

Northend Church By-Laws

These operating policies are current as of June 25, 2020.

ARTICLE 1 – NORTHEND CHURCH INCORPORATED

Northend Church is an incorporated not for profit charity that is governed by its Directors.

ARTICLE 2 - INTERPRETATION

2.1 Definitions

“**Church**” shall mean Northend Church.

“**Leadership Team**” is the pastoral term used to describe the spiritual oversight carried out by the appointed leaders from within the congregation.

“**Directors**” shall mean any individual referred to in Article 1 and will be part of the Leadership Team. They shall be appointed to the positions of President, Secretary, and Treasurer. These appointments shall be made every year. The Directors serve the church by ensuring that all fiduciary and legal requirements are met.

2.2 Applicable Law

These Operating Policies shall be construed in accordance with the laws of the Province of Ontario.

ARTICLE 3 - PRINCIPAL OFFICE

The principal Church office shall be located at 455 Geneva Street, in the city of St. Catharines, in the province of Ontario.

ARTICLE 4 - AFFILIATION

Northend Church is a church of the Ontario Conference of Mennonite Brethren Churches and as such adheres to the Confession of Faith of the Canadian Conference of Mennonite Brethren Churches.

ARTICLE 5 - OBJECTS

The objects of the Church are:

5.1 to proclaim the Gospel of Jesus Christ or, stated another way, to be “helping people find and follow Jesus as their leader and Lord”; and

5.2 provided that these objects shall include only those that are legally and exclusively charitable, the Church will also seek to:

- a. develops a community of committed individuals who will live by Biblical principles and support ministries to the community such as evangelism, Bible study and helping those in need;
- b. maintain a church building to serve the people of the community;
- c. conduct weekly worship services;
- d. operate children’s, youth, young adult, families, and seniors ministries;
- e. provide instruction in the Christian faith through preaching and teaching in public services and in informal study group sessions;
- f. support missions and other charitable programs through registered Canadian charities;
- g. demonstrate the love of Christ through practical assistance to individuals in need;
- h. from time to time employ, send out and direct missionaries to preach the Gospel of Jesus Christ and to further the Kingdom of God.

ARTICLE 6 - MEMBERSHIP

6.1 - Qualifications for Membership

Membership, and a listing on the church roll, is available to any individual who has met the following qualifications:

- a. a personal commitment of faith in Jesus Christ for salvation;
- b. baptism based upon confession of faith;
- c. completion of the church membership class for all persons who desire

membership at Northend Church;

- d. a commitment to abide by the Northend Church Membership Covenant (see appendix 2).

6.2 - Responsibilities of Members

The responsibilities of membership are described in the Northend Church Membership Covenant (appendix 2).

6.3 - Voting Rights of Members

Every Member shall have the right to vote on the following matters:

- a. the calling of a Lead Pastor;
- b. the annual budget of the Church;
- c. the acquisition of property and related indebtedness;
- d. the disposition of all or a significant amount of the assets of the Church;
- e. the merger or dissolution of the Church;
- f. the appointment of the Leadership Team;
- g. changes to the by-laws;

Additionally, Members will be given additional opportunities as required to affirm the decisions of the Leadership, including:

- a. placement of associate pastors;
- b. members of Finance Team;

6.4 - Termination of Membership

Members shall be removed from the Church roll for the following reasons:

- a. death;
- b. transfer of membership to another church;
- c. personal request of the Member;

- d. dismissal by the Leadership Team, under these conditions:
 - i. The member's life and conduct is not in accordance with the Northend Church Membership Covenant in such a way that the Member hinders the ministry influence of the Church in the community;

6.5 - Restoration of Members

Dismissed Members shall be restored by the Leadership Team, according to the spirit of II Corinthians 2: 7-8, when their lifestyles are once again in accordance with the Northend Church Membership Covenant (appendix 2).

ARTICLE 7 - MEETINGS OF MEMBERS

7.1 - Annual General Meeting of Members

The Church will hold an Annual Meeting of Members, such meeting to be held within three months from the end of the fiscal year, at a time and place to be fixed by the Leadership Team.

