

GENERAL OPERATING BY-LAW NUMBER 1

Believing that all things should be done decently and in good order, we hereby adopt the following By-Law for the regulation, management and governance of:

CLASSIS NIAGARA OF THE CHRISTIAN REFORMED CHURCH OF NORTH AMERICA
(hereinafter the "Corporation.")

SECTION 1 - INTERPRETATION

1.1 Definitions. In this By-law, the following terms have the following meaning:

"Act" means the statute under which the Classis has been incorporated as amended or replaced from time to time;

"Auditors" means the firm appointed as auditors (or accountants, as the case may be) of the Church;

"Board of Directors" or means the Chair, Vice-Chair & Core Team Chair persons, as the case may be, who are, and shall be deemed to be, the director(s) of the Corporation pursuant to the Act;

"Church Order" means the Church Order of the Christian Reformed Church in North America, comprised of the original Church Order of Dort 1618-19, as revised by The Christian Reformed Synod of 1914 and 1965 and as may be further amended by synod from time to time;

"Classis" means the geographic region to which Local Churches affiliated with the Denomination are assigned in accordance with the Church Order known as the ecclesiastical body governed exclusively by the Church Order and the Rules of Procedure of Classis Niagara;

"Classis Ministry Council" means the Board of Directors;

"Corporation" means the corporation having at the date hereof the corporate name of Classis Niagara of the Christian Reformed Church of North America incorporated on January 8, 2010 and governed under the Act as a corporation without share capital;

"Classis Meeting" means a meeting of the delegated Ministers, Elders, and Deacons.

"Officer" or **"Officers"** means the Chair, Vice-Chair, Secretary, Treasurer & Core Team Chair persons, as the case may be, who are, and shall be deemed to be, the officer(s) of the Corporation;

"Denomination" means The Christian Reformed Church in North America;

"Letters Patent" means the letter patent incorporating the Corporation within the province of Ontario, as of January 2010.

"Local Church" means any of the area Christian Reformed Churches which make up the Classis in accordance with the Church Order;

“Representatives” means the elders, ministers and deacons who are delegated by, and represent, the Local Churches at the Corporation Meetings;

“Special Meeting” means a meeting of Members called hereunder; and,

“Special Resolution” means a resolution passed by the Classis and confirmed with or without variation by at least two-thirds of the votes cast at a meeting of Members duly called for that purpose or, in lieu of such confirmation, by the consent in writing of all delegated persons.

1.2 Headings. The use of headings in this By-law is for the convenience of reference only and shall not affect the construction or interpretation of this By-law. References in this By-law to sections, unless expressly stated to be otherwise, are to sections of this By-law. All other ecclesiastical terms or those having ecclesiastical connotation shall, where the context so permits, be interpreted and defined in accordance with the Church Order and practice of the Denomination.

SECTION 2 - ORGANIZATIONAL MATTERS

2.1 Objects. The object of the Classis is as set out in the Letters Patent, to advance the religious tenets, doctrines, observances, and culture associated with the Christian faith in accordance with and subject to the Church Order of the Christian Reformed Church.

2.2 Conflict: Whenever a conflict exists between the provisions of this General Operating Bylaw and the Church Order, the provisions of the Church Order shall take precedence and apply.

SECTION 3 – PROPERTY AND DIVISION

3.1 Property Held in Trust - The Corporation shall hold all real and personal property exclusively upon the trusts described in the Objects as set out in the Letters Patent of this Corporation, and as interpreted by the Denomination of which this Corporation is a member, subject to review on appeal by Synod.

3.2 Disposition of Property on Disbanding - In the event of the disbanding of this Corporation, with the approval of Synod, and dissolution of this Corporation, its remaining assets, if any, after the payment of its debts and expenses, shall be distributed to, and only to the Local Churches which together make up the Corporation provided they are registered charities with the Canada Revenue Agency and have Objects similar to this Corporation, in the manner proposed by the Corporation, upon the advice of Synod and approved by the affirmative vote of a majority of the Corporation.

