

GENERAL OPERATING BY-LAW NUMBER 2017-1
being the general By-law of

CLASSIS HURON OF THE CHRISTIAN REFORMED CHURCH IN NORTH AMERICA
(hereinafter the "Corporation")

A By-Law relating generally to the transaction of the affairs of the **Classis Huron of the Christian Reformed Church in North America** (a Federal Corporation).

WHEREAS the Corporation was granted Articles of Incorporation under the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 effective the 15th day of November 2016;

AND WHEREAS the Corporation desires to adopt a General Operating By-law in relation to the Incorporation under the *Canada Not-For-Profit Corporations Act*;

BE IT ENACTED as the first General Operating By-law, namely, General Operating By-law 2017-1 of **Classis Huron of the Christian Reformed Church in North America** (hereinafter referred to as the "Corporation") as follows:

INTERPRETATION

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

"Act" or **"CNCA"** means the Canada Not-for-Profit Corporations Act S.C. 2009, c.23 as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-law of the Corporation to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;

"Annual Meeting" means a session of Classis held within the first six months of the year, as more particularly described herein;

"Articles" means the Articles of Incorporation granted under the CNCA on the 15th day of November, 2016, as amended from time to time;

"Chair of the Board" means the person elected as an officer of the Board, who also serves as Chair of the Classis Ministry Committee and AdCom as further described in the By-laws;

"Chair of the Members' Meeting" means the person appointed from time to time pursuant to the By-laws;

"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 the Synod from time to time;

"Delegate(s)" means the individual(s) each Member is entitled to appoint as their representatives to attend and vote at Meetings of Classis Huron;

"Director" or **"Directors"** means those individuals who together are the Board of Director(s) of the Corporation pursuant to the Act and these By-laws;

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

"Indemnified Person" means each and every current and former Director, Officer, employee, and volunteer of or working at or for the Corporation, in each case to the extent that the Act and other applicable law permits such a person to be indemnified and/or receive the benefits and protections provided for herein;

"Meeting of Members" or **"Membership Meetings"** means any Annual or Special Meeting of Members, as the case may be;

"Member" or **"Members"** means an eligible Christian Reformed Church. Member also means any group or entity expressly granted the status of "Member" on an annual basis by the other Members at a meeting of Classis as per Section 8;

"Objects" means the charitable Objects or Purposes of the Corporation as contained in the Articles;

"Ordinary Resolution" or **"Resolution"** means a motion or resolution passed by either the Board of Directors, or Members entitled to vote at the applicable meeting duly called for the purpose of considering the said motion or resolution, by a majority of those voting, unless the Act or this General Operating By-law otherwise requires;

"Public Accountants" means the firm appointed to conduct the Corporation's audit or review engagement, etc. as the case may be;

"Rules of Classis Huron" means the stated procedural rules applicable to meetings of Classis Huron, together with any mandates and policies for its committees;

"Special Resolution" means a resolution passed by the Directors and/or the Members by at least two-thirds of the votes cast at the applicable meeting or, in lieu of such confirmation, by the consent in writing of all the Directors or Members as the case may be.

"Synod" means the Synod of the Christian Reformed Churches in North America as further defined in the Church Order.

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.

ORGANIZATIONAL MATTERS

3. **Purpose.** The purposes of the Corporation as currently set out in the Articles (and which can only be amended by Articles of Amendment) are:
 - a) *To promote the principles and teachings of the Holy Bible as interpreted by the Reformed creeds, namely the Belgic Confession, the Heidelberg Catechism, and the Canons of Dort;*
 - b) *To proclaim the gospel of the Lord Jesus Christ and to fulfil the scriptural mandate enunciated by Jesus Christ in Mark 16:15 to "Go ye into all the world and preach the gospel to every creature," by actively carrying out and promoting Christian missions;*
 - c) *to provide a regional organization within which member churches that are registered charities may work together to advance the Christian faith;*
 - d) *To improve the effectiveness and capacity of member registered charities by providing expertise and support in church governance and management; and*
 - e) *To examine and credential applicants for preaching in member churches.*

4. **Operational Context.** The Gospel as set out and revealed to us in the Holy Bible and summarized by the Reformed Creeds provides the context and reason for the existence of this Corporation. This General Operating By-law and any other By-laws of the Corporation shall be strictly interpreted at all times in accordance with and subject to the Holy Bible, the Purpose and Statement of Faith contained in the Articles of the Corporation, and the Church Order, which for purposes of this General Operating By-law are incorporated by reference and made a part hereof. If any of the provisions contained in this General Operating By-law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.
5. **Head Office.** The head office of the Corporation shall be situated in the Province of Ontario, in such location as determined by Resolution of the Board from time to time.
6. **Fiscal Year.** The fiscal year of the Corporation shall end on the 31st day of December of each year or on such other date as the Board may, by Resolution, determine.