7.2 - Special Meetings of Members

Special meetings of members can be called by twenty-five percent (25%) of the members and shall be held at a time and place of the Leadership Team. Notice shall be given to members no less than two (2) weeks prior to a meeting whenever possible.

7.3 - Notice Requirements for Membership Meetings

Whenever Members are required or permitted to take any action at a meeting, notice shall be given to Members no less than two (2) weeks prior to a meeting whenever possible. Notification of Membership meetings shall be given in a manner which shall be deemed to be a reasonable method of calling a meeting.

7.4 - Quorum of Meetings of Members

Those Members present and voting at a meeting duly noticed and called shall constitute a quorum of the membership for the transaction of business. Twenty-five percent (25%) of the membership shall constitute a quorum.

7.5 - Majority of Members

Unless otherwise determined by the Members, all resolutions and matters of business shall be decided by a majority vote of the members present and voting.

7.6 - Chair of Meetings of Members

Any member of the Leadership Team may act as Chair of all Annual and Special Meetings of the Members of the Church.

ARTICLE 8 – LEAD PASTOR

8.1 - Role of the Lead Pastor

The primary responsibilities of the Lead Pastor include, but are not limited to:

- Pray for the congregation. (James 5:14; Acts 6:4)
- Ensure there is relevant life-related teaching of the Scriptures. (1 Timothy 3:2; 5:17; Titus 1:9)
- Model godliness, passionate spirituality, love for God and a mature Christian faith. (1 Peter 5:3)
- Care for those with special needs. (Ezekiel 34:1-6; John 10:11)
- Protect the church from false teaching. (Acts 20:28-31; Titus 1:9)
- Equip the church for ministry roles. (Ephesians 4:12).
- Nurture the pastoral staff.
- Encourage and develop leaders.
- Hiring of all staff.
- Connect with the Community.
- Management and administration of the church staff
- Ex-Officio member of the Leadership Team and Board of Directors
- To lead the church in fulfilling the Vision and Mission of Northend Church
- Provide direction and support to the Ministry Teams

8.2 - Dismissal of the Lead Pastor

In the dismissal of the Lead Pastor, the Executive Director of the Ontario Mennonite Brethren Conference will be asked to officiate any meetings between the Leadership Team and the Lead Pastor. He/she will serve as an unbiased mediator in bridging healthy dialogue between the Leadership Team and the Lead Pastor. Apart from a moral failing or not adhering to the MB Confession of Faith, a seventy-five percent (75%) vote by the Leadership Team is necessary to dismiss the Lead Pastor.

ARTICLE 9 – LEADERSHIP TEAM

9.1 – Governing of the Leadership Team

The church shall be governed by a Leadership Team consisting of six to nine (6 to 9) members. Three (3) of the members of the Leadership Team will be affirmed as Directors of the Corporation.

9.2 Term of the Leadership Team

The term of office for a Leadership Team Member is two (2) years. After two (2) years the Team member must be reaffirmed by the remaining Team members for up to two (2) additional terms. The congregation will be notified of a Leadership Team members impending term ending. Sufficient time will be provided to allow members to communicate any concerns regarding Team Members seeking additional terms to other members of the Leadership Team.

9.3 Selecting and Electing

The process for selecting and electing members to the Leadership Team are outlined in the Process for Leadership Team selection (see appendix 1).

9.4 Calling of Meetings

Meetings of the Leadership Team may be called by the Lead Pastor, Leadership Team Chair or any two (2) members of the Leadership Team.

9.5 Lead Pastor & Ministry Team

The Lead Pastor has the right to attend all Leadership Team meetings, has the right to speak to any issues. The Lead Pastor will not have a vote.