SECTION 4 – MEMBERSHIP

4.1 The first directors of the Corporation shall be the initial members of the Corporation. Thereafter, membership shall be limited to:

(a) the Board of Directors; and

(b) the Local Churches; the Local Churches being represented by three (3) voting Representatives at the Corporation Meetings.

SECTION 5 – CORPORATION MEETINGS

- 5.1 **Corporation Meetings** - There shall be Corporation Meetings at such time and place in the Province of Ontario as determined by the Board of Directors. The Corporation shall generally meet twice each year at such time and place as was determined by the previous Board of Directors. Among other things, the purpose of the Corporation Meetings will be to do the following at least annually:
- (a) review the financial statements for the immediately preceding year, and approving the auditor's report therein;
 - (b) electing the members of the Board of Directors;
 - (c) approve the budget for the upcoming year;
 - (d) appoint the auditors for the upcoming year; and
 - (e) transact any other necessary business including as may be properly presented by the Board of Directors to the Corporation Meeting.
- 5.2 **Quorum** – A quorum for the Corporation Meetings shall be a majority of the number of the voting Representatives.
- 5.3 **Other Special Meetings** - At the request of the Board of Directors, other special Corporation Meetings shall be called and convened within thirty (30) days of the request. In exceptional circumstances when in-person meetings are not permitted due to legal stipulations, such as in times of war or pestilence, meetings may be held via appropriate internet based technological platforms, which are configured to ensure all matters before the Classis can be conducted virtually, respecting the persons attending the virtual meeting, adequate privacy restrictions, and confidential voting mechanisms.
- 5.4 **Notice of Corporation Meetings** - Notice of all Corporation Meetings shall be given to the Local Churches to appoint Representatives at least one (1) month prior to the date of the Corporation Meeting. The notice for all Corporation Meetings shall include the date, time, place and purpose of the Corporation Meeting and shall contain sufficient information to permit the Representatives to the Corporation Meeting to form a reasoned judgement on the decision to be taken.
- 5.5 **Majority Vote** - At all regular and special Corporation Meetings, every question shall be determined by Resolution. Notwithstanding the foregoing, the Director chairing the Corporation Meeting shall have the deciding and/or casting vote in the event of a tie.
- 5.6 **Voting Procedure** - Every question submitted to any Corporation Meeting shall be decided by voice vote or a show of hands, except where a secret ballot is provided for or requested. At any Corporation Meeting, unless a secret ballot is provided, a declaration by the President that a motion has been carried or carried unanimously or by a particular majority won 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 President or upon request of any Representative and shall be taken in such a manner as the President directs. The result of a secret ballot shall be the decision of the Corporation Meeting at which the secret ballot was held. A request for a secret ballot may be withdrawn.

5.7 **Voting Rights** - Voting at Corporation Meetings is by the Representatives present, each Representative being entitled to one (1) vote.

SECTION 6 – OFFICERS

- 6.1 The officers of the Corporation shall be:
- (a) President
 - (b) Vice-President
 - (c) Secretary
 - (d) Treasurer

SECTION 7 – DUTIES OF OFFICERS

7.1. The President: The duties of the President shall include the following:

- a. To chair the Corporation Annual Meetings and the meetings of the Board of Directors
- b. Receive the list of voting Representatives present at the General Annual Meeting and declare a quorum or lack thereof.
- c. See to it that business is transacted and expedited in the proper order as quickly as possible and that members observe the rules of order and decorum.
- d. Place before classis every motion that is made and seconded according to the rules of order and shall clearly state every question before a vote is taken.
- e. Remain impartial on any pending question. In case the President feels a need to speak personally on a matter the President shall relinquish the chair to the vice-chair while doing so. The President may speak as chair to state matters of fact or to inform classis regarding points of order.
- f. Have and duly exercise the prerogative of declaring a motion or person out of order. In case this ruling is disputed, it shall be submitted to classis for decision by majority vote.
- g. The president shall not preside in any matter that concerns the President personally or the local church he/she serves.

