

General Operating Bylaw No. 3

A bylaw relating generally to the transaction of the affairs of

**THE CHRISTIAN AND MISSIONARY ALLIANCE IN CANADA -
L'ALLIANCE CHRÉTIENNE ET MISSIONNAIRE AU CANADA
(a Federal Corporation)**

hereinafter referred to as the "Corporation"

WHEREAS the Corporation was incorporated by Letters Patent issued by the Minister of Consumer and Corporate Affairs of Canada on the 1st day of April 1972 and recorded on the 29th day of May 1972;

AND WHEREAS Supplementary Letters Patent dated July 16, 1982 were issued by the Minister of Consumer and Corporate Affairs;

AND WHEREAS the Corporation has been continued pursuant to the provisions of the Canada Not-for-profit Corporations Act, S.C. 2009, c. 23;

AND WHEREAS General Operating Bylaw No. 1 of the Corporation was repealed and General Operating Bylaw No. 2 of The Christian and Missionary Alliance in Canada - L'Alliance chrétienne et missionnaire au Canada was enacted.

NOW THEREFORE BE IT ENACTED that General Operating Bylaw No. 2 of the Corporation be repealed and the following bylaw be enacted as the General Operating Bylaw No. 3 of **The Christian and Missionary Alliance in Canada - L'Alliance chrétienne et missionnaire au Canada**.

Article 1 – General

1.1. Definition

In this bylaw and all other bylaws of the Corporation, unless the context otherwise requires:

- a) **“Act”** means the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) **“Auditor”** means a public accountant who meets the qualifications as set out in Section 180 of the Act and who has been appointed by the Members to audit the financial statements of the Corporation in accordance with the Act and this General Operating Bylaw or, if permitted by the Act and so authorized by the Members, the public accountant who has been appointed to provide a review engagement;
- c) **“Board”** means the Board of Directors of the Corporation;
- d) **“Bylaw”** means this bylaw and any other bylaw of the Corporation as amended and which are, from time to time, in force and effect;
- e) **“Committee”** means a Committee or Committees of the Corporation as defined in this General Operating Bylaw;
- f) **“Director”** means a member of the Board;
- g) **“General Assembly”** means the legislative body as defined in the Policy on General Assembly;

- h) **“General Operating Bylaw”** means this bylaw, any amendments thereto, and any other bylaws of the Corporation intended to amend or replace the General Operating Bylaw herein;
- i) **“Manual”** means the current edition of the book which is the repository for all governance and other documents of the Corporation approved by General Assembly or the Board of Directors.
- j) **“Member”** means such church that meets the qualifications for membership as set out in Section 2.1 of this Bylaw and who has been admitted into membership in accordance with Section 2.1;
- k) **“Officer”** means an Officer of the Corporation appointed by the Board;
- l) **“Ordinary resolution”** means a resolution passed by a majority of the votes cast on that resolution;
- m) **“Policies, Regulations, Official Statements, and Guidelines”** means those policies, regulations, official statements, and guidelines adopted pursuant to this General Operating Bylaw from time to time concerning the management and operations of the Corporation in the pursuit of its charitable purposes.
- n) **“Present”** means persons in attendance in person or in attendance in accordance with the provisions of Section 5.10.
- o) **“Proposal”** means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;
- p) **“Regulations”** means the regulations made under the Act, as amended, restated, or in effect from time to time;
- q) **“Resolution”** means a motion or resolution passed by either the Board, a Committee, or the Members by a majority vote of those Board members, Committee members, or Members who are present, unless the Act or this General Operating Bylaw otherwise requires;
- r) **“Special resolution”** means a resolution passed by a two-thirds (2/3) majority of the votes cast on that resolution or a higher proportion of the votes cast if such is required by provincial or territorial regulations.

1.2. Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, an Officer designated by the Board of the Corporation, shall be the custodian of the corporate seal.

1.3. Execution of Documents

Contracts, documents, or any instruments in writing that require the signature of the Corporation, shall be signed by any two 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 appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents, and instruments in writing or to empower an Officer or Officers to sign contracts within the limitations specified by the Board. The Board may 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. The seal of the Corporation, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board.