MEMBERS

7. **One Class of Membership.**
As set out in the Articles, the Corporation is authorized to establish one class of Members. Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation.
8. **Eligibility.** Membership in the Corporation shall consist:
 - a) of all those churches who:
 - (i) are a member of the Christian Reformed Churches in North America;
 - (ii) fall within the regional boundaries of Classis Huron as such boundaries may be determined by the Synod of the Christian Reformed Churches in North America from time to time; and
 - (iii) who maintain their Membership in accordance with the Articles, By-laws, Church Order and the Rules of Classis Huron as adopted from time to time.
 - b) of those groups and entities (e.g. church plant and/or campus ministry) who:
 - (i) on an annual basis;
 - (ii) are expressly granted the status of "Member" by a majority vote of the Members qualifying under Section 8 a) (i.e. eligible Christian Reformed Churches) voting at a Meeting of Classis.
9. **Privileges, Rights and Duties.** Membership shall carry the following duties, privileges and rights:
 - a) the duty to further the objects and purposes of the Corporation;
 - b) the duty to minister to one another's spiritual needs as part of the Body of Christ;
 - c) the duty to financially support the work of Classis;
 - d) the right to attend, speak and participate at all Meetings of Members; and
 - e) the right to send up to three individual, eligible delegates to all Meetings of Members, with each delegate permitted to exercise one vote as per the Rules of Classis Huron.
10. **Termination of Membership.** A membership in the Corporation is terminated when:
 - a) the Member is liquidated, dissolved or wound up;
 - b) a Member fails to maintain the qualifications for membership described in these By-laws;
 - c) the Member withdraws their membership in the denomination in accordance with the Church Order or these By-laws, in which case such termination of membership shall be effective on the date of the Board of Director's Resolution affirming or approving the transfer or withdrawal; or
 - d) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist.

11. **Fees, etc.** There shall be such Membership fees or dues as approved by Resolution of the Members from time to time.
12. **Resignation.** Any Member may resign its Membership in the Corporation through the delivery of a written resignation.
13. **Transfer.** A Member Church's Corporate Membership is transferable to or from another incorporated Classis of the Denomination, subject to the specific eligibility requirements of the particular Classis (e.g. Synod decision to include or move a particular Church to another Classis).

MEMBERS' MEETINGS (I.E. SESSIONS OF CLASSIS)

14. **Annual Meeting.** The Annual Meeting of the Corporation shall be held each year within 15 months of the last annual meeting and within 6 months of the end of the Corporation's fiscal year, for the purpose of reviewing the financial statements of the Corporation for the preceding fiscal year, appointing public accountants as the case may be, electing Directors as necessary, and transacting such other business as may properly come before the meeting.
15. **Additional/Special Membership Meetings.** There shall be additional Membership Meetings during the year as necessary, to transact such business as may properly come before the meeting. The Corporation shall also hold a special meeting:
 - a) upon decision of a previous regular meeting;
 - b) when such a request is sent to the Board (including via the Classis Ministry Committee) by at least five councils on an urgent matter;
 - c) when such a request is made to the Board (including via the Classis Ministry Committee) by a council for the examination of a candidate; and
 - d) when judged to be necessary by the Board.
16. **Special Meeting of the Members.** Notwithstanding Section 15 above, pursuant to and in accordance with the provisions of the Act, the Board shall hold a Special Meeting of the Members upon receiving the request of not less than five percent (5 %) of the Members for any purpose connected with the affairs of the Corporation.

17. Agenda and Reports for Members Meetings

17.1 The Agenda -- The Printed Agenda shall be distributed prior to the Meeting:

- a) together with the Reports of all committees, Delegates, officers and functionaries of Classis. The Schedule of Reports shall be as set out in the "Rules for Classis Huron" as it may be called from time to time;
- b) Shall include matters referred to Classis by Synod for action;
- c) Shall include Matters brought before Classis by the Member councils that concern the churches in common or that could not be finished in the councils;
- d) Shall include Overtures received prior to the Agenda being printed. If not included in the printed Agenda, then they shall only be taken up special decision of Classis in case of urgency;
- e) May include matters of lesser importance as advised by the officers of Classis
- f) Shall include protests and appeals against classical decisions, requests for endorsement of protests, appeals to Synod and Synodical boards.
- g) Shall include Matters properly brought before Classis by individual Members according to the "Rules for Classis Huron" and/or the Church Order; and
- h) May include such other matters which Classis declares acceptable by majority vote and which are in conformity with the Church Order.

17.2 **Financial Matters** – Matters which cause, or are intended to cause, a financial obligation to be assumed by the Corporation and /or by one or more Member Churches, shall be submitted to the Treasurer or to the finance committee two (2) months in advance of the announced deadline to allow consideration and study by the Member Churches’ councils.

17.3 **Agenda Deadlines** – All matters for the printed Agenda must be in the hands of the Stated Clerk five weeks before Classis meets, and by a particular date as notice is provided by the Stated Clerk.

18. Eligibility of Delegates Representing Members

18.1 The eligibility criteria for Delegates representing Member Churches shall be in accordance with the Church Order and the “Rules of Huron Classis” as it may be called from time to time, or any other Classical procedures or rules adopted from time to time. A Credentials Committee (as it may be called from time to time) shall review and confirm eligibility in accordance with such rules and procedures.

