors shall see that all necessary books and records of the Corporation required by

the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

MEMBERSHIP

28. All members, from time to time, of the Congregation of Mount Zion Evangelical Lutheran Church, Waterloo, Ontario as defined in Article V of the Approved Model Constitution for Congregations, Evangelical Lutheran Church in Canada (May 17th, 1985) and as modified from time to time, shall be members of the Corporation.

ANNUAL AND OTHER MEETINGS OF MEMBERS

29. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in the Cities of Kitchener or Waterloo as the Board of Directors may determine and on such day as the said Directors shall appoint.
30. At every annual meeting, in addition to any other business that may be transacted, the report of the Board of Directors and the financial statement for the Corporation shall be presented and a Board of Directors shall be elected for the ensuing year. The members may consider and transact any business, either special or general, without any notice thereof at any meeting of the members.
31. The Board of Directors or the President or Vice-President shall have power to call, at any time, a general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every meeting shall be given to each member ten (10) days before the time fixed for the holding of such meeting; provided that any meetings may be held at any time and place without such notice if all the members of the Corporation are present thereat and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact. Any written notice circulated generally or specifically to the members may be deemed by the Board of Directors to constitute official notice of any meeting.

ERROR OR OMISSION IN NOTICE

32. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and the members may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or Officer for any meeting or otherwise, the address of any member, Director or Officer shall be the last address recorded on the books of the Corporation.

ADJOURNMENTS

33. Any meeting of the members of the Corporation may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

34. A quorum of members for the transaction of business at any meeting of members shall consist of the members present at the meeting in person provided that the quorum shall consist of not less than a majority of the Board of Directors.

VOTING OF MEMBERS

35. Each member of the Corporation who has attained the age of eighteen (18) years shall have one (1) vote at any meeting or annual or general meeting of the members of the Corporation
36. At all meetings of members, every question shall be decided by a majority of the votes cast by the members present at the meeting. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands every member having voting rights shall have one vote and unless a poll be demanded, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person. Such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question.
37. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

FINANCIAL YEAR

38. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of December in each year.

CHEQUES, ETC.

39. All cheques, bills of exchange of other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officers or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any of such Officers or agents may endorse notes and drafts for collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for settlement of balances and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

40. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

NOTICES

41. Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given personally or by fax or by leaving same at the last known address of the Director, Officer or member to whom notice has to be given as such address appears on the books of the Corporation, or by depositing same in a post office, or a public letter box, prepaid, sealed and addressed to the Director, Officer or member at his or her address as the same appears on the books of the Corporation.

AMENDMENT OF BY-LAWS

42. No amendment, alteration or repeal of this by-law or any part thereof shall be effective until such amendment, alteration or repeal has been confirmed by a majority of the votes cast by the members present at a general meeting of members duly called for that purpose.

REGULATIONS


43. The Board of Directors may prescribe such Regulations not inconsistent with the by-laws of the Corporation relating to the management and operation of the Corporation as they deem expedient, provided that such Regulations shall have force and effect only until the next annual meeting of the members of the Corporation when the Regulations shall be confirmed. In default of confirmation at such annual meeting of members, such Regulations shall from that time cease to have force and effect.

INTERPRETATION

44. In these by-laws and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be.

PASSED at Waterloo, Ontario this 2nd day of May, 1999.

WITNESS the Corporate Seal of the Corporation.



President



Secretary

BY-LAW NO. 2

Being a by-law relating to the borrowing of money,
the issuing of debt obligations and
giving security for the liabilities of
**MOUNT ZION EVANGELICAL LUTHERAN
CHURCH OF WATERLOO**

BE IT ENACTED as a by-law of **MOUNT ZION EVANGELICAL LUTHERAN CHURCH OF WATERLOO** (hereinafter called the "Corporation") as follows:

1. The Directors of the Corporation may from time to time:
 - a. Borrow money on the credit of the Corporation;
 - b. Issue, reissue, sell or pledge debt obligations of the Corporation but no invitation shall be extended to the public to subscribe for any such debt obligations;
 - c. Subject to the Corporations Act, R.S.O. 1990, c. C.38 as amended, give a guarantee on behalf of the Corporation to secure the due performance of an obligation of any person;
 - d. Charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired in order to secure any securities or any money borrowed, or other debt, or any obligation or liability of the Corporation; and
 - e. Delegate the powers conferred on the directors under this by-law to a director, a committee of directors, or an officer of the Corporation to such extent and in such manner as the directors shall by resolution determine.

PASSED at Waterloo, Ontario this 2 day of MAY, 1999.

WITNESS the Corporate Seal of the Corporation.

Ann Crossman
President

Kevin Johnson
Secretary