1.4. Financial Year

The financial year end of the Corporation shall be December 31st in each year.

1.5. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company, or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct, or authorize.

1.6. Borrowing Powers

The Directors of the Corporation may, without authorization of the Members,

- a) borrow money on the credit of the Corporation;
- b) issue, reissue, sell, pledge, or hypothecate debt obligations of the Corporation;
- c) give a guarantee on behalf of the Corporation; and
- d) mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

1.7. Annual Financial Statements

The Corporation shall send to the Members within a period that is 21 to 60 days before the date of the annual Meeting of Members a copy of the comparative annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

1.8. Invalidity of any Provision of this Bylaw

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

1.9. Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a Committee of the Board, or Auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

1.10. Procedural Guide

Unless otherwise provided by statute or the bylaws of the Corporation, the most recent version of Robert's Rules of Order shall be used as a procedural guide for all meetings.

1.11. Interpretation

In these Bylaws and all other bylaws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number, as the case may be, and vice versa, and references to "person" shall include, an individual, body corporate, partnership, trusts and unincorporated organizations.

Article 2 – Membership

2.1. Membership Conditions and Qualifications

There shall be one class of Members in the Corporation. Such Members shall be those churches that have adopted the Local Church Constitution or the Constitution for Developing Churches as set out in the Manual and churches that have incorporated using a similar constitution which has been approved by the District Executive Committee and have been accepted as a Member church by the District Executive Committee of the District (as such term is defined in the Manual) within which the church is located.

2.2. Membership Transferability

A local church's membership in the Corporation cannot be transferred to another church.

2.3. Notice of Members Meeting

Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting and the Auditor by the following means:

- a) by mail, courier, or personal delivery to each Member entitled to vote at the meeting and the Auditor during a period of not less than 21 days and not more than 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic, or other communication facility to each Member entitled to vote at the meeting and the Auditor during a period of not less than 30 days and not more than 35 days before the day on which the meeting is to be held; or
- c) at least once in a publication of the Corporation that is sent to all Members during a period of 21 to 60 days before the day on which the meeting is to be held.

Notice of any meeting where special business will be transacted should contain sufficient information to permit the Member's Delegate to form a reasoned judgment on the decision to be taken.

2.4. Delegate

All Members shall be represented by delegates (herein called "Delegates" or "Delegate") who have been duly appointed by the Member in accordance with the rules and regulations concerning the number of Delegates a Member may appoint as established by General Assembly. Subject to the provisions of Section 5.8, each Delegate appointed to represent a Member must be a member of the local church appointing such individual. In addition to delegates appointed by Members, and subject to the provisions of Section 5.8, all persons holding an Official Worker's license issued by proper authorities in the denomination; all members of the Board of Directors and such other persons as it may designate; members of special committees of the General Assembly; and all members of national committees shall be delegates to Meetings of the Members. Each delegate identified in this section who is present at a Meeting of the Members shall have the right to exercise one vote.

2.5. Members Calling a Meeting of Members

The Board shall call a special Meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than five percent of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

2.6. General Assembly

The General Assembly of The Christian and Missionary Alliance in Canada - L'Alliance chrétienne et missionnaire au Canada (herein called the "General Assembly") is the ultimate spiritual authority under God of The Christian and Missionary Alliance in Canada.

Through seeking God's direction, the General Assembly establishes the goals, direction, vision, and resultant ministries and activities of the corporate entity, The Christian and Missionary Alliance in Canada - L'Alliance chrétienne et missionnaire au Canada.

To accomplish such purposes, the General Assembly shall meet every two years at such time and place as determined by the Board. In exercising their rights and responsibilities as Members of the Corporation, the Members shall elect a Board of the Corporation and both the Corporation and the Board shall respect the authority of the General Assembly. The Corporation, under the direction of the Board, shall be responsible under God for the administration of the Corporation in accordance with the General Operating Bylaw and within the legislation and limitations passed by the General Assembly. The role and function of the General Assembly and its governance structure shall be as set out in the Policy on General Assembly.