9.6 - Meetings, Powers and Procedures

The Leadership Team shall exercise their powers according to the following procedures:

- a. they will appoint a member of the Leadership Team as Chair;
- b. they will hold regular meetings as it deems appropriate. The agenda for the meetings will be prepared by the Chair in consultation with the Lead Pastor.
- c. meetings of the Leadership Team will be called by the Chair on a minimum of seven (7) days notice to the members of the Leadership Team. Such notice will be provided in a manner which shall be deemed to be a reasonable method of calling a meeting;

- d. meetings of the Leadership Team will be held at any time without formal notice if all members are personally present together, and signify verbally or in writing of their consent to the meeting;
- e. any two (2) members of the Leadership Team may at any time request a special meeting of the Leadership Team and where the Chair fails to call such meeting within a period of ten days, such members of the Leadership Team may assume the responsibility of the Chair with respect to the calling of such meeting;
- f. a majority of the members of the Leadership Team shall be in attendance and shall constitute a quorum for purposes of conducting a meeting of the Leadership Team;
- g. all issues (unless otherwise noted in these by-laws) will be determined by a majority of the votes cast by the members of the Leadership Team at a duly constituted meeting;
- h. any resolution of the Leadership Team may, from time to time, be rescinded or varied by the Leadership Team;
- i. the Leadership Team shall maintain minutes and shall appoint a Secretary to record the proceedings of meetings;
- j. the Leadership Team may by resolution delegate to the Finance Team and the Leadership Team such of its powers as it considers appropriate to effectively carry out the ministry of the Church.

ARTICLE 10 – BOARD OF DIRECTORS

10.1 - Composition of the Board of Directors

The Board of Directors will consist of 3 members of the Leadership Team and will hold the positions of:

President
Treasurer
Secretary

The Lead Pastor has the right to attend all Board of Director meetings and has the right to speak to any issues. The Lead Pastor will not have a vote.

10.2 - Representation, Legal, and Fiduciary Responsibilities

For the first two years of Northend Church from July 1, 2020 to July 1, 2022, the Board of Directors will represent and protect the legal and fiduciary interests of the church. This includes:

- Ensure oversight and ensure the church's compliance within the Incorporation Act
- Oversight of the church's finances and fiduciary responsibilities, including but not limited to compliance with applicable tax laws
- Preparation and monitoring of the church's budget
- Ensure protection of church liability as it pertains to insurance coverages
- Oversight of contracts with outside agencies utilizing church properties for business purposes
- Maintenance and protection of the charitable status
- Work cooperatively with and in support of the Leadership Team, Finance Team, and Lead Pastor, providing advice and expertise as warranted
- Avoidance of conflicts of interest (ie. Not receiving financial gain from the church and not being closely related to someone who receives financial gain from the church)

10.3 - Appointment of Directors

New or continuing second term candidates for the role of Directors will be appointed by a seventy-five (75%) majority vote of the Leadership Team and will be affirmed by the members.

ARTICLE 11 – FINANCE TEAM

11.1 - Formation and Composition of the Finance Team

The Leadership Team, as it sees fit, may establish a Finance Team to assist them with the financial oversight of the church. A minimum of one (1) member of the Leadership Team shall serve on the Financial Team. The Chair will be chosen internally by Finance Team members.

11.2 – Qualifications of the Finance Team

Members who show or express gifts of faith, giving, and business acumen, may serve on the Finance Team. Their desire must be to see the advancement of ministries and sound stewardship of the church's financial resources.

11.3 - Selection and Term of the Finance Team

The Finance Team shall be affirmed at a Fall meeting of Members based on a recommendation by the Leadership Team and will serve on a one (1) year basis. Their role is to assist the Leadership Team in overseeing the following (if requested):

- Counting and receiving of monies
- Provide counsel to the Leadership Team in financial decisions
- Assist the Lead Pastor and Board of Directors in budget preparations
- Ensure that all financial receipts and all payments are carried out in keeping with the budget

11.4 – Meetings of the Finance Team

Upon confirmation of a new Finance Team in the Fall, the first meeting will be called by the Lead Pastor or delegate. Further meetings will be called from time to time by the Chair of the Finance Team who will provide notice in a manner which shall be deemed to be a reasonable method of calling a meeting, and at least seven (7) days in advance of the meeting whenever possible. Such meetings will be held at least four (4) times per year.

