

General Operating Bylaw No. 1
Mount Zion Evangelical Lutheran Church of Waterloo
February 2010

Patterned after the Model Corporate Bylaw for
Congregations in Ontario

Eastern Synod, Evangelical Lutheran Church in Canada, July 2008

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General Operating Bylaw Number 1

A Bylaw relating generally to the transaction of the affairs of MOUNT ZION EVANGELICAL LUTHERAN CHURCH OF WATERLOO (an Ontario Corporation)

BE IT ENACTED as a Bylaw of MOUNT ZION EVANGELICAL LUTHERAN CHURCH OF WATERLOO (hereinafter referred to as the "Church") as follows:

Definitions, Fundamental Terms and Interpretations

- 1.1 In this Bylaw and all other Bylaws and Resolutions of the Church unless the context otherwise requires, the following definitions shall apply:
- a. "Act" means the Corporations Act (Ontario) R.S.O. 1990, c.C.38 as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the Bylaw of the Church to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
 - b. "Bishop" means the bishop of the Synod;
 - c. "Board" means the Congregational Council of the Church, which shall be deemed to be the Board of Directors of the Church pursuant to the Act;
 - d. "Bylaw" or "Bylaws" means any Bylaw of the Church from time to time in force and effect, including the General Operating Bylaw;
 - e. "Church" means the legal entity incorporated as a corporation without share capital under the Act by Letters Patent dated the first day of November, 1989, and named MOUNT ZION EVANGELICAL LUTHERAN CHURCH OF WATERLOO;
 - f. "Church Constitution" or "Constitution" means the Letters Patent, the General Operating Bylaw, all other Bylaws, and all Policy Statements adopted by the Church from time to time;
 - g. "Committee" means Committee of the Church as established in accordance with this Bylaw;
 - h. "Committee Member" means a member of a Committee of the Church;

- i. "Congregation" means the Members of the Church;
- j. "Congregational Council" or "Council" means the Congregational Council of the Church as described in Article 9 herein;
- k. "Councillor" means a member of the Congregational Council who shall be deemed to be a Director of the Church pursuant to the Act;
- l. "Discipline" means seeking to reconcile Individuals to one another through mutual forgiveness;
- m. "Documents" includes deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all paper writing;
- n. "ELCIC" or "Lutheran Church" means the Evangelical Lutheran Church in Canada;
- o. "General Operating Bylaw" means this Bylaw, any amendments thereto, and any other Bylaws of the Church intended to amend or replace the General Operating Bylaw herein;
- p. "Individual" means a Member as defined herein;
- q. "Letters Patent" means the Letters Patent incorporating the Church, as from time to time amended or supplemented by Supplementary Letters Patent;
- r. "Meeting of Members" means any annual or special meeting of the Members;
- s. "Member" means a member of the Church as defined in Article 3 hereof;
- t. "Membership" means membership of the Church;
- u. "Objects" means the Objects of the Church as contained in the Letters Patent;
- v. "Officer" means an Officer of the Church as described in Article 9.35;
- w. "Pastor" means the Pastor of the Church as described herein;
- x. "Person" means an individual person, but does not include corporations, partnerships, trusts, or unincorporated organizations;

- y. "Policy Statements" means any Policy Statements adopted as part of the Church Constitution from time to time concerning practical applications of biblical principles, doctrinal considerations and Christian conduct;
- z. "Resolution" means a Resolution passed by either the Congregational Council, or a Meeting of Members, as the case may be, by a majority of the votes cast, unless the Act or the Bylaws otherwise require;
- aa. "Synod" means the Eastern Synod of the Evangelical Lutheran Church in Canada.

- 1.2 In this General Operating Bylaw and all other Bylaws and Resolutions of the Church, unless the context otherwise requires, the following interpretations shall apply:
- a. words importing the singular number include the plural and vice versa;
 - b. words importing the masculine gender include the feminine and neutered genders unless this Bylaw otherwise specifically provides; and
 - c. words importing or referring to Person or Persons shall include individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations.
- 1.3 Headings used in this General Operating Bylaw are for convenience of reference only and shall not affect the construction or interpretation thereof.

Confession of Faith

- 2.1 The Confession of Faith is that of the ELCIC from time to time.
- 2.2 This General Operating Bylaw and any other Bylaws of the Church shall be strictly interpreted at all times in accordance with and subject to the Confession of Faith. If any of the provisions contained in this General Operating Bylaw are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

- a. This congregation confesses the Triune God—Father, Son and Holy Spirit—as the one true God. It proclaims the Father as Creator and Preserver, His Son Jesus Christ as Redeemer and Lord, and the Holy Spirit as Regenerator and Sanctifier.
- b. This congregation confesses that the Gospel is the revelation of God's saving will and grace in Jesus Christ, which He imparts through Word and Sacrament. Through these means of grace the Holy Spirit creates believers and unites them with their Lord and with one another in the fellowship of the Holy Christian Church.
- c. This congregation confesses the Scriptures of the Old and New Testaments as the inspired Word of God, through which God still speaks, and as the only source of the Church's doctrine and the authoritative standard for the faith and life of the Church.
- d. This congregation subscribes the documents of the Book of Concord of 1580 as witnesses to the way in which the Holy Scriptures have been correctly understood and explained and confessed for the sake of the Gospel, namely:
 - i. The Apostles', the Nicene, and the Athanasian Creeds as the chief confessions of the Christian faith;
 - ii. The Unaltered Augsburg Confession as its basic formulation of Christian doctrine;
 - iii. Luther's Small Catechism as a clear summary of Christian doctrine;
 - iv. The Apology of the Augsburg Confession, Luther's Large Catechism, the Smalcald Articles with the Treatise, and the Formula of Concord as further witnesses to the Unaltered Augsburg Confession.