- 2.7.** The election of a president and a Board and the amendment of this Bylaw and other governing documents shall be limited to annual meetings which coincide with the biennial General Assembly.

Article 3 – Membership Dues and Termination

3.1. Membership Dues or Fees

There shall be no dues payable by Members for membership in the Corporation.

3.2. Withdrawal of Membership

Any Member may withdraw from membership by delivering to the district office, within which the Member is located, a formal resolution of resignation approved by special resolution of the people who are members of the local church (i.e. Member) seeking to withdraw.

3.3. Termination of Membership

Any Member may be required to resign by a majority vote of the District Executive Committee of the district in which it is located. Any such Member will be granted an opportunity to be heard by the District Executive Committee and shall also be granted an appeal to the Board of The Christian and Missionary Alliance in Canada should it be the desire of the Member to follow such a procedure.

3.4. Effect of Termination of Membership

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist. Notwithstanding the foregoing, should the church cease to be subject to the Manual which includes the Statement of Faith of The Christian and Missionary Alliance in Canada, but continues to abide by a similar Statement of Faith and promote similar purposes, the District Executive Committee of the district within which the church is located or with which it is affiliated by law may allow the church to acquire ownership of some or all of the property, appurtenances and effects associated with the member church prior to its withdrawal.

Article 4 – Proposals

4.1. Proposal Rights

A Member entitled to vote at an annual Meeting of Members may:

- a) submit to the Corporation for inclusion in the notice of an annual Meeting of Members, notice of any matter that the Member proposes to raise at the meeting (herein referred to as a "Proposal"); and
- b) discuss at the meeting any matter with respect to which the Member would have been entitled to submit a Proposal.

The provisions of Section 163 of the Act shall apply to any Proposal. Rights with respect to Proposals do not apply if the Proposal does not relate in a significant way to the affairs of the Corporation, if it is to address a personal claim or grievance or if it falls within the other exceptions set out in Subsection 163(6) of the Act. Proposals must be submitted to the Corporation for inclusion in the Notice of the annual Meeting of Members within a period that is 90 to 150 days before the anniversary of the previous annual Meeting of Members.

4.2. Cost of Publishing Proposals for Annual Meetings of Members

A Member who submits a Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by ordinary resolution of the Members present at the meeting.

Article 5 – Meetings of Members

5.1. Place of Meetings of Members

Subject to compliance with section 159 (Place of meetings) of the Act, meetings of the Members may be held at any place within Canada determined by the Board and on such day as the Board may appoint.

5.2. Persons Entitled to be Present at Meetings of Members

Unless otherwise specifically excluded by the resolution of the Board, all persons shall be entitled to be present at a Meeting of Members, including but not limited to, the Auditor of the Corporation.

5.3. Chair of Meetings of Members

The Board shall appoint the moderator/chair of Meetings of Members. If no appointment is made, the chair or vice chair of the Board shall chair the meeting. In the event that the chair of the Board and the vice chair of the

Board are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

5.4. Quorum at Meetings of Members

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be one-third (1/3) of the registered Delegates who are entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of Members, the Members present as represented by their Delegates may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

5.5. Votes to Govern at Meetings of Members

At any Meeting of Members, every question shall, unless otherwise provided by the General Operating Bylaw or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, if so permitted by this Bylaw, the chair of the meeting shall not have a second or casting vote. Members shall not be permitted a proxy vote at Meetings of Members.

5.6. Absentee Voting at Meetings of Members

A Member's delegate who is not present at a Meeting of Members shall not have the right to vote by proxy.

5.7. Annual Meeting of Members

There shall be an annual Meeting of Members at such time and place as determined pursuant to Section 5.1 to be no later than fifteen (15) months after the last preceding annual Meeting of Members and, in any event, not later than six (6) months after the end of the Corporation's preceding financial year unless otherwise permitted by the Minister responsible upon proper application by special resolution of the Members. The purpose of the annual Meeting of Members will be to do the following:

- a) receive necessary reports from the Officers, Committees, and the Board, including the financial statements for the immediately preceding year, including the Auditor's report thereon;
- b) appoint the Auditor for the upcoming year;
- c) elect Directors to the Board as required; and
- d) transact any other necessary business.