18.2 Credentials Committee – Subject to the Church Order and the Rules of Classis Huron, during registration for each Session of Classis, the Credentials Committee will receive the credentials, confirm the Delegates’ attendance, and have first-time Delegates sign the form of subscription as adopted by the Denomination and/or Corporation from time to time. At the beginning of a session, the chair of the Credentials Committee will report that credentials and delegations are in good order or, if not, will be present appropriate motions or recommendations to the Board and Membership. The Credentials Committee shall also, prior to reporting to Classis, meet with the Delegates of any congregation that has items on the credentials that need to be discussed for the purpose of clarification and procedural questions.

19. **Date, Time, and Location of Meetings.** All meetings of Members shall be on such date and at such time as prescribed by the By-laws, or as the Board shall determine, or as the Members agree at the meeting held in advance of the subsequent meeting. Unless otherwise determined by the Members, meetings shall be at such place within Ontario as the Board may determine.

20. Policy and Rules

The Membership may adopt such rules and policies regulating conduct and procedure as desired from time to time, such as the “Rules of Classis Huron” provided it does not conflict with the Act, By-laws or Church Order.

21. **Notice Requirement for All Meetings.** Notice of all Membership Meetings (annual and special) must be given to the Members by at least one of the following methods:

- a) by mail, courier, or personal delivery to each Member entitled to vote during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic (email) or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. However, if this is the only method used for giving Notice, a Member may request a non-electronic means of receiving Notice.

22. **Additional Requirement for Notice of Special Meetings.** Notice of any Members’ meeting should contain sufficient information to permit the Members to form a reasoned judgment on any matter to be voted upon.

23. **Errors, etc., In Giving Notice.** No error or omission in giving notice of any Members’ meeting or any adjourned meeting shall invalidate such meeting, or make void any proceedings taken thereat, and any Member may at any time waive notice of any such meeting. Attendance at any meeting constitutes a waiver of notice, unless attendance is solely for the purpose of objecting to the manner in which notice was given.

24. **Quorum at All Member Meetings.** At each meeting of the Members a quorum shall be two-thirds of the Members of Classis Huron. A Member is deemed present when represented by at least one individual, eligible Delegate in person. If a quorum is not present, the meeting shall be adjourned to a date and time set by the

Chair. Meetings or sessions of the Members (i.e. of Classis) shall be constituted as prescribed by the Church Order and any Rules of Procedure.

25. **Chair of Members' Meeting.** The Chair and Vice-Chair of the Members' Meeting shall be determined each meeting following the procedures in the Rules of Classis Huron and/or Church Order as amended from time to time. The Rules of Classis Huron currently provide:

The chair of Classis [Note: read in the By-laws as Members' Meetings] shall serve in rotation from a pool of people (male/female and ordained/non-ordained) from within Classis who possess the specific gifts required of a chair. The Vice-Chair of Classis [Note: read in the By-laws as Vice-Chair of the Members' Meeting] shall be the incumbent chair of the next Classis meeting.

26. **Clerk of Members' Meetings.** The Clerk of the Members' Meetings will be determined following the procedures in the Rules of Classis Huron and/or the Church Order. The Rules of Classis Huron currently provide:

The Stated Clerk shall keep an accurate record of proceedings.

27. **Voting at Meetings.** At every meeting of the Members, each Member shall be entitled to send three eligible Delegates to attend the Meeting of the Corporation, and pursuant to the procedure adopted from time to time, shall be entitled to speak on any question before the meeting. Each Member Church is entitled to three votes on each matter, with one vote to be exercised per eligible Delegate.
28. Voting shall normally be by vocal "yeas" or "nays", or by a show of hands as requested by the Chair. However, in the case of Church discipline, election of persons, matters of great importance, and upon the demand of any Member, the vote upon any question shall be by secret ballot. Pursuant to the Church Order, Delegates shall not vote on any matters in which they themselves or their churches are directly involved (Art. 34 CO).
29. **Vote of the Chair.**
The Chair of the Members' Meeting, as a Delegate to the Session, retains the right to vote on any question. The Chair of the Members' Meeting invariably votes when the vote is by ballot. In case of a vote by raising hands, the Chair of the Members' Meeting may, but does not ordinarily vote, unless the Chair's vote is the deciding vote. In case the vote is tied and the Chair abstains from voting, the motion is lost. Should the Chair of the Members' Meeting vote affirmatively the motion will carry.
30. **No Absentee Ballots or Proxy Votes for Members.** Other than voting by Delegates as addressed above, Member voting by Absentee Ballot or voting by proxy is not permitted.