Nature and Mission

- 2.3 Nature and Mission: This congregation is a worshipping, learning, witnessing and serving community of baptized persons among whom the Word is proclaimed and the Sacraments are administered according to the Gospel, and whose corporate existence is recognized by the ELCIC. It shall provide support to enable the fulfillment of the mission and ministry of this church.
- a. Worship. This congregation, remembering God's mighty acts

in the past, celebrating His abiding presence, and moving toward His promised fulfillment, will listen to the Word of God in Scripture and preaching, receive the Sacraments, and respond with confession, prayer, praise, thanksgiving, and with tithes and offerings. In order to assist members to acknowledge God's rule over their lives, their own unity as Christ's body on earth, and to express their relationship with God in public and in private, the congregation shall gather for worship regularly and, in accordance with the traditions of the Lutheran Church, recruit, equip and support members for leadership in worship, use appropriate worship materials, and make certain that worship has a place in other functions of the congregation.

- b. Learning. The congregation shall develop an educational program designed to assist persons to grow in grace and faith and in the knowledge of the Scriptures and the Lutheran Confessions for service and witness in the world. To this end, it shall provide learning opportunities with appropriate curriculum, recruit, equip, approve and support teachers, and ensure that adequate study undergirds all functions of the congregation.
- c. Witnessing. This congregation, relying on the Holy Spirit, shall proclaim the Gospel by word and deed and thereby invite all people to repent and believe. The congregation shall recruit, motivate, equip and support its members to witness to their faith at every opportunity in daily life so that the Lord is glorified, the fellowship is strengthened, the lapsed are restored and new members are added to the congregation. It shall provide for the communication of the Gospel through fellowship in the wider Christian community. It shall assure that all congregational functions witness to the faith of the church.
- d. Service. This congregation shall live by faith active in love. It shall motivate, equip and support its members to minister in daily life, to participate as members of a caring community, to serve as Christians in all the institutions and structures of the society of which they are a part, and individually and corporately to promote justice and reconciliation, meet human needs and alleviate suffering. In these efforts the

congregation shall co-operate with the Synod and the ELCIC, other Christian churches and other groups in society. It shall make certain that all its functions strengthen the motivation and ability for service.

- e. Support. This congregation in faithfulness to God shall provide leadership, organizational structures, facilities and funds to enable fulfillment of its functions. The congregation shall strive to maintain effective stewardship practices, evaluate regularly the total life and ministry of the congregation, and recruit, equip and support members of the congregation to provide for these activities.

Membership

- 3.1 Members shall be only those baptized Persons who:
 - a. have been baptized in the Church, or
 - b. having been previously baptized in the name of the Triune God, have been received by:
 - i. transfer from another ELCIC or full communion congregation, or
 - ii. confirmation, or
 - iii. affirmation of faith.
- 3.2 Certain Members of the Church may also be classified as Confirmed Members. Confirmed Members are Members who have been:
 - a. confirmed in the Church, or
 - b. received by adult baptism, or
 - c. received by transfer as confirmed members from another ELCIC or full communion congregation, or
 - d. received by affirmation of faith as baptized adults.
- 3.3 Voting Members are those Members who are in good standing and have attained the age of 18 years.
- 3.4 The Secretary shall record the names of all Members on a roll of Members and shall clearly identify therein those Members who are Voting Members.

- 3.5 Church Membership shall carry the following privileges and rights:
- a. the right to attend, speak and participate at all Meetings of Members; and
 - b. the right for those Members classified as Voting Members, to a single vote either in person or by proxy at all Meetings of Members.
- 3.6 The privileges and rights of Church Membership are not transferable.

Members in Good Standing

- 3.7 A Member in good standing is one who partakes of the Sacrament of Holy Communion, supports the church with offerings and participates in the life and worship of the congregation, and is faithful in carrying out the responsibilities of membership.
- 3.8 Responsible church membership assumes that:
- a. United in one Lord, one faith and one Baptism, the Members are to be constant in worship and in the study of the Holy Scriptures, regularly nourishing their life in Christ in the Sacrament of the Altar, presenting their children for Holy Baptism and providing for their Christian instruction.
 - b. The Members are called by the Spirit to lead godly lives, to promote the unity and welfare of the Congregation in the bond of peace, to proclaim the Gospel and to renounce the evil one. The commitment of each Member to this call is to be expressed through the ELCIC, its synods and this Church by a life of repentance, faith, prayer and the sharing of resources.
- 3.9 If, for a period of twelve months, a Member fails to be a Member in good standing, the Congregational Council, in its sole discretion, may consider that Member to be no longer a Member in good standing, with the result that such Member shall not have the right to vote at Meetings of Members, provided that the Congregational Council has first sent written notice by registered mail to such Person of its intention to declare the Member as no

longer in good standing sixty (60) days thereafter.

- 3.10 A Member who is no longer in good standing may request that his or her status be reinstated as a Member in good standing, in which event the Congregational Council in their sole discretion shall determine whether such request shall be granted.

Termination of Membership

- 3.11 Membership in this congregation shall be terminated by any of the following:
- a. Death;
 - b. Resignation;
 - c. Transfer or release;
 - d. Exclusion;
 - e. Removal from the Roll of Members because of inactivity.
- 3.12 Provided that a Member is not under Discipline as defined herein, a Member may withdraw at any time. If a Member is under the Discipline of the Church, then notwithstanding his or her request for withdrawal, such Person shall continue as a Member and be subject to the authority of the Church as set out in the Church Constitution until such time that the discipline process is complete, after which time such Member shall be free to withdraw as a Member.
- 3.13 It is understood that any withdrawal from membership includes the resignation from any position, if applicable, as a Councillor or an Officer.
- 3.14 In the event that a Member's name has not been in good standing for a period of two (2) years, the Congregational Council may remove the Member's name from the roll of Members, whereupon Membership shall be terminated, but it shall be retained as one who is in special need of the Congregation's prayer and concern.

Resolution of Disputes among Members

- 4.1 The primary aim of Discipline shall be the reconciliation of the

Member to be in communion with God and the Lutheran Church. The Church has not only the right but the duty to practise such Discipline in a Christian manner. Discipline in the Congregation shall be exercised in accordance with Matthew 18:15-18 and in accordance with any Policy Statements adopted by the Church in connection therewith.