5.8. General Assembly and the Annual Meeting of Members

When in session, the biennial General Assembly of The Christian and Missionary Alliance in Canada shall constitute the annual Meeting of Members. Unless otherwise directed in advance by majority vote of the Members present at the General Assembly, the Members hereby appoint the members of the Board to be their Delegates for the annual Meeting of Members in the year following the biennial General Assembly. In that year, the annual Meeting of Members shall be held on the date of a meeting of the Board that is not later than six (6) months after the end of the Corporation's preceding financial year.

5.9. Special Meetings

At the request of the president or the Board or upon the request of the Members in accordance with Section 2.5, other special Meetings of Members shall be called and convened with notice of any such meeting being provided in accordance with this Bylaw.

5.10. Meeting of Members Participation

Any delegate entitled to attend a Meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting provided the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting.

Article 6 – Directors

6.1. Number of Directors

The Board shall be comprised of twelve (12) Directors, including the president. No more than one Director, who is the president, shall be an employee of the Corporation.

6.2. Qualifications of Directors

In addition to the qualification provisions set out in the Act, a Director must be a member of a local church that is a Member of the Corporation.

6.3. Election and Term of Office of Directors

6.3.1. In order to be elected to the Board, a Director must receive a majority of the ballots cast.

6.3.2. The Directors shall be elected to hold office for a term expiring not later than the close of the fourth annual Meeting of Members following the election.

6.3.3. Subject to the provisions of the Act, the Board, by a majority vote, shall be entitled to fill any vacancy among the Directors and a Director appointed or elected to fill such vacancy shall hold office for the unexpired term of the predecessor director.

6.3.4. At the time of election, there shall be one member from each district of the C&MA and the other persons elected without consideration as to their district of residence.

6.3.5. Up to two-thirds of the membership may be lay persons.

6.4. Consecutive Terms

No person shall serve more than two (2) consecutive full four (4) year terms of office as a Director, with the exception of the president, subject to the conditions of Section 8.3 and Section 8.6.1. Upon completion of such maximum number of consecutive terms on the Board, a minimum of four (4) years absence from the Board is required before eligibility for re-election to the Board is restored. The time in office served by a Director who was appointed or elected to fill a vacancy part way through a four (4) year term shall not preclude such Director from serving two (2) full consecutive four (4) year terms following such partial term.

6.5. Termination Date

A Director shall immediately cease to be a Director:

- a) if a Member presents a written petition for dismissal of a Director and the dismissal is authorized by special resolution of the Delegates present at the annual Meeting of Members or at a special Meeting of Members requisitioned for such purpose;
- b) if a Director has resigned their office by delivering a written resignation to the secretary of the Corporation;
- c) if a Director is found by a court to be of unsound mind;
- d) if a Director becomes bankrupt or suspends payment or compounds with the Director's creditors; or,
- e) on death.

Provided that if any vacancy shall occur for any reason in this Section, subject to Section 6.6, the Board by majority vote may, by appointment, fill the vacancy with a member of a local church that is a Member of the Corporation.

6.6. Vacancies

So long as a quorum of the Board remains in office, a vacancy on the Board may be filled by the Board. If no quorum of the Board exists, the remaining Directors shall forthwith call a special Meeting of Members to fill the vacancies on the Board. A Director so appointed to fill the vacancy shall hold office for the unexpired term of predecessor Director. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

6.7. Calling of Meetings of the Board

Meetings of the Board may be held at any time and place to be determined by the Board provided that not less than forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each Director. There shall be not less than one (1) meeting per year of the Board. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and 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. Notice of a meeting shall not be necessary if all of the Directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless this Bylaw otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of the Board shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting. Subsection 138(2) sets out restrictions on the powers of a Director or a committee of the Board, if so appointed by the Board.

6.8. Meetings by Electronic Means

If all the members of the Board consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a Committee of the Board by means of such conference telephone or other communications facilities as permit all persons to participate. All persons participating in the meeting by such means are deemed to be present at the meeting.

6.9. Regular Meetings of the Board

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 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, but no other notice shall be required for any such regular meeting.