BOARD OF DIRECTORS

31. **Definition.** The spiritual, administrative and temporal affairs of the Corporation shall be the responsibility of the Board of Directors. The Board shall consist of a number of individuals who are the Directors, falling within the range set out in the Articles, which currently provides for no fewer than three (3) and no more than twenty (20) Directors. The Directors are hereby authorized to fix the number of Directors within the permitted range. Until otherwise amended by Resolution of the Board, the number of Directors is fixed at three (3).
32. **Qualifications.** An individual may be considered for election to the Board if he fulfils all of the following qualifications:
- a) the individual must be a Professing Member in good standing of a Member Church;
 - b) the individual must be over the age of eighteen (18);
 - c) save and except where permitted by law (e.g. permission obtained from the Public Guardian and Trustee of Ontario), the individual and his spouse, father, mother, child, brother or sister, or spouses of such

family members, must not be an employee, agent or individual that is receiving remuneration either directly or indirectly from the Corporation;

- d) the individual and his spouse, father, mother, child, brother or sister, or spouses of such family members must not be the Corporation's Public Accountant;
- e) the individual shall consent;
- f) one Director must also hold the position of Board Chair together with chair of the Classis Ministry Committee and the Administrative Sub-Committee ("CMC/AdCom" or as it may be called from time to time) at the time of election, or shortly thereafter;
- g) one Director must also hold the position of Vice-Chair of the Board, and Vice-Chair of CMC/AdCom at the time of election, or shortly thereafter; and
- h) one Director must also hold the position of a "Member at Large" on CMC/AdCom at the time of election, or shortly thereafter.

33. **Election.** Subject to the Act, Members of the Board shall be elected at a Members Meeting through the following general procedure. The Nominating Committee shall present eligible Nominees for the Board to the Members who vote on the list of Nominees for Director. As the fixed number of Directors on the Board increases, the list of Nominees shall as much as possible include representatives of all standing committees. A Resolution of the Members is required to elect an individual to the Board.

The election for Chair of the Board/CMC/AdCom, Vice-Chair of the Board/CMC/AdCom and Member at Large of CMC/AdCom may be included in the Resolution to elect Directors. However, at the request of the Chair of the Members' Meeting, or of a Member, this election for the offices of Chair, Board Vice-Chair and Member at Large will be voted on in a separate Resolution.

The Board has the authority to make rules and/or policies as it sees fit relating to the implementation of this general procedure. The term of a Board member shall commence upon being installed in accordance with Classis rules and procedures.

34. **Rotating Terms.** As much as possible, the members of the Board shall be elected and shall retire in rotation. Members of the Board shall be elected to fill the position of those members of the Board whose term of office has expired and each member of the Board so elected shall hold office until his successor is elected.
35. **Maximum Term.** Board Members typically serve one (1) three (3) year term. Board members may be elected to one (1) additional term, however no further extension of the consecutive term of office for such member of the Board shall be granted. Upon the completion of the maximum term on the Board, a minimum of a two (2) year absence is required before eligibility for re-election to membership on the Board is restored.
36. The position of a member of the Board shall be automatically vacated if any of the following situations occur:
- a) such Board Member resigns his position as a member on the Board by delivery of the written resignation to the Chair or Clerk of the Board;
 - b) such Board Member no longer fulfils all the qualifications;
 - c) such Board Member is found to be mentally incompetent or of unsound mind;
 - d) such Board Member becomes bankrupt;
 - e) such Board Member, in the opinion of a two thirds (2/3) majority vote of the Board and confirmed by a majority vote of the Members voting who are present at a Meeting of Members duly called for that purpose, has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Christian contrary to Biblical principles, or is no longer willing to either comply with, adhere to or submit to the scriptural authority and procedures set out in the By-laws, governing documents or Church Order;
 - f) such Board Member is determined by Resolution of the Members voting who are present at a Meeting of Members duly called for that purpose to be unfit to hold office as a member of the Board for any reason; or
 - g) such Board Member dies.

37. **Vacancy.** If any vacancies should occur for any reason as set out above, the vacancy shall only be filled by election of the Members at the next Meeting of Members.
38. If the number of Board Members is increased during the year within the prescribed limit of Board Members, a vacancy or vacancies shall thereby be deemed to have occurred, which vacancy shall only be filled by the Members at a Meeting of the Members.
39. **General Authority.** The Board shall be responsible for the overall spiritual, administrative and temporal affairs of the Corporation as the controlling leadership of the Corporation and generally may exercise such powers and do such other acts and things as the Corporation is by the Act, or otherwise authorized to do, unless restricted by its Articles, By-laws, Church Order or written Classis Rules and Policy in place from time to time.

MEETINGS OF THE BOARD

40. **Chair of the Board.** The individual elected by the Members to serve as Chair of the Board shall also serve as Chair of the Classis Ministry Committee and AdCom. In the event of a tie vote at meetings of the Board, the Board Chair is entitled to a second or casting vote. He or she shall perform such duties as required by these By-laws, the "Rules of Classis Huron" and/or as the Board may assign to him or her.
41. **Notice of Meetings.** Meetings of the Board may be called by the Chair of the Board, the Clerk, or any two members of the Board. Notice of the time and place of every meeting shall be provided to each Director forty-eight (48) hours before such meeting, if delivered by hand or by e-mail, or sent not less than ten (10) days before the meeting, if delivered by mail. For the purpose of sending notices to any Director, the address of any Director shall be his or her last address recorded on the books of the Corporation. Notice of adjourned meetings shall be given in the same manner.
42. **No Notice.** No notice shall be required for a Meeting of Board to be held immediately following the Meeting at which they were elected.
43. **Regular Meetings of Board.** Unless otherwise required by the Act, the Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy or summary of any Resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed. The business to be transacted shall be specified in the notice and/or Meeting Agenda.
44. **Errors or Omission in Notice.** No error or omission in giving notice of any meeting or adjourned meeting of the Board shall invalidate such meeting, or make void any proceedings taken thereat.
45. **Waiver of Notice.** Any Director may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat. Attendance at any meeting constitutes a waiver of notice, unless attendance is solely for the purpose of objecting to the manner in which notice was given.
46. **Participation by Electronic Communication Facility.** Subject to the requirements of the Act, the Board shall be entitled to meet in person and/or by electronic means that permits simultaneous communication among all persons. Such participation means may only be used if it permits each member of the Board to communicate adequately with each other, and provided that:
 - a) the Board of the Corporation has passed a Resolution addressing the mechanics of holding such meeting in dealing specifically with how security issues are to be handled, the procedure for establishing a quorum and recording votes; and
 - b) each member of Board has equal access to the specific means of communication to be used.

