

BYLAWS of the REGINA APOSTOLIC CHURCH INC.

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DEFINITIONS

In these Bylaws:

- (a) The Regina Apostolic Church Inc. is a non-profit corporation incorporated under The Non-Profit Corporation Act of Saskatchewan, N.4.1 and consists of its member as defined by Article 1. It is also referred to in these Bylaws as the Corporation;
- (b) Regina Apostolic Church means the body of Christian Believers who fellowship together for the purpose as defined in Article 3 of the Constitution under the spiritual leadership and Church government of the Regina Apostolic Church Inc. and includes both members of the Regina Apostolic Church Inc. as well as non-members who are generally described as adherents;
- (c) "Elder" means an Elder appointed pursuant to Article 3;
- (d) "Director" means an Elder elected or appointed pursuant to Article 3 and shall mean a director of the Corporation ;
- (e) "Member" means an individual whose name is on the membership list maintained pursuant to Article 1 and whose membership is in good standing;
- (f) "Lead Pastor" means the Lead Pastor appointed pursuant to Article 2;
- (g) "Scripture" our understanding of scripture is: the 66 books of the Old and New Testaments recognized as the authoritative, divinely inspired Word of God. Also know as the Christian Bible.
- (h) "Consensus" - is the collective agreement reached by all members of the group, where each member has had their say and agrees to support the outcome. This does not necessarily mean that it is the first choice of all participants, but that everyone has considered the decision workable and acceptable

GENERAL BYLAWS OF THE REGINA APOSTOLIC CHURCH INC.

ARTICLE 1 – MEMBERSHIP

1. Qualifications for Membership

Membership in the Regina Apostolic Church Inc. shall be limited to those persons whose application for admission has received the approval of the membership committee and who have met the following conditions:

- (a) is eighteen (18) years of age or older;
 - (b) will in the spirit of harmony, respect the Articles of Faith of the Regina Apostolic Church Inc. as set forth in the constitution;
 - (c) has made the Regina Apostolic Church his or her church home;
 - (d) has made a solemn declaration that he or she has accepted Jesus Christ as personal Lord and Saviour;
 - (e) will endeavour to support the Corporation through tithes, offerings and attendance as the Lord enables them;
 - (f) has been attending the Regina Apostolic Church for a period of time, not less than six (6) months or has attended for a lesser period of time, provided such applicant has moved from another church to the Regina Apostolic Church and has submitted a letter of recommendation from such former church which is acceptable to the membership committee.
2. The application for membership shall be of such form and content as shall be approved by the Elders from time to time.
3. The membership list of the Corporation shall be reviewed annually in the month of January by the Elders, or more frequently if necessary and names shall be added to or deleted as approved.
4. All members shall have the right and privilege to vote at all general business meetings of the Corporation.
5. Withdrawal or Termination of Membership
- a) The Elders, or the Discipline Committee composed of members of the Elders, may, by a unanimous vote, revoke the membership of a person, who having been corrected for his or her misconduct, has failed to receive such correction or having received such correction has failed to discontinue such misconduct; misconduct as herein referred to is conducting oneself in a manner contrary to the scriptures or in violation of the qualifications for membership as set forth in Article 1 sub paragraph 1.

A person whose membership has been terminated by a vote of the discipline committee shall have a right of appeal to the Elders.

- b) Members may withdraw their membership from the Corporation by submitting a letter of resignation to the Lead Pastor or membership committee.

6. Membership Committee

The membership committee shall consist of the Lead Pastor and a minimum of two Elders as approved by the Lead Pastor and Elders. Should the Lead Pastor's position be vacant, the committee shall consist of a minimum of three Elders.

ARTICLE 2 – LEAD PASTOR

1. Qualifications of Lead Pastor – The Lead Pastor must:

- (a) be an ordained member of the Apostolic Church of Pentecost Incorporated and be in good standing with that fellowship;
- (b) meet the requirements set out in scripture respecting an overseer (I Timothy 3:1-7); and
- (c) agree with the Articles of Faith as set out in Article 4 of the Constitution.

2. Duties of Lead Pastor – the Lead Pastor shall be responsible for the spiritual oversight of the congregation, the oversight of Church staff and operations, and shall be required to preach and teach the Word of God as they are led by the Holy Spirit.

3. Hiring of Lead Pastor

Should the position of the Lead Pastor become vacant, the Board of Elders shall be empowered to fill such vacancy subject to complying with the following conditions and procedure;

- (a) the prospective nominee for Lead Pastor, selected by Elder consensus, must meet the qualifications set out in Article 2.1 above;
- (b) the name of such nominee must be submitted to a duly called meeting of the members for their approval which is to be given by a majority vote of not less the 75% of all votes cast at such meeting;
- (c) the Board of Elders shall have the authority to negotiate the terms of the employment contract with the nominee who has received the requisite approval vote of the congregation.