6.10. Votes to Govern at Meetings of the Board

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Director shall have one (1) vote except for any Director who is an employee of the Corporation, who shall not have a vote. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote.

6.11. Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from a Director's position as such; provided that a Director may be paid reasonable out-of-pocket expenses incurred in the performance of a Director's duties.

6.12. Retiring Director

A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which the Director's retirement is accepted. The resignation of a Director may be accepted forthwith.

6.13. Indemnities to Directors

Every Director and Officer of the Corporation, or other person who has taken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- a) all costs, charges, and expenses whatsoever which the Director, Officer, or other person sustains or incurs in or about any action, suit, or proceeding which is brought, commenced, or prosecuted against them or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by them in or about the execution of the duties of their office or in respect of any such liability; and
- b) all other costs, charges, and expenses which the Director, Officer, or other person sustains or incurs in or about or in relation to the affair thereof, except the costs, charges, or expenses occasioned by their own willful neglect or default.

6.14. Protection of Directors and Officers

No Directors or Officers of the Corporation shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer or employee or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation for the insufficiency of any security in or upon which any of the money 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, firm, or corporation with whom or which any moneys, securities, or effects shall be lodged or deposited or for any loss, damage, or misfortune whatever which may happen in the

execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own wrongful and willful act or through their own wrongful and willful neglect or default.

6.15. Responsibility for Actions

The Directors for the time being of the Corporation 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 or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

6.16. Conflict of Interest

No Director shall place himself in a position where there is a conflict of interest between their duties as a Director and their other interest. Every Director who is in any way directly or indirectly interested in or may become interested in a material way in an existing or proposed contract, transaction, or arrangement with the Corporation or who otherwise has a conflict of interest by virtue of involvement with a member of their family (with "family" defined as spouse, father, mother, child, brother, or sister, or spouse of such family members) or by the involvement of their partner, business associate, or corporation that the Director is involved with as either a director, shareholder, officer, employee, or agent, then such Director shall declare their conflict of interest fully at a meeting of the Board and shall withdraw from any vote thereon.

Article 7 – Committees

7.1. Committees of the Board

The Board may, from time to time, appoint such Standing Committees, Ad Hoc Committees, or any other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such Committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any Committee member may be removed by resolution of the Board. All Committees shall be fully responsible to the Board.

Article 8 – Officers

8.1. Officers

The Officers of the Corporation shall be:

- a) President;
- b) Treasurer;
- c) Secretary;
- d) Such additional Officers determined from time to time by the Board.

Any two offices may be held by the same person. All Officers must be members of a local church which is a Member of the Corporation. Any Officer may, but need not be, a Director unless otherwise stipulated.

8.2. Election of President

The president shall be elected by the Members of the Corporation at an annual Meeting of Members, which is the biennial General Assembly, or at such meeting of the Members as may be called earlier than the biennial

General Assembly for the purpose of filling any vacancy in such position and shall continue in office until the president resigns, becomes incapacitated, dies, is no longer a member of a local church which is a Member of the Corporation, or is otherwise removed by special resolution of the Board.

8.3. President as Director

Subject to the provisions of Section 8.4, the election of the president shall constitute the election of such person as a Director.

8.4. Voting Rights of President

As a Director, the President shall have the same rights, duties, privileges and obligations as all other Directors, including the right to receive notice of, attend, and fully participate at all meetings of the Board and vote on all matters requiring a vote which come before the meeting. In the event the president is an employee of the Corporation, the president shall have all of such rights, duties, privileges, and obligations - save and except the right to vote.

8.5. Appointment of Officers

The president shall nominate candidates to the Board to fill all Officer positions other than the president. The Board shall appoint such Officers from the list of candidates for such positions as submitted by the president.

8.6. Terms of Office

- 8.6.1. The president of the Corporation may, in addition to any unexpired term of a predecessor which they may be filling, hold office for a term of four (4) years. The president may be re-elected for a maximum of two (2) additional terms of four (4) years. The term of office of the president shall commence on August 1 following election.
- 8.6.2. The secretary shall serve for a term of one (1) year. There shall be no limitation on the number of consecutive terms that can be served by the secretary.
- 8.6.3. The treasurer shall serve for a term of one (1) year. There shall be no limitation on the number of consecutive terms that can be served by the treasurer.
- 8.6.4. There shall be no specified term of office for all other Officers.
- 8.6.5. Any Officer may be removed by the Board upon special resolution of the Board at a duly constituted meeting of the Board.