ARTICLE 12 – SIGNING AUTHORITY

Subject to any resolution of the leadership team, deeds, transfers, assignments, contracts, obligations, certificates and other instruments of any kind must be signed on behalf of the Corporation by the President together with one other director of the Corporation. If the president is unable to provide a signature the Treasurer together with one other director may sign on behalf of the Corporation.

In addition, the Leadership Team may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal (if any) to any instrument. Any signing officer may certify a copy of any instrument, resolution, by-law, or other document, of the Corporation to be a true copy thereof.

ARTICLE 13 - RESTRICTIONS ON POWERS

Restrictions on the powers of Directors, Leadership Team and their designates are as follows:

- a. They shall not carry on any business, acquire control of any corporation, or retain any controlling interest in any corporation with all or part of the capital of the Church;
- b. They shall not use any of the capital of the Church, otherwise than for the advancement of the objects of the Church.

ARTICLE 14 – MINISTRY PASTORS

14.1 - Roles and Responsibilities

Pastoral staff appointed in accordance with Article 8.1 (l) shall seek to fulfill the objects of the Church, and shall be responsible for the provision of spiritual leadership including: vision casting, teaching, preaching, and pastoral care.

In addition, greater detail of these responsibilities will be described in their job description which is available upon request to any member.

14.2 - Term

Pastoral staff will be appointed for an indefinite term and will be given a performance evaluation on a regular basis, bi-annually. This will be under the direction of the Lead Pastor and assisted by the Leadership Team.

14.3 – Accountability

Pastoral staff shall have a relationship of accountability to the Lead Pastor, ensuring their lives are following the Characteristics of Overseers and Deacons (see Appendix 3).

ARTICLE 15 - FISCAL YEAR-END

The fiscal year of the Church shall end on the 31st day of December of each year.

ARTICLE 16 - ANNUAL STATEMENT

Within ninety (90) days following the close of each year-end, the Finance Team shall prepare financial statements with respect to the immediately preceding fiscal year-end, including a balance sheet, and a statement of revenues and expenditures, and shall place those financial statements before the Members of the Church for approval, at the annual meeting. Such financial statements shall be made available on request to each Member, and to any donor or prospective donor to the Church.

ARTICLE 17 DISSOLUTION

17.1 The Members may at any time;

Dissolve the Church and upon such dissolution, the Directors of the Corporation, in dialogue with the Ontario Conference of M.B. Churches, shall oversee the process of dissolution. Upon

dissolution, the capital of the Church after the payment of all liabilities and debts will forthwith be distributed to the Ontario Conference of Mennonite Brethren Churches.

ARTICLE 18 – PROTECTION OF DIRECTORS AND OFFICE HOLDERS

18.1 - Limitation of Liability

No Director or Leadership Team member shall be liable for the acts, receipts, neglects or defaults of any other Leadership Team member or officeholder or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Church through the insufficiency or deficiency of title to any property acquired by the Leadership Team for or on behalf of the Church, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Church shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Church shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same are occasioned by his/her own wilful neglect or default.

18.2 - Indemnity

Every Director or Leadership Team member of the Church and his/her 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 such the Director or Leadership Team member or officeholder sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his office; and all other costs, charges, and expenses that he/she sustains or incurs in or about or in relation to the affairs of the Church; except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

18.3 - Meetings and Decisions of the Leadership Team

The Leadership Team can express its will only when it is in session either in one location or in a teleconference. The Leadership Team cannot function as such except in meetings duly called and convened. Individual Members have no authority to speak for or act on behalf of the Leadership Team except when such authority has been specifically and officially delegated. The Leadership Team members must take care not to commit or to appear to commit the Leadership Team and Board of Directors to any stand, in private or public statements, which the Leadership Team or Directors may be unwilling to take. The powers of the Leadership Team shall be exercised by a majority of the Leadership Team members.