7.2 The Vice-President

- a. In the absence of the Vice-President, or during a period of the President's disqualification, the vice-president shall assume all the duties and privileges of the president.
- b. The vice-president shall render all possible assistance to the president and the secretary as circumstances may require.

7.3 The Secretary: The duties of the Secretary shall include:

- a. To compile and arrange the agenda of, and to schedule the Annual General Meeting of the Corporation.
- b. To keep an accurate record of the proceedings of the Annual General Meeting of the Corporation and its decisions.
- c. Carry on all correspondence for the Corporation, sign all legal and official documents for the Corporation and serve as custodian of the records, files, and archives of the Corporation.

7.4 The Treasurer: The duties of the Treasurer shall include:

- a. To keep an accurate record of all funds received and disbursed and shall give receipts for monies received.

- b. To ensure that financial records are maintained in accordance with law and generally accepted accounting standards;
- c. To ensure that all statutory filings are made on a timely basis in accordance with law, including the annual audit.

7.5 Additional Officers: The chairpersons of the five core teams shall serve as ancillary members of the Board of Directors.

SECTION 8 – APPOINTMENT AND ELECTION OF OFFICERS

- 8.1 The President and Vice-President of the Corporation shall be elected by the Board of Directors for a one (1) year term. The President and Vice-President shall be Directors of the Corporation.
- 8.2 The Secretary and Treasurer shall be appointed by the Board of Directors for a one (1) year renewable term, but shall not be directors of the Corporation.
- 8.3 Members of the Board of Directors, shall serve voluntary and without remuneration, with the exception that reasonable expenses in the performance of their duties may be reimbursed.

SECTION 9 – TERM OF OFFICERS

- 9.1 Except for the Secretary and the Treasurer, all Officers shall serve a one (1) year term of office renewable for a maximum of six (6) consecutive terms.
- 9.2 The Secretary and Treasurer may be re-appointed to any number of terms during the period they are a member of a Local Church of the Corporation.

SECTION 10 – RESIGNATION OF OFFICERS

- 10.1 If for any reason any Officer chooses to resign his position, a letter of resignation, together with an explanation, shall be directed to the Corporation at least thirty (30) days prior to the effective date of such resignation, and the Board of Directors shall have the power to accept such resignation on behalf of the Corporation.

SECTION 11 – VACANCY

11.1 The position of an Officer shall be automatically vacated if any of the following situations occur:

- (a) such Officer resigns the office by delivery of a written resignation to the Corporation,
- (b) the Officer ceases to be a member of his Local Church within the Corporation;
- (c) such Officer is found to be mentally incompetent or of unsound mind;
- (d) such Officer becomes bankrupt;
- (e) such Officer dies; or

(f) such Officer is removed from office by a two-thirds (2/3) majority vote of the Board of Directors or in accordance with the Church Order.

11.2 If any vacancies should occur for any reason as set out in the above, the Board of Directors by Resolution may fill the vacancy during the remaining term of appointment.

SECTION 12 – PROTECTION AND INDEMNITY TO DIRECTORS AND OFFICERS

12.1 **Protection of Directors, Officers and Others** - Except as otherwise provided in the Act, no Director of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee or for any loss, damage or expense happening to the Corporation through insufficiency or deficiency of any title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other dealings with moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director or Officer, respective office or trust or in relation thereto unless the same shall happen through such person's willful neglect or default. The Directors, Officers or employees shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name of or on behalf of the Corporation, except as shall have been submitted to and authorized or approved by Corporation.