A Board Member participating in this way is deemed to be present in person at the meeting.

47. **Quorum.** At each meeting of the Board a majority of the Board overall shall be present in person or by electronic means. If a quorum is not present, the meeting shall be adjourned.
48. **Decisions.** The Board may pass resolutions by majority vote (i.e. Ordinary Resolution) in the Board meeting, unless the Act or this By-law otherwise requires or unless the Board agrees otherwise in a particular case, but in no event shall resolutions be passed by less than a majority. Any resolution signed by all the members of Board is as valid and effective as if passed at a meeting of the Board duly called, constituted, and held for that purpose.
49. **Confidentiality.** Every Board Member, as well as every Committee Member, staff or volunteer shall respect the confidentiality of matters brought before the Board or before any Committee of the Board, or any matter dealt within the course of employment or involvement of such individual in the activities of the Corporation.
50. **Powers of Board.** Subject to any restrictions in the Act, these By-laws or applicable Church Order and Rules of Classis Huron, the Board shall administer the affairs of the Corporation in all things, consistent with the objects and By-laws of the Corporation, including without limitation, authorizing the Corporation to
 - (i) enter into contracts;
 - (ii) make expenditures;
 - (iii) enter into a trust arrangement;
 - (iv) acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind; and
 - (v) appoint agents and engage employees.

The remuneration for all employees, and agents shall be fixed by the Board. Board may consult or seek the recommendation of a committee(s) as Board may determine is appropriate from time to time.

Where the Board seeks to amend an approved budget item by over the greater of 10% or \$1500, it shall first obtain the Members' approval at a Members' Meeting.

Committees – General Authority to Establish. In accordance with the law, By-laws, the Church Order and/or the Rules of Classis Huron as amended from time to time, the Board may establish such committees as they consider necessary to achieve the Corporation's objectives, establish the requirements for membership in any such committee, disband any such committee, or change the mandate or authority of any such committee.

51. GENERAL RULES FOR COMMITTEES

In accordance with the Church Order and Rules of Classis Huron:

- a) Committees are servants of Classis; they shall adhere strictly to the mandate given to them by the Board;
- b) Members of standing committees shall ordinarily be elected for a term of three years. To ensure continuity, these terms are to be properly staggered and are renewable once;
- c) Both ministers and non-ministers shall be eligible to serve on committees. A ministerial and non – ministerial alternate shall be chosen for standing committees to fill the unexpired part of the term of a vacating member in their respective categories;
- d) All committees shall elect a chair and a secretary-reporter. The Board or Members may appoint a convener for newly appointed committees;
- e) All committees shall keep accurate records of their transactions and report annually to Classis in writing. Written reports shall be provided to the Stated Clerk in time for inclusion with the Classis Members' Meeting agenda. Supplementary reports may be presented to Classis on matters that could not be dealt with before the deadline for the Classis Members Meeting agenda, in which case the committee must ensure that sufficient copies are available for all Delegates to Classis;
- f) No one shall serve more than two successive three-year terms unless the Board decides otherwise; and

- g) Classis may appoint standing committees and special advisory and study committees.

52. Special Advisory And Study Committees

52.1 The Board and/or the Chair of a Members Meeting may appoint advisory committees. Such committees:

- a) Shall be appointed by the Board Chair or the Chair of a Members Meeting to make recommendations to Classis on any overture, protest or appeal which is submitted to them for advice. They shall report in writing during the same meeting of Classis; and
- b) Shall serve only for the duration of the particular Classis Members Meeting in order to facilitate the work of Classis by:
 - i. Giving advice on legality and procedure;
 - ii. Formulating recommendations; and/or
 - iii. Carrying out special decisions during the meeting of Classis.

55.2 Study Committees:

- a) May be appointed by the Board Chair, or the Chair of a Members' Meeting, according to Art. 33a C.O., with the mandate to study a specific matter which is legally before Classis for consideration, and to report at the next Members' Meeting of Classis.
- b) Shall submit final reports to be included with the agenda.

53. Nominations Committee and Elections Generally

- a) All regular terms of office shall be filled by way of election.
- b) The Nominations Committee shall make nominations for all classical functions except delegates to Synod. Committees may present nominations for vacancies to the Nominations Committee.
- c) A nomination of one name shall be proposed by the Nominations Committee for each regular and alternate position that is to be filled. Councils may submit names for consideration by the Nominations Committee.
- d) Classical elections shall normally take place at the January meeting of Classis.
- e) The host church shall normally provide a ballot committee of at least two office bearers.
- f) Delegates to Synodical functions shall begin their term of services on September 1 of that year, whereas those chosen to classical functions shall begin their term immediately upon their election.