4. Dismissal of Lead Pastor

The Lead Pastor's employment may be terminated by a resolution of the Board of Elders to be passed by a majority vote of not less than 75%;

ARTICLE 3 – The BOARD of ELDERS

The Board of Elders shall be the legal Directors for the Corporation, responsible for both the spiritual oversight of the congregation and the oversight of the business affairs of the Corporation.

1. Duties of the Elders

There shall be 9 Elders, devoted to prayer, whose duties shall be:

- a) Hire, empower and hold the Lead Pastor accountable for the spiritual health of the congregation and the operations of the corporation;
- b) Discern with the Lead pastor where God is leading the Church;
- c) Oversee preaching and teaching of the Word of God;
- d) Oversee the business affairs of the corporation, including finances, staffing and facilities;
- e) Tend the flock, be an example to the congregation and pray for the sick.

2. Qualification of Members of the Board of Elders

- (a) Elders must be members in good standing with the Regina Apostolic Church Inc., having produced, for a minimum of five (5) years, evidence of faithfulness in attendance and Christian stewardship in relation to the Regina Apostolic Church or another Church assembly approved by the Elders;
- (b) must give assent to the Articles of Faith;
- (c) must have been baptized in water and be filled with the Holy Spirit as defined by the Articles of Faith;
- (d) must live a consistent Christian life, doing service to the Lord cheerfully with the realization as one that has to give account at the Judgment Seat of Christ;
- (e) members of the Elders shall be **men** appointed according as they have given evidence of fulfilling the qualifications as found in scripture, namely: Titus 1:6-9; I Timothy 3:1-7; I Peter 5:2-3

3. Election of Elders to the Board

The election of Elders to the Board is subject to the following conditions and procedure:

- (a) The nomination of a member to be an Elder shall be the responsibility of the Board of Elders in consultation with the Lead Pastor and selected by consensus;
- (b) Elders shall be elected by the congregation at a duly called annual or special meeting of the members; a majority of votes cast in the affirmative is required;
- (c) Elders shall serve three (3) year terms, and a maximum of three (3) consecutive terms followed by a minimum one-year break;

4. Vacancy

In the event of resignation, or for any other reason, the office of any Elder becomes vacant, the Lead Pastor and Board of Elders shall have the power, if they find it necessary to do so, to appoint a person who meets the qualifications as are set forth in Article 3 (2) to serve in the position so vacated until the next annual meeting at which that person or another member shall be elected to serve for the balance of the term of the position vacated.

5. Removal of an Elder from the Board

An Elder may be removed by resolution of the Board of Elders if:

- (a) according to scriptural principles the conduct of such member is found to be improper or;
- (b) the member is unable or unwilling to perform his duties as an Elder.

6. Conflicts of Interest

- (a) An Elder who is a party to, or is a Director or Officer of a Corporation or related to any person who is a party to a material contract or proposed material contract with the Corporation shall disclose to the Board of Elders the nature and extent of their interest.
- (b) No staff member, or close family relative of a senior staff member employed by Regina Apostolic Church, shall qualify to be a member of the Board of Elders.

ARTICLE 4 – OFFICERS

1. The officers of the Corporation shall be elected Elders, and are: Chair, Vice-Chair, Secretary and Treasurer and any other officers as the Board of Elders may by resolution determine.
2. All officers shall be appointed by resolution of the Board of Elders.