- 4.2 A Member who advocates doctrines which are contrary to the Holy Scriptures and the Confessions of the Church or who is guilty of conduct that is grossly unbecoming a member of the body of Christ shall be subject to discipline.
- 4.3 Discipline shall be administered by the Congregational Council. A Member who is requested to appear before the Congregational Council for disciplinary purposes shall be advised in writing no less than ten days prior to the hearing. The written notice shall include the time and place of the hearing and shall specify the exact reason for the hearing. If a Member fails to appear at the time and place without valid excuse, the Council may proceed with the hearing and may reach its conclusion in the Member's absence. Should the Member be found guilty of a disciplinary offence by at least two-thirds of the votes cast on the matter at the hearing, the Council shall be entitled to impose one of the following:
 - a. Censure before the Congregational Council or the Congregation,
 - b. Suspension from Membership until evidence is given of sufficient repentance and amendment,
 - c. Exclusion from Membership and denial of the Sacraments.

In the event of the imposition of (b) or (c) above, the decision of the Council shall be confirmed in writing to the Member.

- 4.4 In the event that a Member is dissatisfied with any disciplinary proceedings or the results thereof, there shall be a right of appeal to the Congregation. Right of further appeal from a decision of the Congregation shall be as provided in the constitutional documents of the Synod.

- 4.5 The process for any hearing shall be in accordance with Policy Statements of the Synod or the Lutheran Church.
- 4.6 Notwithstanding anything else contained herein, Membership is given upon the strict condition that disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with the Church Constitution shall not give a Member cause for any legal action against the Church, the Pastor, any employee of the Church, any Officer or Councillor, or any other Member of the Church, and the acceptance of Membership in the Church shall constitute conclusive and absolute evidence of a waiver by the Member of all rights of action, causes of action, and all claims and demands against the Church, the Pastor, any employee of the Church, any Officer or Councillor or any other Member 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 Constitution 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 hereof.

Congregational Authority

- 5.1 This Church shall operate in accordance with its own constitutional documents, making decisions in regard to its programming, calling its Pastor(s) in accordance with Article 7, and retaining authority in all other related matters which are not otherwise subject to the decision-making powers of the Evangelical Lutheran Church in Canada or the Synod.
- 5.2 The authority of the Church shall be vested in the Meeting of Members, called and conducted in the manner provided by this or any other applicable bylaw, and in the Congregational Council as provided by this or any other applicable bylaw or as assigned by the Meeting of Members.
- 5.3 Real property shall not be purchased, disposed of or encumbered in any manner except by resolution adopted by no less than a two-thirds majority vote of the Members present and voting at a

legally called Meeting of Members.

- 5.4 Should this Church cease to exist or should its Membership so diminish in numbers as to render it impossible or impractical for the congregation to function according to its constitution and bylaws, the Synod shall after consultation with any remaining Members deem the Church to be defunct. The Synod through the Synod Council shall appoint Councillors, including where feasible former Members of the Church, who shall take charge and control of the property of said Church to hold, manage and convey the same on behalf of the Synod.
- 5.5 In case of strife and division in the Church, the Congregational Council shall seek the advice of the Bishop.

Dissolution

- 5.6 Subject to the Letters Patent and all applicable legislation, upon dissolution of the corporation and after payment of all debts and liabilities, the remaining property of the Church shall be distributed to the Synod, provided same is, at that time, a registered charity under the Income Tax Act (Canada), failing which such property shall be distributed in accordance with the Letters Patent and applicable legislation.

Relationship to the ELCIC

- 6.1 The Church is and shall remain a part of the ELCIC or its successor and of the Synod.
- 6.2 The Church claims for itself all the rights and privileges and accepts all the duties and obligations connected with being part of the ELCIC. In so doing, the Church acknowledges the constitutional documents and enactments of the ELCIC and of the Synod.
- 6.3 The Church, through the Congregation, shall support faithfully with prayer, personal service and offerings the common work of the ELCIC and of the Synod for the Kingdom of God.

- 6.4 The Church shall emphasize the partnership of the Church with the Synod and the Evangelical Lutheran Church in Canada and encourage support for the work of the Lutheran Church at large.
- 6.5 A copy of the Bylaws and all amendments thereto, and of the Letters Patent and any Supplementary Letters Patent shall be transmitted to the Synod for review to ascertain that none of their provisions is in conflict with the constitutional documents of the ELCIC or the Synod.
- 6.6 Should the Church desire to relocate or merge with another Church, it shall secure the advice of the Synod before any commitments to that end are entered into.
- 6.7 Should the Church desire to sever its relationship with the ELCIC, it shall notify the Bishop of the Synod. This decision to sever shall require a two-thirds majority vote of all Voting Members present in person or by proxy and voting at a legally called and conducted Meeting of Members. Such a decision shall not be effective until the Bishop has been notified and until the initial action has been ratified by a two-thirds majority vote at a subsequent legally called and conducted Meeting of Members held not less than ninety days after the first meeting.
- 6.8 Corporate worship with any organization which practices the forms of religion without confessing faith in the Triune God and in Jesus Christ, the eternal and incarnate Son of God, as our only Saviour is prohibited. Religious ceremonies involving more than one faith tradition shall be conducted according to guidelines accepted by the Evangelical Lutheran Church in Canada.

Pastor and Staff

- 7.1 The Pastor shall be the spiritual overseer of the Congregation and shall be deemed by virtue of such position to be a Member of the Church. The duties and rights of the Pastor shall be as follows:
- a. to preach the Word, administer the Sacraments and conduct public worship in harmony with the faith and practices of the

ELCIC;

- b. to baptize, confirm and marry in accordance with the teaching of the ELCIC and with the laws of the province or territory, to visit the sick and distressed and to bury the dead;
- c. to inculcate piety in individual and family life and provide pastoral leadership to all schools and auxiliary organizations of the Church;
- d. publicly, and using an appropriate rite in keeping with the Lutheran church, to recognize all congregational leaders at a service of worship;
- e. with the Council, to administer discipline;
- f. to seek out and encourage qualified persons to prepare for the ministry of the Gospel and strive to extend the Kingdom of God in the community, at home and abroad;
- g. to encourage the Members to be generous in support of the ministry of the Church, the Synod and the ELCIC;
- h. to keep accurate records including baptisms, any affirmations of baptisms, marriages, burials and communicants, and submit a report of such statistics annually to the secretary of Synod on forms provided by the ELCIC. The parish records shall be kept in a separate book which shall remain the property of the Church;
- i. to commend Members who move to the pastoral care of the parish in which their new home is located;
- j. to receive notice of and to attend and speak at all meetings of the Congregational Council, the Executive Committee and Meetings of Members.