12.2 **Indemnity to Directors and Officers** - Every Director, Officer or Person (with "Person" in Section 12 to include corporations, partnerships, joint ventures, sole proprietorships, unincorporated associations and other forms of business organizations) who has undertaken or is about to undertake any liability on behalf of the Corporation, its heirs and assigns, will respectively be indemnified and saved harmless out of the funds of the Corporation from and against:

(a) all costs, charges and expenses which such Director, Officer or Person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of his office or in respect of any such liability, except such costs, charges or expenses as are occasioned by their own wilful neglect or default; and

(b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

12.3 **Indemnity to Others** - The Corporation shall also indemnify any such Persons as described above in such other circumstances as the Act or law permits or requires. Nothing in this Bylaw shall limit the right of any Person entitled to indemnity to choose indemnity apart from the provision of this Bylaw to the extent permitted by the Act or law.

12.4 **Insurance** - The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each individual acting or having previously acted in

the capacity of Director or Officer, and such insurance shall include property insurance and director's and officers' insurance with coverage limits and with insurers deemed appropriate by the Board of Directors from time to time. No insurance shall be provided for any liability that relates to will-full neglect in performing his or her duties.

12.5 The Board of Directors shall before giving approval to the indemnities in 12.2 and 12.3, and before purchasing insurance as set out in 12.4, consider the following:

- (a) The degree of risk to which an indemnifiable or insured person is or may be exposed.
- (b) Whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance.
- (c) Whether the amount or cost of the insurance is reasonable in relation to the risk.
- (d) Whether the cost of the insurance is reasonable in relation to the revenue available to the Corporation.
- (e) Whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

SECTION 13 – BOARD OF DIRECTORS

- 13.1 **Board of Directors** - The Corporation shall be managed by the Board of Directors, comprised of five (5) Directors.
- 13.2 Directors must be individuals, professing members in good standing of a Local Church, eighteen (18) or more years of age, a Canadian citizen or permanent resident of Canada and not a bankrupt.
- 13.3 The Board of Directors shall be elected by the Representatives at an annual Corporation Meeting. The members of the Board of Directors shall each serve a one (1) year term of office, for a maximum of six (6) consecutive terms.
- 13.4 **Regular Meetings of the Board of Directors** - Subject to this Bylaw and Resolution of the Corporation, the Board of Directors may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit.
- 13.5 **Quorum** - A quorum for the meeting of the Board of Directors shall be a majority of the Board of Directors.
- 13.6 **Majority Vote** - At all meetings of the Board of Directors, every question shall be determined by Resolution. Notwithstanding the foregoing, the Director chairing the meeting shall have the deciding and/or casting vote in the event of a tie.
- 13.7 **Voting Rights** - All members of the Board of Directors shall have one (1) vote, save and except such Director chairing the meeting.
- 13.8 A member of the Board of Directors may be removed by Resolution of the Representatives of the members of the Corporation.

13.9 The Board of Directors shall receive no remuneration for serving as such but are entitled to the reimbursement of reasonable expenses incurred in the exercise of their duty.

SECTION 14 – STANDING COMMITTEES

14.1 The Board of Directors, by Resolution, may establish such standing Committees as it determines necessary from time to time.

14.2 The number of members for each standing Committee and the mandate of such standing Committee shall be determined by the Board of Directors from time to time.

14.3 Members on each standing Committee shall serve without remuneration, provided that Committee Members may be paid reasonable expenses incurred in the performance of their duties.

SECTION 15 – ELECTION AND TERM OF OFFICE ON STANDING COMMITTEES

15.1 The Board of Directors may appoint members to the standing Committees in such number and for such terms as the Board of Directors, by Resolution, may determine.

SECTION 16 – CHAIRPERSON OF THE STANDING COMMITTEES

16.1 The chairperson of each standing Committee shall be appointed from amongst the membership of a particular standing Committee either by the Board of Directors or by the membership at the first meeting of the standing Committee during each year. The chairperson must be a member of a Local Church of the Corporation.

SECTION 17 – SPECIFIC DUTIES OF STANDING COMMITTEES

17.1 The specific duties of each standing Committee shall be:

- (a) fulfill the mandate as approved by the Board of Directors;
- (b) prepare regular reports for the Board of Directors; and
- (c) prepare an annual budget for presentation to the Board of Directors.