The Leadership Team shall provide and keep a minute book, in which the Secretary shall record the proceedings of the Leadership Team and Directors. The Chairperson shall sign the minutes of a meeting of the Leadership Team at a subsequent meeting of the Leadership Team at which such minutes have been duly confirmed by the Leadership Team and Directors.

Any resolution of the Leadership Team, from time to time, may be rescinded or varied by the Leadership Team.

18.4 Church Ministry Structure

The ministries and programs of the Church shall be carried on without the purpose of gain for its Members, and any profits or other gains to the Church shall be used exclusively to promote and advance the Vision and Purpose of the Church. The Ministry staff are to advance the objects of the church.

18.5 Policy Manual

The Leadership Team shall establish policies to regulate the affairs of the Church. Such policies shall come into force and effect upon passage by the Leadership Team by a two-thirds (2/3) majority. Revisions to the Policy Manual would require a two-thirds (2/3) majority vote of the Leadership Team.

Revisions to the Policy Manual would require a two-thirds (2/3) majority vote of the Leadership Team.

18.6 Amendment to the General Bylaw

Any ministry, committee or Member of the Church may suggest a proposed amendment to this By-law by submitting it in writing to the Leadership Team.

The Articles of this Bylaw may be amended at any duly called Church Members meeting by a two-thirds (2/3) majority of the members' votes cast.

Amendments recommended by the Leadership Team will be communicated to the Church Members in writing a minimum of two (2) weeks prior to the membership meeting.

NORTHEND CHURCH PROCESS FOR LEADERSHIP TEAM SELECTION (APPENDIX 1)

The New Testament does not prescribe methods by which church leaders are to be selected and therefore each congregation has considerable freedom in this regard; however, specific scriptural examples suggest that both the Leadership and congregation should have input (Acts 14:23, Acts 6:1-7). This principle is reflected in the process which follows.

1. Every fall, the Leadership Team will determine whether additional team members are needed. If so, then the existing Leadership Team shall appoint a Discernment Committee consisting of the Lead Pastor and two or three church members (leadership minded people without current aspirations to become involved). One member of the committee shall be chosen by the committee to act as Chair.
2. The Lead Pastor will announce the existence of Leadership Team vacancies at a worship service and will provide the assembled group with the Biblical qualifications for Leaders and their scriptural role.
3. With these qualifications in mind, members of the congregation will be given one month to submit Leadership nominations to the Discernment Committee.
4. Men or women whose names are being considered shall be so informed, and they will be given an opportunity to reflect on their nomination and then to either consent or withdraw.
5. The Discernment Committee will review the names of the nominees and dialogue with potential candidates. Before final selections are made, names will be publicized to the church for prayer and feedback.
6. At the Annual Meeting of Members the prospective leaders will be presented for affirmation by a two-thirds (2/3) majority vote of the members present.
7. All team members should be at arms-length from a majority of the other members of the Leadership Team.

Term of Leaders

The term of office for a Leadership Team Member is two (2) years. After two (2) years the Team member must be reaffirmed by the remaining Team members for up to two (2) additional terms. The congregation will be notified of a Leadership Team member's impending term ending. Sufficient time will be provided to allow members to communicate any concerns regarding Team Members seeking additional terms to other members of the Leadership Team.

NORTHEND CHURCH MEMBERSHIP COVENANT (APPENDIX 2)

After prayerful discernment, I feel led by the Holy Spirit to unite with the Northend family. I can honestly endorse and bless the vision, values, and mission of Northend Church. As a statement of my commitment to God and my sisters and brothers I affirm that I have:

- 1. Conversion** Devoted my life to Jesus
 . . . by receiving Him as my Lord and Saviour
 . . . by being baptized on that Confession
 . . . by daily submitting to His Lordship in my life

By God’s grace, I further commit myself to:

- 2. Discipleship** Grow in my walk with Jesus
 . . . by equipping myself through daily scripture and prayer
 . . . by participating in a Life group whenever possible
 . . . by seeking to live a God-honoring life
 . . . to live by the principles of God’s word.