7.2 A pastor of the Congregation shall be a person whose soundness in the faith, aptness to teach and educational qualifications have been examined and approved by the ELCIC, and who has been properly ordained, who accepts and adheres to the Confession of Faith of the ELCIC, and who strives in life and conduct to be above reproach.

7.3 Authority to call a pastor shall rest in the Congregation. Such authority to call shall be exercised by not less than a two-thirds majority of the votes cast by Voting Members present in person or by proxy and voting at a meeting duly called for that purpose.

Throughout the call process the Congregational Council, or a committee authorized by the Congregation, shall seek the advice and counsel of the Bishop.

- 7.4 Only an ordained minister on the roster of the ELCIC or churches with whom the ELCIC is in full communion or one who is recognized for call by a synod of the ELCIC may be called as a pastor of the Congregation.
- 7.5 In order that a pastor of the Congregation may be devoted fully to the duties of the office, responsible compensation and premiums under the ELCIC's pension plan shall be provided, paid in semi-monthly or monthly installments. Expenses incident to attendance at conventions of the Synod and the ELCIC and at meetings otherwise required by the pastor's office shall be defrayed by the Church except where other provisions are made.
- 7.6 Upon receiving a call to another ministry, the Pastor shall consult with the Bishop and the President of the Congregational Council before a decision is reached. The Pastor shall inform the Congregation and the Bishop of the decision on the call within thirty days of official notice. When a call has been accepted, the Pastor shall normally terminate the ministry within two months.
- 7.7 If the Pastor wishes to resign from the ELCIC Roster of Ministers or wishes to go On Leave from Call, he or she shall consult with the Bishop and the President of the Congregational Council before a decision is reached, and shall notify the Bishop and Congregational Council in writing no less than thirty (30) days prior to the effective date of his or her resignation. Such resignation will be deemed to include a resignation by the Pastor as a Member of the Church and where applicable, as an ex-officio member on all Committees.
- 7.8 The regular call of this Church, when accepted by a Pastor, shall constitute a relationship which shall be terminated only for the following reasons:
- a. the resignation of the Pastor;
 - b. disqualification of the Pastor through discipline;

- c. division, dissolution or realignment of a pastoral charge;
- d. the physical or mental incapacity of the Pastor;
- e. continued neglect of ministry;
- f. inability to conduct the pastoral office satisfactorily in the parish in view of local conditions, without reflection on the moral and spiritual character of the Pastor.

In the last three contingencies, the procedure, if any, provided for in the constitutional documents of the Synod shall be followed.

- 7.9 In the event of alleged defection in doctrine or alleged conduct unbecoming a pastor, the matter shall be referred by the Congregational Council to the Bishop for action as provided in the constitutional documents of the ELCIC.
- 7.10 At a time of pastoral vacancy, an interim pastor shall be selected by the Congregational Council after consultation with the Bishop. The interim pastor shall have the responsibility of a regularly called pastor. All interim and supply pastors shall refrain from exerting influence in the call process of the Congregation.
- 7.11 When an additional pastor is called, the privileges and responsibilities of that pastor shall be specified in the call drafted in consultation with the incumbent pastor(s), the Congregational Council and the Bishop.

Meetings of Members

- 8.1 There shall be an annual Meeting of Members to be held at the head office of the corporation or at a place as determined by the Congregational Council, and on such day as Council shall appoint. The purpose of the annual meeting will be to do the following:
 - a. hear necessary reports from the Officers, Committee Chairpersons, the Pastor, and the Congregational Council;
 - b. review and approve the financial statements for the immediately preceding year, including the Auditor's report thereon, and the budget for the upcoming year;
 - c. appoint the Auditors for the upcoming year;
 - d. elect Councillors to the Congregational Council as required for the next fiscal year;

- 8.2 At the request of the Congregational Council or upon the written request of at least one tenth (1/10) of the Voting Members, a special Meeting of Members shall be called and convened by the President of Congregational Council within thirty (30) days of the request.
- 8.3 Notice of all Meetings of Members shall be given to all Members and shall be sent by mail or electronic mail ten or more days before the date of the Meeting, and be sent to each Member individually to his/her last address shown on the books of the Corporation. A Notice so delivered or mailed shall be deemed to have been given when delivered to his or her last known address or when deposited in a post office or public letter box and a transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch. The notice for all Meetings of Members shall include the date, time, place and purpose of the meeting and shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken. Notice of each Meeting of Members must remind the Member that the Member has the right to vote by proxy.
- 8.4 A Member may waive notice of a Meeting of Members and attendance of any such Person at a Meeting of Members shall constitute a waiver of notice of the Meeting, except where such Person attends a Meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- 8.5 The accidental omission to give notice to a Member of any Meeting of Members or any irregularity in the notice of any such meeting or the non-receipt of any notice by any Member or by the auditor of the Church shall not invalidate any Resolution passed or any proceedings taken at any Meeting of Members, provided that no Member present at said Meeting objects to such omission or irregularity.
- 8.6 The quorum for an annual or special Meeting of Members shall be constituted by the presence of ten percent (10 %) of the total

Voting Members of the Church, present in person or by proxy immediately prior to the time of the meeting in question. 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. If a quorum is not present at the time appointed for a Meeting of Members or within such reasonable time thereafter as the Members present may determine, the Members present and entitled to vote may adjourn the meeting to a fixed time (not less than 14 days hence) and place but may not transact any other business and the provisions of Article 8.3 with regard to notice shall apply to such adjournment.