OFFICERS

54. **Officers.** The officers of the Corporation shall be a Chair of the Board, Vice-Chair of the Board, Stated Clerk, and Treasurer, a Stated Clerk Alternate, a Treasurer Alternate and such other officers as this By-law provides or the Board determines. The Chair of the Board and Vice-Chair of the Board shall be a Director and shall be elected to their office by the Members for a three-year term, however the term may be decreased as necessary to coincide with the individual's remaining term of Director. The Stated Clerk, Alternate Stated Clerk, Treasurer and Alternate Treasurer shall not be a Director and shall be elected for a three-year term. All officers may be re-elected to their office. The duties of the Officers may be further defined in the "Rules of Classis Huron" as it may be called from time to time.

55. **Description of Offices.** If officers are appointed, they shall have the following duties and powers associated with their positions:

- a) Chair of the Board—The Chair of the Board, shall, when present, preside at all meetings of the Board. The Chair of the Board may, but will not typically be the Chair of a Members' Meeting. The Chair of the Board shall have such other duties and powers as the Board may specify.
- b) Vice-Chair of the Board —If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board. The Vice-Chair shall have such other duties and powers as the Board may specify.

- c) Stated Clerk (& Alternate Stated Clerk) Duties – The Stated Clerk shall be the Secretary of the Corporation. The Stated Clerk shall be member and secretary of the Classis Ministry Committee and AdCom. The Stated Clerk shall attend and be the secretary of all meetings of the Board and the members. The Stated Clerk shall record minutes of all proceedings at such meetings; the Clerk shall give, or cause to be given, as and when instructed, notices to members, Board members, and the public accountant; the Stated Clerk shall be the custodian of all books, papers, records, documents, and other instruments belonging to the Corporation. Additionally, the Stated Clerk shall:
- i. Keep an accurate record of the business of Classis which shall at least include minutes of Classis meetings, which shall record opening and closing exercises; names of Delegates seated; names of officers; names of those accorded the privilege of the floor; all instructions and overtures; names of guests who address Classis; all letters, protests and appeals, and all decisions related thereto; all motions carried, all rejected main motions; all election results and appointments; any document of part thereof which Classis shall decide to insert.
 - ii. Present to the Classis Ministry Committee the minutes of the Classis meeting before distribution.
 - iii. Maintain a file of all documents introduced, arranged, and numbered in the order in which they are dealt with by Classis, with cross references to the minutes.
 - iv. Preserve the minutes of all sessions of Classis in a permanent file.
 - v. Edit the minutes of Classis for publication, distribute copies to each council and if requested by Classis, prepare a summary report for publication in Member church papers. (Matters dealt with in executive session will not be included in the published minutes).
 - vi. Announce the time and place of the next meeting, stating the deadline for submitting matters for the agenda (five weeks before the Classis meets), compile and distribute the agenda together with copies of the credentials form and all reports to Classis.
 - vii. Carry on all correspondence for Classis; inform all committees or persons appointed by Classis of their assignment and mandates; sign all legal and official documents for Classis; serve as custodian of the seal, records, files and archives of Classis.
 - viii. Serve as an ex-officio member on the Nominations Committee.
 - ix. Maintain the Classis' website, ensuring that documents are posted in a timely manner.
 - x. Present the work of the Stated Clerk to the Classis Ministry Committee's Administrative Subcommittee for approval at each Classis Members' Meeting.
 - xi. The Stated Clerk shall not be a Director, and shall receive an annual honorarium as decided by Classis through the annual budget and shall be reimbursed for all expenses incurred in the performance of his/her duties.
- d) The Stated Clerk Alternate - If the Stated Clerk resigns or is unable to function, the alternate shall, upon instruction of the Board, at once assume the duties of Stated Clerk until another Stated Clerk is elected. All files, records and office equipment of Classis shall be turned over to the alternate.

If both the Stated Clerk and the Stated Clerk Alternate resign or are unable to function, the Board shall appoint a Stated Clerk to hold office until the next meeting of Classis.

- e) TREASURER (& ALTERNATE TREASURER) DUTIES – The Treasurer shall:
- i. Serve as treasurer of all the funds of Classis and place all funds in a depository approved by Classis or the Board.
 - ii. Keep the accurate record of all of the funds received and faithfully distribute these to the causes intended.
 - iii. Accept only cheques which are made payable to CLASSIS HURON OF THE CHRISTIAN REFORMED CHURCH and which are accompanied by the approved remittance advice form in duplicate