- 3. Fellowship** Protect the Unity of this Church
 . . . by acting in love toward my brothers and sisters
 . . . by striving in my speech to be helpful, never hurtful
 . . . by respecting the leadership God has given

- 4. Spiritual Gifts** Serve faithfully in the ministries of Northend
 . . . by discovering my gifts and talents
 . . . by developing a servant’s heart
 . . . by praying for the growth of this ministry

- 5. Stewardship** Share the resources God has given me
 . . . by praying for those who still need Jesus
 . . . by living a life of generosity
 . . . by giving of my time and tithes

Name: _____

Signature: _____

Date: _____

Affirmed by: _____
(Leadership Team Member Signature)

Date: _____

NORTHEND CHURCH BIBLICAL QUALIFICATIONS FOR THE LEADERSHIP TEAM
(APPENDIX 3)

The intent of the word “Deacon” in the following passages are in relation to the qualifications of a member of the Leadership Team at Northend Church. Based on 1 Timothy 3:8-12, members of Northend Church’s Leadership Team must be:

1. Dignified (v. 8): This term normally refers to something that is honorable, respectable, esteemed, or worthy, and is closely related to “respectable,” which is given as a qualification for elders (1 Tim. 3:2).
2. Not double-tongued (v. 8): Those who are double-tongued say one thing to certain people but then say something else to others, or say one thing but mean another. They are two-faced and insincere. Their words cannot be trusted, so they lack credibility.
3. Not addicted to much wine (v. 8): A person is disqualified from being a deacon if they are addicted to wine, other strong drink, or substance abuse. Such a person lacks self-control and is undisciplined.
4. Not greedy for dishonest gain (v. 8): If a person is a lover of money or other, they are not qualified to be a deacon especially since the deacon often handle financial matters for the church.
5. Sound in faith and life (v. 9): Paul also indicates that a deacon must “hold the mystery of the faith with a clear conscience.” The phrase “the mystery of the faith” is simply one way Paul speaks of the gospel (cf. 1 Tim. 3:16). Consequently, this statement refers to the need for the deacon to hold firm to the true gospel without wavering. Yet this qualification does not merely involve one’s beliefs, for he/she must also hold these beliefs “with a clear conscience.” That is, the behavior of the deacon must be consistent with his/her beliefs.
6. Blameless (v. 10): Paul writes that deacons must “be tested first; then let them serve as deacons if they prove themselves blameless” (v. 10). “Blameless” is a general term referring to a person’s overall character. Although Paul does not specify what type of testing is to take place, at a minimum, the candidate’s personal background, reputation, and theological positions should be examined. Moreover, the congregation should not only examine a potential deacon’s moral, spiritual, and doctrinal maturity, but should also consider the person’s track record of service in the church.
7. Faithful in the Marriage Relationship (v. 11): According to Paul, a deacon’s wives/husbands must “be dignified, not slanderers, but sober-minded, faithful in all things” (v. 11). Like their husband/wife, the wife/husband must be dignified or

respectable. Secondly, she/he must not be a slanderer or a person who goes around spreading gossip. Deacon's wife/husband must also be sober-minded or temperate. That is, she/he must be able to make good judgments and must not be involved in things that might hinder such judgment. Finally, she/he must be "faithful in all things" (cf. 1 Tim. 5:10). This is a general requirement that functions similarly to the requirement for elders to be "above reproach" (1 Tim. 3:2; Titus 1:6) and for a deacon to be "blameless" (1 Tim. 3:10). Husbands/wives must love their spouse, just as Christ loved the church and gave himself up for her to make her holy...husbands/wives ought to love their wives/husbands as their own bodies, respecting one another. (Ephesians 6:22-33).

8. Husband/wife of one spouse (Marital Faithfulness) (v. 12): Faithfulness of a husband/wife toward their spouse. There must be no other woman/man in their life to whom he/she relates in an intimate way either emotionally or physically.
9. Manage children and household well (v. 12): A deacon must be a spiritual leader within their household.