- 8.7 The President of the Congregational Council shall act as Chairperson of all Meetings of Members. The Chairperson of a Meeting of Members shall only be entitled to vote in the event of an equality of votes (in which event the Chairperson shall have the casting vote).
- 8.8 At all annual and special Meetings of Members, every question shall be determined by Resolution.
- 8.9 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. In the case of an equality of votes, the Chairperson of the Meeting shall have the casting vote. At any Meeting, unless a secret ballot is provided, a declaration by the Chairperson that a motion has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact. A secret ballot may be held either upon the decision of the Chairperson or upon request of any Member and shall be taken in such manner as the Chairperson directs. The result of a secret ballot shall be deemed to be the decision of the meeting at which the secret ballot was held. A request for a secret ballot may be withdrawn.
- 8.10 Votes at Meetings of Members may be given either personally or by proxy, provided that the proxy represents no more than one Member (in addition to himself, if the proxy is also a Member) at

such meeting. A proxy shall be executed by the Member or the Member's attorney authorized in writing.

Example:

The undersigned Member of Mount Zion Evangelical Lutheran Church of Waterloo hereby appoints _____ as the proxy of the undersigned to attend and act at the Meeting of Members of the said Church to be held on the ____ day of _____, 20__, and at any adjournment(s) thereof in the same manner, to the same extent, and with the same power as if the undersigned were present at the said meeting or such adjournment(s) thereof. Dated the ____ day of _____, 20__
Signature of Member _____

- 8.11 The Pastor shall be entitled to attend and speak at all Meetings of Members in the capacity of Pastor, as well as in the capacity of a Member.
- 8.12 The Chairperson may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no further notice of such adjournment need be given to the Members. 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.
- 8.13 Bourinot's Rules of Order, latest edition, shall be the governing parliamentary law of this Church, except as otherwise provided in the constitutional documents of the ELCIC and this Church.
- 8.14 In accordance with the Act, Minutes of Meetings of Members shall be open for inspection by Members and creditors of the Church and their agents and legal representatives, during normal business hours, and such persons shall be entitled to make extracts therefrom.

Congregational Council

- 9.1 The administrative and temporal affairs of the Church shall be the responsibility of the Congregational Council consisting of twelve

Voting Members of the Church. For purposes of the Act, the Congregational Council shall be deemed to be the Board of Directors and in this regard a Councillor shall be deemed to be a Director of the Church.

- 9.2 A Person may be considered for election to the Congregational Council if he or she fulfils all of the following qualifications. The Person must:
- a. Be a Voting Member in good standing;
 - b. Be in full agreement with the Church Constitution;
 - c. Be at least 18 years of age;
 - d. Be mentally competent;
 - e. Not be an undischarged bankrupt; and,
 - f. Not hold a paid position with the Church and not enter a contract for services with the Church.
- 9.3 The Person must recognize that membership on the Congregational Council is a commitment to humble service, not a position of honour or status, nor a reward for past service.
- 9.4 The Person must recognize that membership on the Congregational Council is not only an administrative role but shall involve active participation in, and leadership of, ministries of the Church as they are needed.
- 9.5 Congregational Councillors shall be elected by the Members at the annual Meeting of Members.
- 9.6 The Pastor shall not be a member of the Congregational Council but shall be entitled to receive notice of and to attend and speak at all meetings of the Congregational Council.
- 9.7 Notwithstanding Sections 9.1, 9.2 and 9.5 above, the Congregational Council may from time to time as may benefit the congregational life and operation, appoint from among the Confirmed Members of the congregation a Youth Representative, who may be less than 18 years old, to sit on the Congregational Council. Such Youth Representative shall not be a member of the Congregational Council but shall be entitled to receive notice of

and to attend and speak at all meetings of the Congregational Council.

- 9.8 Subject to Article 9.9, a Person elected as a Councillor shall hold office for a term of three (3) years.
- 9.9 At the first Meeting of Members, one third of the Councillors shall be elected to hold office until the end of the third full fiscal year after that date, one third to hold office until the end of the second full fiscal year after that date, and one third to hold office until the end of the first full fiscal year after that date and subsequently at each annual Meeting of Members thereafter, Councillors shall be elected to fill the positions of those Councillors whose term of office has expired and each Councillor so elected shall hold office until the end of the third full fiscal year after his or her election.
- 9.10 In accordance with the Act, a minimum of three Councillors shall therefore retire each year.
- 9.11 No Councillor shall be elected for more than two consecutive three year terms, for a maximum of six consecutive years as a Councillor, provided that any term of one year or less shall be ignored for the purposes of calculating the number of consecutive terms served by a Councillor.
- 9.12 Upon completion of the maximum permitted number of consecutive terms on the Congregational Council, a minimum of a one-year absence is required before eligibility for re-election to membership on the Congregational Council is restored.

Congregational Council Resignation and Vacancy

- 9.13 If the personal circumstances of any Councillor make it difficult for that Councillor to devote the necessary time or energy to the work of the Congregational Council, then that Councillor shall be free to resign from the Congregational Council without embarrassment or stigma regardless of the remainder of the term of that Councillor.

- 9.14 If for any reason a Councillor chooses to resign, then that Councillor shall give thirty (30) days' written notice, if possible, to the President of the Congregational Council who in turn shall call it to the attention of the Congregational Council who shall then have the power to accept such resignation between Meetings of Members of the Church. Such letter of resignation shall set out the reasons for the departure of the Councillor from the Congregational Council.
- 9.15 The position of a Councillor shall be automatically vacated if any of the following situations occur:
- a. such Councillor resigns his or her position as a member on the Congregational Council by delivery of the written resignation to the President of the Council;
 - b. such Councillor no longer fulfils all the qualifications of a Councillor set out in Article 9.2;
 - c. such Councillor is found to be mentally incompetent or of unsound mind;
 - d. such Councillor becomes bankrupt;
 - e. such Councillor ceases to be a Member of the Church;
 - f. such Councillor, after having been absent from two consecutive regular meetings and been contacted by the President, has missed three consecutive regular meetings without valid excuse;
 - g. such Councillor, in the opinion of a two-thirds (2/3) majority vote of the Congregational Council which vote is confirmed by a two-thirds (2/3) majority of the votes cast by the Voting Members who are present or are represented by proxy at a Meeting of Members duly called for that purpose, has evidenced conduct or behaviour that is unbecoming of a Christian;
 - h. such Councillor is determined by an eighty-percent (80%) majority of the votes cast by the Voting Members who are present or are represented by proxy at a Meeting of Members duly called for that purpose to be unfit to hold office as a Councillor for any reason; or
 - i. such Councillor dies.
- 9.16 If any vacancies should occur for any reason as set out in Article

9.15 above, the Congregational Council, by a majority vote, may by appointment, fill the vacancy until the next Meeting of Members, at which meeting a replacement shall be elected to fill the vacancy for the balance of the unexpired term, if any, caused by such vacancy. Upon the filling of such vacancy by the Congregational Council, it shall notify the Members.