8.7. Duties of Officers

- 8.7.1. The president shall be chief executive officer of the Corporation and shall have the general and active management of the affairs of the Corporation. The president shall see that all orders and resolutions of the Board of Directors are carried into effect. In the event the president is a paid employee of the Corporation, the president shall have the rights as set out in Section 8.4.
- 8.7.2. The treasurer shall ensure appropriate custody of the funds and securities of the Corporation and shall ensure that full and accurate accounts are kept of all assets, liabilities, receipts, and disbursements of the Corporation in the books belonging to the Corporation. The treasurer shall perform such other duties as may from time to time be directed by the Board. The treasurer shall be appointed from amongst the Directors.

8.7.3. The secretary may be empowered by the Board, upon resolution of the Board, to carry on the affairs of the Corporation generally under the supervision of the Officers thereof and shall attend all meetings and ensure that all votes and minutes of all proceedings are recorded in the books to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings to the members of the Board and shall perform such other duties as may be prescribed by the Board of Directors or president. The secretary shall be appointed from amongst the Directors.

8.8. Succession

On an annual basis, the Board of Directors shall appoint an order of succession to come into effect should the President be unable to serve for any reason, including but not limited to absence or disability.

8.9. Agents

The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

Article 9 –Policies, Regulations, Official Statements, and Guidelines

9.1. Adoption of Policies, Regulations, Official Statements, and Guidelines

The Board or the Members may adopt, amend, or repeal by Resolution, Policies, Regulations, Official Statements, and Guidelines not inconsistent with the General Operating Bylaw concerning the management and operation of the Corporation and how it can best achieve the charitable purposes of the Corporation as the Board or the Members may deem appropriate from time to time.

9.2. Effective Date

Any Policy, Regulation, Official Statement or Guideline adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent Resolution of the Board or the Members, which Members' Resolution, if applicable, shall take priority over any conflicting Resolution of the Board.

Article 10 – General Provisions

10.1. Books and Records

The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

10.2. Minutes of Board

The minutes of the Board shall not be available to the Members of the Corporation but shall be available to the members of the Board, each of whom shall receive a copy of such minutes.

10.3. Auditor

Members shall at each annual Meeting of Members appoint an Auditor to audit the accounts of the Corporation for report to the Members at the next annual Meeting of Members. The Auditor shall hold office until the next

annual Meeting of Members provided that the Board may fill any vacancy in the office of Auditor. The remuneration of the Auditor shall be fixed by the Board.

Article 11 – Amendments

11.1. Amendments to this General Operating Bylaw

This Bylaw may be amended only by special resolution at any regular business session of the General Assembly, written notice having been given prior to General Assembly.

Article 12 – Effective Date

12.1. Bylaws and Effective Date

Subject to the General Operating Bylaw, the Board may, by a resolution that is passed unanimously by the Board, make, amend, or repeal any bylaw that regulates the activities or affairs of the Corporation. Any such bylaw, amendment, or repeal shall be effective from the date of the resolution of the Board until the next Meeting of Members, which is a biennial meeting of the General Assembly, called for the purpose of considering the bylaw where it may be confirmed, rejected, or amended by the Members by special resolution of the voting delegates of the Members. If the bylaw, amendment, or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The bylaw, amendment, or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members, which is a biennial meeting of the General Assembly or if it is rejected by the Members at the meeting. In the event a resolution to make, amend, or repeal a bylaw is not unanimously passed by the Board, any such proposed revision to the by-law shall be presented to the Members at the next annual Meeting of Members, which is a biennial meeting of the General Assembly, and if the proposed revision is approved or amended by special resolution of the voting delegates of the Members, such bylaw, as approved, shall have effect as of the date it is so approved.

Adopted - General Assembly 2022