ARTICLE 5 – DUTIES OF OFFICERS

1. The Chair of the Board is responsible for providing spiritual and organizational leadership to the Board of Elders, ensuring that meetings are conducted effectively, prayerfully, and in alignment with the Church's mission and values. The Chair works closely with the Lead Pastor and other board members to set meeting agendas, guide discussions, and facilitate consensus-based decision-making. This role includes fostering unity among board members, supporting accountability and stewardship of Church resources, and ensuring that the board functions in a way that upholds biblical principles and promotes the overall health and direction of the Church.
2. The Vice Chair of the Board supports the Chair in providing leadership and spiritual oversight to the Board of Elders and steps in to fulfill the Chair's responsibilities when they are unavailable. The Vice Chair helps ensure that meetings are well-organized, decisions are prayerfully considered, and board members are engaged in a spirit of unity and service. This role also involves collaboration with the Lead Pastor and Chair to help maintain alignment between the Board's work and the Church's mission, while being ready to provide wisdom, encouragement, and leadership as needed within the board and the wider Church community.
3. The Secretary shall endeavor to attend all meetings of the Board and members, and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. In their absence, the Elders shall appoint a replacement. They shall give or cause to be given Notice of all meetings of the members and of the Board of Elders. They shall perform such other duties as may be prescribed by the Board or Chair, under whose supervision they shall be. They shall be the custodian of the Seal of the Corporation, which they shall deliver only when authorized by a Resolution of the Board of Elders to do so and to such person or persons as may be named in the Resolutions.
4. The Treasurer shall have the custody of the funds and securities of the corporation and shall ensure full and accurate financial accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall ensure deposit of all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank, trust company or Credit Union as may be designated by the Board of Elders from time to time. They shall ensure disbursements of the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall ensure presentation to the Chair and Elders at the regular meeting of the Board of Elders, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the corporation. The Treasurer works closely with senior staff members of the church to support the Board in achieving its fiduciary responsibilities.
5. All payments, authorized by the Board, shall be signed or approved by any two (2) of those authorized by the Board as signing authorities.

ARTICLE 6 – INDEMNITIES TO THE BOARD OF ELDERS AND OTHERS

1. Every member of the Board of Elders of the Corporation who has undertaken 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:

All costs, charges and expenses which such member of the Board of Elders sustains or incurs in or about any action, suit or proceedings 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, except such cost, charges or expenses are occasioned by their own willful neglect or default.

ARTICLE 7 – MEETING OF THE MEMBERS

1. The annual meeting of the members shall be held within four (4) months of the Corporation's year-end.
2. At every annual meeting, in addition to any other business that may be transacted, the financial statements, the reports of the Elders, the reports of such committees as the Elders shall designate, and the report of the auditors shall be presented and auditors shall be appointed for the ensuing year.
3. Special Congregational Meetings shall be called by the Board of Elders. Requests for a special congregational meeting must be received in writing by the Chair and the Secretary of the Board.

ARTICLE 8 – NOTICES

1. Annual or Special Meetings: A minimum of fifteen (15) days' notice shall be given to the members specifying the place, the day and the hour of the annual or special general meeting; and in the case of special business the notice shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.
2. Any notice to a member shall be sufficiently given by:
 - (a) Emailing such notice to the members, or
 - (b) Printing such notice in the weekly bulletin or as a separate "handout" and which bulletin or separate "handout" shall be made available to each member attending any general congregational service held on each Sunday on which such a notice

- is, elsewhere by the provisions of the constitution and general Bylaws to be given, or;
- (c) reading such notice from the platform at each of such Sunday congregational services, or;
 - (d) mailing such notice to his/her at his/her address as shown on the records of the corporation. A notice so mailed shall be deemed to be given on the third day following the day it is deposited in the post office or public letterbox.
3. Submissions by members of the Corporation for any annual or special Corporation meeting, must be presented in writing to the Chair or Secretary of the Board of Elders, 10 days prior to the date of the meeting. Non-members are not eligible to present submissions to a Corporation meeting.

ARTICLE 9 – AMENDING THE CONSTITUTION & BYLAWS

Any proposed amendment to the constitution and these Bylaws must have a mover and seconder. The proposed amendment must be put in writing and be submitted to the Chair or Secretary of the Board of Elders for insertion in the agenda, three (3) weeks prior to the annual meeting or a special general meeting. The proposed amendment will be tabled and discussed at this meeting but not voted upon until the next annual meeting or at a special meeting, providing that such special meetings is held, not less than thirty (30) days after the annual meeting at which the Resolution was tabled.

Notwithstanding the requirement of a Constitutional amending Resolution, having to be tabled at one members meeting and to be voted on at another members meeting, it shall be permissible to pass a motion to amend a constitutional amending resolution at the meeting at which the resolution is tabled or the meeting at which a vote on the motion is taken providing that such amendment must be limited to such change as is permitted by the Rules of Parliamentary Procedure and specifically shall not be inconsistent with the intent or purpose of the original resolution.

Passage of a Resolution proposing an amendment of the Constitution and any amendment to such Resolution must be passed by a majority vote of not less then 75% of all votes cast at such meeting. Not less than fifteen (15) days notice of such motion shall be given.

ARTICLE 10 – POLICIES – RULES OF PRACTICE, PROCEDURE AND CHURCH POLICY

The Board of Elders shall have power to make and approve policies which shall be rules of practice, procedure and Church policy to guide the operation of the Board and the operation of the corporation.