- iv. Give receipts for all money received by signing and returning the duplicate copy of the remittance advice form.
- v. Pay, upon itemized accounts, rendered on the approved Expense Account Form, all expenses incurred by Classis of any authorized committee or functionary of Classis, and shall render a full account of these to Classis.
- vi. Make all disbursements by cheque.
- vii. After each meeting of Classis, the Treasurer shall reimburse:
 - traveling expenses of the Delegates, at the rate set by Classis through the annual budget
 - Remuneration of the host church, according to the rules of Classis adopted through the annual budget.
- viii. Report to Classis in the following manner. The Treasurer shall:
 - At every meeting of Classis, submit a financial report, with sufficient copies for all Delegates.
 - Furnish an annual printed report for every church within Classis. The reports shall draw special attention to the payments of the denominational ministry shares by each church.
 - At the September meeting, make recommendations to Classis for the Classical ministry shares by presenting a proposed budget, the rates for worship services in vacant churches, mileage, honorariums and remuneration for host churches to be set for the next fiscal year.
 - Keep Classis informed of the bank(s) and account(s) in which the funds of Classis are deposited.
- ix. The Treasurer shall send to the secretary of the Administrative Committee, one month before the meeting of Classis, a statement of account.
- x. The Treasurer shall have the privilege of the floor in all matters relating to the finance of Classis.
- xi. The Treasurer shall not be a Director and shall receive an annual honorarium as decided by Classis through the annual budget. He/she shall be reimbursed for all expenses incurred in the performance of his/her duties.
- xii. Each year, Classis shall appoint a Public Accountant in accordance with the By-law Section addressing the Public Accountant, to perform as necessary a review engagement or audit of the financial records of Classis Huron and of the financial transactions and the statements for the current year, the result of which must be submitted to Classis at the Annual General Meeting to be held within the timeframes required by the Act, or at any earlier date if so directed by Classis.

The Board may declare the Treasurer disqualified upon sufficient evidence of incompetence or carelessness in the discharge of duties but only after the complete audit of the records.

Upon the request of the Board, the Treasurer shall furnish a Fidelity Bond in the amount decided by the Board, with the fee to be paid by Classis.

- f) Alternate Treasurer— If the Treasurer resigns or is unable to function, the alternate shall, upon appointment by the Board, at once assume the duties of Treasurer until the financial records have been duly audited and a new Treasurer has been elected. All files, records and office equipment of Classis shall be turned over to the Alternate Treasurer.
56. **Other Officers.** Any other Officers shall be appointed by Resolution of the Board, for such periods and on such terms and conditions as the Board may approve or authorize. The powers and duties of all other officers of the Corporation shall be on such as the terms of the Board requires of them.
57. **Power to Vary.** Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict, or supplement such duties and powers), the Board may, from time to time and subject to the Act, vary, add to, or limit the powers and duties of any officer.

58. Delegation of Duties of Officers

Unless otherwise provided for by the Board, the Officers of the Corporation shall be responsible for the duties set forth in this Bylaw. However they are not necessarily required to perform such duties personally, and may, with the approval of Board, Delegate to other persons the performance of any or all of such duties, provided that such Officer remains responsible and accountable to the Board in relation to the duties that have been so delegated.

PROTECTIONS AND INDEMNITIES

59. No Liability. No Indemnified Person shall be liable for

- (i) the acts, receipts, neglects, or defaults of any other Indemnified Person; or
- (ii) any insufficiency or deficiency of title to any property acquired by order of Board for or on behalf of the Corporation; or
- (iii) the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested; or
- (iv) any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person with whom any of the monies, securities, or effects of the Corporation shall be deposited; or
- (v) any loss occasioned by any error of judgment or oversight on his or her part that is not the result of his or her own willful neglect or default; or
- (vi) any other loss, damage, or misfortune whatever that shall happen in the execution of the duties of his or her office or in relation thereto, unless the same shall happen through his or her own willful neglect or default.

60. Indemnity. Every Indemnified Person and his or 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 Corporation from and against

- (i) all costs, charges, and expenses whatsoever, including any amount paid to settle an action or satisfy a judgment, and further including legal fees and costs on a solicitor and his own client basis, that such Indemnified Person sustains or incurs in or about an action, suit, or proceeding that is brought, commenced, or prosecuted against him or her for or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by him or her in or about the execution of the duties of his or her office or in respect of any such liability; and,
- (ii) all other costs, charges, and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Corporation;

except such costs, charges, or expenses as are occasioned by his or her own willful neglect or default.

61. Right of Indemnification. The Corporation shall indemnify any Indemnified Person (and his or her testator or intestate) who is made, or is threatened to be made, a party to an action or proceeding by reason of the fact that he or she was an Indemnified Person of the Corporation. Such indemnification will be in accordance with and to the fullest extent permitted by the law, as such law now exists or is subsequently adopted or amended. It will apply to any action or proceeding or related appeal, whether criminal, civil, administrative, or investigative, and will apply regardless of whether the Indemnified Person is in office at the time of the action or proceeding. However, the Corporation will indemnify an Indemnified Person in connection with an action or proceeding initiated by that Indemnified Person only if the action or proceeding was authorized by the Board.

62. Advancement of Expenses. The Corporation may pay expenses incurred by an Indemnified Person in connection with an action or proceeding described in this By-law in advance of the final disposition of that action or proceeding. Such advances may be paid only if

- (i) the Indemnified Person agrees in a signed writing to repay the advance if he or she is ultimately found not to be entitled to indemnification, and
- (ii) the advance is approved by the Board excluding those who are parties to the action or proceeding or, if a quorum is not thereby obtainable, then by the unanimous vote of the Professing Members. To the extent permitted by law, the Board may advance expenses under this provision without having to find that the Indemnified Person met the applicable standard of conduct required for indemnification.