Authority of Congregational Council

- 9.17 The Congregational Council shall be responsible for the overall administrative and temporal affairs of the Church, have general oversight of the life and activities of the Church, ensure that everything is done in accordance with the Word of God and the faith and practice of the Evangelical Lutheran Church in Canada, and 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.
- 9.18 Without limiting the generality of the foregoing, the Congregational Council shall be authorized to carry out the following duties and responsibilities:
- a. Lead the Church in stating its mission, in doing long-range planning, in setting goals and priorities and in evaluating its activities in the light of its mission and goals;
 - b. Seek to involve all members of the Church in worship, learning, witness, service and support;
 - c. 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;
 - d. Formulate and recommend Policy Statements to the Members and to implement those Policy Statements approved by the Members;
 - e. Respect the authority of the Pastor to provide spiritual leadership for the Congregation and to cooperate with the Pastor in implementing such ministries and programmes as are determined appropriate in support of such spiritual

- leadership;
- f. Provide support for the Pastor(s) and other professional leaders, assist them to review and evaluate their ministry and review annually their financial compensation making responsible adjustments;
 - g. Arrange for pastoral service during the sickness or absence of the Pastor;
 - h. Exemplify for the congregation the life that is worthy of the high calling in Christ;
 - i. Oversee the Discipline of Members pursuant to the procedures set out in the General Operating Bylaw and in any Disciplinary Policy of the Church;
 - j. 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 Objects of the Church;
 - k. Ensure that spending of funds is confined to Council approved programs and projects; that each restricted contribution designated towards a Council approved program or project will be used as designated with the understanding that when the need for such a program or project has been met, or cannot be completed for any reason determined by the Council, the remaining restricted contributions designated for such program or project will be used where needed most subject always to compliance with all laws applicable thereto;
 - l. Be responsible for maintaining and protecting the property of the Church;
 - m. Appoint such agents and engage such employees (with the exception of the Pastor whose appointment shall require the approval of the Members) 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 Congregational Council at the time of such appointment;
 - n. Ensure that all employed personnel of the Church are accountable to the Congregational Council;
 - o. Establish other offices and/or agencies on behalf of the Church as may be approved by the Members on the recommendations of the Congregational Council.

- 9.19 The remuneration for employees and agents of the Church as determined appropriate by the Congregational Council shall be fixed by the Congregational Council by Resolution. Such Resolution shall have force and effect provided that such remuneration does not exceed the amount provided for in the last approved annual budget of the Church, otherwise such Resolution shall also require confirmation by Resolution of the Members before coming into force and effect.
- 9.20 Councillors shall serve as such without remuneration and no Councillor shall directly or indirectly receive any profit from his or her position as such, nor shall any Councillor receive any direct or indirect remuneration from the Church, provided that the Councillors may be paid for reasonable expenses incurred by them in the performance of their duties.
- 9.21 The Congregational Council shall through the President of the Congregational Council report to the Members at the annual Meeting of Members. At the said Meeting, the President of the Congregational Council shall be available to answer any questions from Members and to receive any suggestions arising from the floor concerning the proceedings of the Congregational Council. In addition, the Congregational Council, when possible, shall either post or distribute a brief written report of its proceedings as soon as practical after each monthly meeting of the Council.
- 9.22 No Councillor shall place himself in a position where there is a conflict of interest between his duties as a Councillor and his other interests. Every Councillor who is in any way directly or indirectly interested in or may become interested in a material way in an existing or proposed contract, transaction or arrangement with the Church or who otherwise has a conflict of interest by virtue of involvement with a member of his or her family (with "family" defined as spouse, father, mother, child, brother or sister, or spouse of such family members) or by the involvement of his or her partner, business associate or corporation that the Councillor is involved with as either a director, shareholder, officer, employer or agent, then such Councillor shall declare his conflict of interest

fully at a meeting of the Congregational Council and shall withdraw from any discussion or vote thereon.

Committees

- 9.23 The Congregational Council shall be permitted to create committees as and when it deems appropriate. At least one Councillor or Officer shall be the liaison for each committee.

Congregational Council Meetings

- 9.24 Regular meetings of the Congregational Council shall be held at such time and place as shall be determined by the President of the Congregational Council but not less than nine (9) times a year. The dates for the Regular Meetings shall be published in a schedule by the President of the Congregational Council and distributed to all Councillors and to the Pastor as soon as possible after each annual Meeting of Members.
- 9.25 Special meetings of the Congregational Council may be called by the President of the Congregational Council upon written notice or upon written request of any three (3) Councillors to the President who shall then give notice of a special meeting of the Congregational Council in accordance with Article 9.26.
- 9.26 All regular and special meetings of the Congregational Council shall be held on ten (10) days notice either by mail or electronic mail or delivered personally to each Councillor or given orally on the two consecutive Sunday mornings prior to such meeting or at the call of the President of the Congregational Council upon 24-hour telephone notice in the event of an emergency. A regular schedule, once established, shall constitute formal notice of regular meetings of the Council.
- 9.27 A Councillor may waive notice of a meeting of the Congregational Council and attendance of any Councillor at such meeting shall constitute a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to

the transaction of any business on the grounds that the meeting was not lawfully called.