SECTION 18 – PROCEDURES FOR MEETINGS OF STANDING COMMITTEES

18.1 Standing Committees shall meet at such times as determined by the chairperson of the Committee.

18.2 The procedures to be adopted during the meetings of each standing Committee shall be the same as those set out herein for the Board of Directors, with modifications as necessary.

18.3 A quorum for the meetings of a standing Committee shall be the majority of the members of the Committee.

18.4 All members of a standing Committee shall have one (1) vote.

SECTION 19 – REMOVAL OF MEMBERS FROM STANDING COMMITTEES

19.1 The Board of Directors may remove any member from any standing Committee, for any reason, upon Resolution of the Board of Directors and may fill such vacancy by appointment.

SECTION 20 – RULES AND REGULATIONS

20.1 The Board of Directors may prescribe, amend, and repeal from time to time such policies, rules and regulations or guidelines not inconsistent with the Church Order, this general operating Bylaw, or the Act, relating to the management and operation of the Corporation as the Representatives of the Local Churches considers expedient at a Corporation Meeting.

SECTION 21 – FINANCIAL STATEMENTS, AUDIT AND ANNUAL BUDGET

21.1 Fiscal Year End - The fiscal year end of the Corporation shall be the 31st day of December each year.

21.2 The Board of Directors is responsible for the annual preparation of the following:

(a) 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, audited in accordance with the requirements of the Act; and

(b) an annual budget for the upcoming year prepared in consultation with the chairperson of each standing and special Committee of the Corporation, and to include the budget and expenditures of at least the previous year.

21.3 The financial statements and the annual budget shall be forwarded to the Board of Directors for approval at least five (5) weeks prior to the Corporation Meeting where they are to be presented and shall thereafter be made available to the Representatives for review at least two (2) weeks prior to the Corporation Meeting.

21.4 The financial statements and the annual budget shall be presented at the appropriate Corporation Meeting for approval by the Representatives by Resolution.

21.5 The Corporation shall at its annual Corporation Meeting appoint an auditor in accordance with the Act, to express an opinion on the financial statements and to report that opinion to the Corporation Meeting where it is to be reported.

SECTION 22 – GENERAL PROVISIONS

22.1 Execution of Documents - Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two (2) Officers, and all contracts, documents and instruments in writing so signed shall be binding upon Corporation without further authorization or formality. The Corporation shall have the power, from time to time by Resolution, to appoint any two (2) of its members, Officers or other Persons on behalf of the Corporation to specifically sign contracts, documents and instruments in writing. The Corporation may give its 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 Corporation.

22.2 Head Office - The Head Office of the Corporation shall be in the City of St.Catharines in the Province of Ontario. For mailing and legal purposes, the Head Office will be the location of one of the Local Churches who form the Corporation, as determined by the Board of Directors.

22.3 Books and Records – The Corporation shall see that all necessary books and records of the Corporation required by the Bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

SECTION 23 – AMENDMENTS

23.1 **Amendments to By-law** - The Bylaws of the Corporation not embodied in the Letters Patent may be replaced or amended by Bylaw and enacted by a majority vote of the Board of Directors voting at a meeting duly called for that purpose of considering the said Bylaw, subject only to the ratification of the Corporation Meeting Representatives first held after the Resolution has been passed by the Board of Directors, provided that notice of such Corporation Meeting to confirm the Bylaw shall be given to the Representatives at least three (3) weeks prior to the scheduled meeting date by mail or as otherwise determined by the Corporation, provided further that the notice shall state the proposed amendment and the purpose thereof. The ratification of any Bylaw replacements or amendment shall pass by simple majority vote of the Representatives casting a ballot at a Corporation Meeting.

PASSED BY THE BOARD OF DIRECTORS, THIS 20TH DAY OF MAY, 2020.

UNANIMOUSLY CONFIRMED, RATIFIED AND APPROVED by the members this 20th day of May, 2020.

WITNESS for the Corporation.

Mike Vandyk, President

Colin VanderPloeg, Vice-President