63. **Availability and Interpretation.** To the extent permitted under applicable law, the rights provided hereunder

- (i) will be available with respect to events occurring prior to the adoption of this By-law;
- (ii) will continue to exist after any rescission or restrictive amendment of this By-law with respect to events occurring prior to such rescission or amendment;
- (iii) will be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the Indemnified Person (or his or her testator or intestate), on the basis of applicable law in effect at the time the rights are claimed; and
- (iv) will be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the Indemnified Person seeking such rights were parties to a separate written agreement.

64. **Other Rights of Indemnified Persons.** The rights provided in this By-law are not exclusive of any other rights to which an Indemnified Person or other person may now or subsequently be otherwise entitled, whether contained in the letters patent, this By-law, or other By-laws, a Resolution of the Board or an agreement providing for such indemnification; the creation of such other rights is expressly authorized. Without limiting the generality of the foregoing provisions of this Article IX, the rights provided in this By-law are not exclusive of any rights, pursuant to statute or otherwise, of an Indemnified Person or other person to have his or her costs and expenses in an action or proceeding assessed or allowed in his or her favor, against the Corporation or otherwise.

65. **Insurance.** The Board shall consider every year at the first meeting of the Board following the Annual Meeting whether the Corporation should obtain insurance to protect the Indemnified Persons as herein set out and to protect the Corporation in respect of its obligations to the Indemnified Person under this By-law.

66. **Conditions for Indemnification and Insurance.** Despite any provision in this By-law, the Corporation shall not provide any indemnification to any Indemnified Person under this By-law or otherwise unless the Corporation complies with applicable legislation and any regulation made under such Act that permits the provision of an indemnification or unless the Corporation or an Indemnified Person obtains a court order authorizing the indemnification. Further, despite any provision in this By-law, the Corporation shall not purchase any insurance to indemnify any Indemnified Person except in compliance with applicable legislation and any regulation made under such Act.

AMENDMENTS

67. **Amendments.** The By-laws of the Corporation not embodied in the Articles may be repealed or amended, or a new By-law relating to the requirements of the Act may be enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least a two-thirds (2/3) of the Members' votes cast at Members' Meeting where the Notice and Agenda identify the amendment as a purpose of the Meeting.

GENERAL

68. **Financial Statements and Budget.** Subject to the requirements of the Act, the audited financial statements, or a summary thereof, and the proposed annual budget shall be made available to the Members for pick-up at the Corporation at least three weeks (twenty-one days) prior to the Member's Meeting at which they will be presented. If a summary of the financial statements is provided, the Board must inform the Members how they may obtain a free copy of the full financials.
69. **Public Accountant.** Subject to the requirements of the Act, the Members shall at each Annual Meeting of Members appoint a Public Accountant for an Audit or Review Engagement. Subject to the requirements of the Act the Auditor's duties shall be to assess the risks of material misstatement of the financial statements, considering internal controls relevant to the Corporation's preparation of the financial statements and to design and perform audit procedures for the purpose of expressing an opinion on the financial statements for submission by the treasurer on behalf of the Board to the Members at the next Annual General Meeting. 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.
70. **Signing Authority.** Contracts, documents or any instruments in writing requiring the signature of the Corporation, as well as cheques, drafts, or orders for payment of money and all notes and acceptance and bills of exchange, may be signed by any two directors and/or officers, and all contracts, documents, and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
- The Board shall have power from time to time by Resolution to
- (i) appoint any person or persons on behalf of the Corporation to sign specific contracts, documents, and instruments in writing; and
 - (ii) give the Corporation'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 Corporation.
71. **Seal.** The seal of the Corporation, if any, shall be in such form as approved by the Board. If the Corporation has a seal, when required it may be affixed to contracts, documents, and instruments in writing signed as authorized by this By-law or by any officer or officers appointed by the Board.
72. **Books and Records.** The Board shall ensure that all books and records of the Corporation required by law or this By-law are properly kept.
73. **Severability.** Each section and provision of this By-law is distinct and severable, and a declaration of invalidity or unenforceability of any provision by a court of competent jurisdiction will not affect the validity or enforceability of any other section or provision hereof. Further, if any section or provision of this By-law is held unenforceable, that section or provision will be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of the By-law will remain in force, unaffected and fully enforceable.

74. **EFFECTIVE DATE.** This document called General Operating By-law No. 2017-1, shall take effect on the later of the date the Articles of Incorporation are approved by Industry Canada, or the date these By-laws receive the approval of both the Board and the Members.

CONFIRMED by Resolution of the Board of the Corporation, the 16th day of August, 2017.

Per: _____
Name:
Director

Per: _____
Name:
Director

CONFIRMED by Special Resolution of the Members of the Corporation, the 20th day of September, 2017.

Per: _____
Name:
Title: Chair of the Board

Per: _____
Name:
Title: Stated Clerk

The Effective date of this By-law 2017-1 is September 20, 2017.