- 9.28 The accidental omission to give notice to a Councillor of any meeting of the Congregational Council or any irregularity in the notice of any such meetings, or the non-receipt of any notice by any Councillor shall not invalidate any Resolution passed or any proceeding taken at such meeting, provided that no Councillor present at said meeting objects to such omission or irregularity.
- 9.29 A quorum for a meeting of the Congregational Council shall be a majority of the Councillors.
- 9.30 With the exception of the President, who shall only vote in the event of an equality of votes, all Councillors shall each have one vote.
- 9.31 Congregational Council will operate in an open and transparent manner. Council will keep written minutes of each meeting. Minutes of regular meeting will be made available to any member upon request. Any member who wishes to attend Council may do so with permission from the Chair. Council reserves the right to discuss staff issues, contracts and other personal issues in camera.
- 9.32 Minutes of Meetings of the Congregational Council shall be open to inspection by any Councillor during normal business hours and must usually be kept at the registered office.
- 9.33 A Resolution in writing, signed by all of the Councillors entitled to vote on the Resolution at a meeting of the Congregational Council, is as valid as if it had been passed at a meeting of the Congregational Council.

9.34 If all of the Councillors consent thereto generally or in respect of a particular meeting, a Councillor may participate in a meeting of the Congregational Council by means of a conference telephone or other communication facility as permits all Persons participating in the meeting to hear each other, and a Councillor participating in such meeting by such means is deemed to be present at the meeting.

Officers

9.35 The Church shall have the following Officers:

- a. President,
- b. Vice-President,
- c. Secretary,
- d. Treasurer.

9.36 The President shall preside at all meetings of the Council and of the Members. The President shall prepare the agenda for each meeting in consultation with the Pastor.

9.37 The Vice-President shall preside at the meetings of the Council and of the Members in the absence of the President.

9.38 The Secretary shall ensure that the minutes of meetings of the Council and of the Meetings of Members are taken and that the same are placed in the corporate books of the Church.

9.39 The Treasurer shall have custody of all funds of the Church and shall receive and disburse such funds in accordance with the decisions of the Members and of the Council. The Treasurer shall make monthly remittance of benevolence receipts to the treasurer of the Synod. The Treasurer shall ensure that records are maintained and receipts are issued as required for all contributions. The Treasurer may recommend that the Council engage a financial secretary, such engagement to be upon such terms as the Council shall decide.

9.40 The Treasurer shall make written report of all financial transactions to the Council monthly and to the Members at the

annual Meetings of Members. All financial officers shall be bonded.

- 9.41 At its first meeting following the annual Meeting of Members, the Congregational Council shall elect from its own membership a President, a Vice-President and a Secretary. The Council shall also elect or appoint a Treasurer who may but need not be a member of the Congregational Council. Unless the Treasurer is a Councillor, the Treasurer shall have a voice but no vote.
- 9.42 All Officers shall serve for a one-year term of office.
- 9.43 With the exception of the Treasurer, no Officer shall be elected for more than two (2) consecutive terms in the same Officer position unless the Councillors vote to permit an Officer to be elected or appointed for one additional consecutive term in the same Officer position because the Councillors believe that extraordinary circumstances warrant such extension of the maximum number of consecutive terms.
- 9.44 With the exception of the Treasurer, upon the completion of the maximum consecutive time in the same Officer position, a minimum of a one-year absence by that person from that particular Officer position is required before eligibility for re-election to the same Officer position is restored. However, while the person is required to resign that office, they may continue as a member of Council in another officer position or as a non-Officer Councillor.
- 9.45 If for any reason any Officer chooses to resign his or her position, a letter of resignation together with an explanation shall be directed to the Congregational Council at least thirty (30) days prior to the effective date of such resignation and the Congregational Council shall then have the power to accept such resignation on behalf of the Church.
- 9.46 The position of an Officer shall be automatically vacated if any of the following situations occur:
- a. such Officer resigns his or her office by delivery of a written resignation to the Congregational Council;

- b. such Officer, other than the Treasurer, no longer fulfils all the qualifications of an Officer as set out in Article 9.2;
- c. such Officer is found to be mentally incompetent or of unsound mind;
- d. such Officer becomes bankrupt;
- e. such Officer, other than the Treasurer, ceases to be a Member of the Church;
- f. such Officer in the opinion of a two-thirds majority vote of the Congregational Council has evidenced conduct or behaviour that is unbecoming of a Christian;
- g. such Officer is determined by a two-thirds (2/3) majority of the votes cast by the Councillors who are present in person at a meeting called for that purpose to be unfit to hold office as an Officer of the Church for any reason; or
- h. such Officer dies.

9.47 If any vacancies should occur for any reason as set out in Article 9.46 above, the Congregational Council by Resolution, may fill the vacancy for the remainder of the term, which shall not be considered a regular term as set out in Article 9.43.

Executive

9.48 There shall be an Executive Committee composed of the President, the Vice-President, the Secretary and the Treasurer. During the intervals between meetings of the Congregational Council, the Executive Committee shall possess and may exercise (subject to any restrictions which the Congregational Council may from time to time make) all of the powers of the Congregational Council in the management and direction of the day-to-day operation of the Church (save and except only such acts as must by the Act or these Bylaws be performed by the Congregational Council itself) in such manner as the Executive Committee may deem best in the interest of the Church in all cases in which specific direction shall not have been given by the Congregational Council. All actions of the Executive Committee shall be reported to the Congregational Council at the meeting next succeeding such actions and shall be subject to revision or alteration by the Congregational Council, provided that no acts or rights of third

parties shall be affected or invalidated by any such revision or alteration.

- 9.49 Meetings of the Executive Committee shall be held at such time and place in Ontario as is determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of such committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. Three members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each member of the committee is authorized to exercise one (1) vote.

Financial Matters and Auditors

- 10.1 The fiscal year end of the Church shall be December 31st of each year.
- 10.2 The Treasurer shall prepare each year for presentment to the annual Meeting of Members the financial statements for the preceding year prepared in accordance with the financial reporting standards of the Canadian Institute of Chartered Accountants for Charitable and Non-Profit Organizations as may be in place from time to time.
- 10.3 The Congregational Council shall be responsible for the preparation of an annual budget for the upcoming year in consultation with at least the Treasurer, President, the Pastor and the chairperson of each standing and special committee (if any).
- 10.4 The financial statements and the annual budget shall be made available to the Members for review at least one week (including one Sunday) prior to the annual Meeting of Members.

- 10.5 The financial statements and the annual budget shall be presented at the annual Meeting of Members for approval by the Members by Resolution.
- 10.6 Contracts, documents or any instruments in writing requiring the signature of the Church shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Church without further authorization or formality. The Congregational Council shall have the power from time to time by Resolution to appoint an Officer or Officers on behalf of the Church to sign specific contracts, documents and instruments in writing. The Councillors may give the Church's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Church. The seal of the Church, when required, may be affixed to contracts, documents, and instruments in writing signed as aforesaid.
- 10.7 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by two Officers or Individuals, whether or not Officers of the Church, designated by and in such manner as the Congregational Council may from time to time determine by Resolution.
- 10.8 Subject to Article 10.9 below, the Members shall at each annual Meeting of Members appoint one or two of the Members as Auditors (save and except a Councillor, or an Officer of the Church) to hold office until the next annual Meeting of Members to do the following:
- a. to report to the Members on the fairness of the financial statements presented by the Treasurer at the annual Meeting of Members;
 - b. to audit the 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 Members at the next annual Meeting of Members;
 - c. to act as a liaison between the Church and any professional accountant retained by the Church and to ensure that the

- d. recommendations of such accountant are implemented; and to carry out such other duties as are directed from time to time by the Congregational Council or by the Members.

- 10.9 Upon a Resolution at an annual Meeting of Members, the Members may, as an alternative to the appointment of Auditors provided for in Article 10.8, appoint a professional accountant to be the Auditor for the Church to hold office until the next annual Meeting of Members and to fulfill the duties set out in Article 10.8 (a), (b) and (d) above.
- 10.10 The Auditors are entitled to attend any Meeting of Members and to be heard at such meeting on any part of the business that concerns them as Auditors. The Auditors shall be given written notice of the annual Meeting of Members in addition to the notice provided for in this General Operating Bylaw.

Protection and Indemnity

- 11.1 Every member of Congregational Council, all Officers, and the Pastor(s) and their heirs, executors and administrators 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 Church from and against all costs, charges and expenses whatsoever that any such Councillor, Officer or Pastor sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against any of the aforementioned for or in respect of any act, deed, omission, matter or thing whatsoever made, done, omitted or permitted by them in or about the execution of the duties of their office; and all other costs, charges and expenses that they may sustain or incur in or about or in relation to the elected position on Congregational Council or as an Officer or Pastor of the Church except such costs, charges or expenses as are occasioned by their own willful neglect or default.
- 11.2 The Church shall also indemnify any such persons as described above in such other circumstances as the Act or law permits or requires, and to the extent permitted by law, the Church shall purchase Directors' and Officers' liability insurance and

malpractice insurance for the purposes stated in this section.

Policy Statements, Rules, Regulations and Guidelines

- 12.1 In consideration of the ongoing need for the Church to provide guidelines and directions to its Members on practical applications 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 Congregational Council and such statements upon adoption as set out below shall be deemed to be a part of the Constitution.
- 12.2 A Policy Statement may be proposed or amended by either the Pastor or the Congregational Council, but shall not become operative until first approved by a ninety percent (90%) vote of the Congregational Council which vote is confirmed by a two-thirds (2/3rds) majority of the votes cast by Voting Members who are present or represented by proxy at a Meeting of Members duly called for that purpose.
- 12.3 The Congregational Council may adopt by Resolution such rules, regulations or guidelines not inconsistent with this General Operating Bylaw or the Constitution, relating to the management and operation of the Church, as the Congregational Council deems expedient.
- 12.4 Any rule, regulation or guideline adopted by the Congregational Council shall have force and effect only until the next annual Meeting of the Members when it shall be confirmed by Resolution of the Members, failing which it shall cease to have any force and effect.

Auxiliaries and Organizations

- 13.1 All auxiliaries and organizations within the Church shall exist to aid it in ministering to its Members and to all whom it can reach with the Gospel of Christ. Regular reports concerning the program and work of these organizations and auxiliaries shall be made to the Congregational Council and Meetings of Members.

General Provisions

- 14.1 The seal, an impression whereof is stamped in the margin hereof or as changed by Resolution of the Congregational Council from time to time, shall be the seal of the Church.
- 14.2 The Congregational Council shall ensure that all necessary books and records of the Church required by the Bylaws of the Church or by any applicable statute or law are regularly and properly kept.

Amendments

- 15.1 Notwithstanding the Act, the Letters Patent of the Church may be amended by a ninety percent (90%) vote of the Congregational Council voting at a meeting duly called for that purpose and sanctioned by an affirmative vote of at least a two-thirds (2/3rds) majority of the votes cast by Voting Members who are present in person or represented by proxy at a Meeting of Members duly called for the purpose of considering the said amendment, and provided that notice of such Meeting of Members shall be given in accordance with the bylaws and provided further that the notice shall state the proposed amendment and the purpose thereof.
- 15.2 The Bylaws of the Church not embodied in the Letters Patent may be repealed or amended by bylaw adopted by a Resolution of the Council and sanctioned by an affirmative vote of at least a two-thirds (2/3rds) majority of the votes cast by Voting Members who are present or represented by proxy at a Meeting of Members duly called for the purpose of considering the said bylaw, and provided that notice of such Meeting of Members shall be given in accordance with the bylaws and provided further that the notice shall state the proposed amendment and the purpose thereof.

15.3 Before the Congregational Council adopts any amendments, such shall be submitted to the Synod Council for review and approval.

ADOPTED by the Church this sixth (6th) day of February, 2011.

APPROVED by Synod Council on March 13, 2009. Article 9.31 approved by Synod Council on 2010-Jun-23 in motion ECS 10-27.

WITNESS the seal of the Church.

President

Secretary