

**Draft of Articles
V - VII of the**

Bylaws

**1905 Springfield Road
Kelowna, BC**

Red Italics mean that section or words are being moved elsewhere or deleted.
Blue bold means that section or words are moved from elsewhere or added.

Adopted November 30, 2008
Revised June 2023

ARTICLE V - GOVERNANCE**A. Membership of the Church**

Under the Lordship of Jesus Christ, the membership of *the Trinity* Church (hereinafter referred to as the “Membership”) is the source of authority in *the Trinity* Church. The Membership is ultimately responsible for the affairs of *the Trinity* Church and is accountable to Jesus Christ. The Membership discharges its authority to govern by voting at legally constituted Membership meetings. The Membership has sole governing authority for the items described in Article **V III**, Section A, 1 to **8 9** inclusive:

1. Approval of all proposed Constitution and By-law amendments.
2. Election of the **Elder** Board *of Elders* and authority to hold the **Elder** Board *of Elders* wholly accountable.
3. Approval of the annual budget of the Church.
4. Approval of acquisition and disposal of Church related real property.
5. Approval of debenture issuing and contracting of long-term indebtedness.
6. *Election of the Auditors Committee.*
7. *Approval Review and accept* the audited annual financial statements of the Church.
8. Approval of the call or dismissal of the Senior Pastor.
9. Approval of changes in the denominational affiliation of the Church.

B. Elder Board *of Elders*

The Membership elects and empowers the **Elder** Board *of Elders* (hereinafter referred to as the “**Elders**” or “**EB**” “*Board*”) to govern *the Trinity* Church in a manner consistent with the *biblical mandate mission and vision* for *the Trinity* Church, biblical principles, and the direction of the Holy Spirit. Other than the Membership’s sole governing authorities as described in Article **V III**, Section A, 1 to **8 9** inclusive, the Membership delegates all other authorities and responsibilities for Church governance to the **Elder** Board.

1. Authorities and Responsibilities:
 - a) Govern *the Trinity* Church on behalf of the Membership, as servant-leaders.
 - b) Take all measures necessary to guard *the Trinity* Church against all threats including spiritual, legal and financial.
 - c) Elect the Officers of *the Trinity* Church. **(See Article VI)**
 - d) Consult with the Membership on an ongoing basis, taking into account the views of the Membership when establishing the purpose, vision, values, goals and policies of *the Trinity* Church.
 - e) Establish the vision, values, goals and policies that direct the Senior Pastor, staff and **volunteers**. *laity (hereinafter referred to as the “Organization”).*
 - f) Employ and manage the Senior Pastor.
 - g) Create *sub-committees* of the **EB Board**, delegate certain responsibilities to them and hold them *sub-committees* wholly accountable. **(See Article VII - Committees)**
2. Composition:
 - a) The **EB Board** shall consist of not less than eight (8) members and not more than ten (10) members.

- b) The number of members on the **EB Board** may be increased or reduced with the approval of the Membership provided the minimum of eight (8) members is maintained.
 - c) The Senior Pastor is a non-voting, ex officio member of the **EB Board**.
3. Qualifications:
- a) Elders exhibit the biblical qualifications for Church leaders described in I Timothy 3:1-7 and Titus 1: 6-9. These qualifications include reverence for spiritual matters, spiritual integrity, proven spiritual maturity, good Christian family life, honesty, self-control, and good stewardship of possessions.
 - b) Elders tithe generously, proportionately, and regularly to **the Trinity Church**.
 - c) Elders are Church members in good standing for a minimum of the previous three (3) years, actively involved in the life and work of **the Trinity Church**, faithfully supporting its ministries with their resources and tithes.
4. Nomination:
- a) The Nominating Committee (**NC**) **is responsible for the nomination process for the EB (See Article VII) will nominate Board candidates.**
 - b) Members in good standing are eligible to nominate candidates for the Board provided the candidate agrees to the nomination, the candidate meets the established criterion for Elders, and the nominee's name is submitted to the Nominating Committee prior to the stated deadline.*
 - c) The Nominating Committee reviews all nominations for the Board.*
 - d) The **EB Board** approves all nominations of Elders.
 - e) Member Challenge – If any member in good standing is aware of a biblical reason why a nominee should be disqualified from nomination, they must forward their concern to the chair of the NC in writing no later than 10 days before the Members Meeting. The concern will be reviewed by the Chair of the NC who will determine appropriate action and implement it. Options may include a full review by the NC and/or the EB. The candidate will either be endorsed or asked to withdraw from nomination. The Chair of the NC will respond to the Member who raised the concern and communicate the decision in writing. If the EB affirms the nomination, the only further recourse for a member who disapproves is to vote against the candidate.**
5. Election:
- a) Election of Elders shall be carried out by a vote of the Membership.
 - b) Voting shall be by ballot vote for each candidate individually (may all be on one ballot).**
 - c) Candidates must receive a minimum of 66% of total votes cast in favor to be elected.**
 - d) Election shall take place in a manner consistent with the provisions set out in Article **VIII.E. VII.**
6. Term of Office:
- a) Term of office shall be three (3) years that begin and end **in on June 30.**
 - b) Consecutive terms are permissible. A maximum of two (2) consecutive terms are permissible. After a break of a minimum of one (1) year, the person is again eligible to be elected as an Elder.*
7. Meetings:

- a) **Elder** Board meetings shall be held at the call of the Chair of the **EB Board** provided the **EB Board** meets not less than ten (10) times during any one (1) fiscal year.
 - b) The quorum shall be not less than sixty-six percent (66%) of the members of the **EB Board**.
8. Discipline:
All disciplinary actions brought against Elders shall occur in accordance with the biblical process described in Matthew 18 and 1 Timothy 5.
9. Termination:
An Elder's membership on the **Elder** Board will be terminated as a result of one or more of the following:
- a) Transfer to another church.
 - b) Resignation.
 - c) Termination of membership in *the Trinity* Church.
 - d) Disqualification as a result of:
 - i) Failure to uphold with the Obligations of Members as outlined in Article **IV II**, Section C, 2 *inclusive*.
 - ii) Failure to live in accordance with the Church Covenant **and the membership documents. the Statement of Faith, the Membership Pledge, and/or the Statement of Commitment.**
 - iii) Failure to live in accordance with the Qualifications for Elders as outlined in Article **V III**, Section B, 3, a to c inclusive.
 - iv) Neglect of duties and responsibilities.
 - e) Death.
10. Removal from Office:
The following process will be used to remove Elders from office:
- a) The **Elder** Board recommends removal of the Elder in question by a not less than sixty-six percent (66%) majority of the votes of the **EB Board**.
 - b) The **EB Board** calls a Membership meeting at which the Membership is asked to vote on the removal of the Elder in question.
 - c) The Elder in question is removed from office by a not less than sixty-six percent (66%) majority of the votes at a legally constituted Membership meeting.

C. Senior Pastor

The Board employs and manages the Senior Pastor, delegating certain authorities and responsibilities to the Senior Pastor.

1. Authorities and Responsibilities:
- a) **Oversee all ministry activities, ensuring they align with Trinity Church vision, values, goals, and objectives including, but not limited to:**
 - i) **providing Pastoral leadership through various paid and non-paid personnel, including spiritual development, discipleship, evangelism and pastoral care.**
 - ii) **provide leadership and mentor other pastoral and non-pastoral staff for completion of day-to-day administrative and operational activities.**
 - iii) **analyzing the effectiveness of ministry activities, recommend and implement changes based on findings.**

- b) **Communication with the congregation and larger community, including but not limited to:**
 - i) **developing, preparing, and delivering ministry communication in order to teach and shepherd members and adherents to a life-changing relationship with Jesus.**
 - ii) **communicating Trinity Church values within the community.**
 - iii) **developing and maintaining a budget for Trinity Church ministries.**
 - c) **Oversee, guide and shepherd people in their personal spiritual growth:**
 - i) **develop, manage, nurture new faith community members,**
 - ii) **create and develop plans to engage and encourage ministry members in their own personal spiritual growth**
 - iii) **assist with the recruitment of church volunteers.**
 - d) Lead the Organization in a manner that is consistent with the **EBBoard's** vision, goals, values and policies.
 - e) Be wholly accountable to the **EB Board** for the **Organization's staff's** achievement of the **Board EB's** vision and goals.
 - f) Be wholly accountable to the **EB Board** for the **Organization's staff's** compliance with the **EB's Board's** values and policies.
 - g) Submit regular reports to the **EB Board** detailing the **Organization's staff's** progress in achieving the **EB's Board's** vision and goals and the **staff's Organization's** compliance with the **EB's Board's** values and policies.
2. Discipline:
All disciplinary actions brought against the Senior Pastor shall occur in accordance with biblical process described in Matthew 18 and 1 Timothy 5, and in compliance with provincial employment standards.
3. Termination:
- a) The Senior Pastor's employment with the Church **will WILL** be terminated as a result of one or more of the following:
 - i) Resignation.
 - ii) Termination of membership in **the Trinity Church**.
 - iii) Disqualification as a result of:
 - Failure to uphold the Obligations of Members as outlined in Article **IV II**, Section C, 2.
 - Failure to live in accordance with the Church Covenant **and the membership documents**, *the Statement of Faith, the Membership Pledge, and/or the Statement of Commitment*.
 - **For violation of EB policies as stated in the EB Policy Manual.**
 - Neglect of duties and responsibilities.
 - b) The Senior Pastor's employment with the Church **may MAY** be terminated as a result of one or more of the following:
 - i) Failure by the **staff Organization** to achieve the **EB's Board's** vision and goals.
 - ii) Failure by the **staff Organization** to comply with the **EB's Board's** values and policies.
 - c) The following process will be used to terminate the employment of the Senior Pastor with the Church:

- i) The **Elder** Board recommends termination of employment of the Senior Pastor by a not less than sixty-six percent (66%) majority of the votes of the **EB Board**.
- ii) The Board calls a Membership meeting at which the Membership is asked to vote on the termination of the Senior Pastor.
- iii) The Senior Pastor is terminated by a not less than sixty-six percent (66%) majority of the votes at a legally constituted Membership meeting.

ARTICLE VI – OFFICERS OF *THE TRINITY CHURCH*

The Officers of the Church include the Chair of the **Elder** Board *of Elders*, the Vice-Chair of the **Elder** Board *of Elders*, and the Secretary of the **Elder** Board, **of Elders. and the Treasurer of the Elder Board.**

A. Election

The **Elder** Board *of Elders* shall elect a Chair, a Vice-Chair, *and* a Secretary **and a Treasurer** from within the **Elder** Board's membership.

B. Term of Office

Term of office for Officers of *the Trinity* Church shall be one (1) year. Consecutive terms are permissible.

C. Responsibilities

1. Chair:
 - a) Ensures the **Elder** Board operates within its own expectations and policies.
 - b) Call, schedule, establish agendas, and chair **EB Board** meetings.
 - c) Call, schedule, establish agendas, and chair Membership meetings.
 - d) Acts as a liaison between the EB and Senior Pastor.**
 - e) Represents the EB in meetings with individual members, adherents, and groups within Trinity Church and represents and speaks for the EB to external parties.**
 - f) Is available to the Senior Pastor to provide advice and clarification on matters relating to policy and strategic objectives.**
2. Vice-Chair:
 - a) Assume the duties of the Chair of the **EB Board** in the Chair's absence.
 - b) Support and/or assist the Chair of the EB in the performance of duties as requested.**
3. Secretary:
 - a) Assure the integrity and proper filing of all **EB Board** documents.
 - b) Take, keep, and distribute minutes of all **EB Board** meetings.
 - c) Take, keep, and distribute minutes of all Membership meetings.
 - d) Keep and update all approved amendments to the Church Constitution, the By-laws, **and the membership documents. *the Membership Pledge, and the Statement of Commitment.***
 - e) Conduct all official **Elder** Board correspondence.
 - f) **Receive** **Oversee the keeping of** all written resignations from members of the **Elder** Board, **EB Committees *of Elders, Board sub-committees, Auditors Committee,*** and the Senior Pastor.

- g) Oversee the keeping of a complete roll of *the Trinity* Church's membership.
- h) Oversee the filing of all necessary legal documents and reports to the **BC Societies Registrar as required by the Act. Provincial and Federal Governments to maintain the standing of the Church as a charitable non-profit society.**
- i) Assume the duties of the Chair of the **Elder** Board in the absence of the Chair and the Vice-Chair.

3. Treasurer

- a) Serve as the EB liaison to the FOC.
- b) Has the general duty to oversee the financial affairs of Trinity Church, including ensuring that all funds of the church are received and disbursed as directed by the EB and FOC.
- c) Work in cooperation with the FOC to ensure proper records are maintained and reports prepared as required, including CRA required reports submitted to the EB for approval.

D. Termination of Officers

- 1. Termination of any Officer of the Church shall be consistent with the provisions set out in Article **V III**, Section B, 8 to 10 inclusive.
- 2. Officers of *the Trinity* Church must surrender all books and records to their successors upon termination of office.

ARTICLE VII – **FINANCIAL OVERVIEW** COMMITTEES

A. Governing Principles

- 1. The EB may create such standing and special committees, ad hoc committees, or task forces as may from time to time be required. Any such committee or task force shall limit its activities to the purpose or purposes for which it is appointed and shall have no powers except those specifically conferred by an EB resolution.
- 2. All Committees and Committee members are under the authority of and are accountable to the EB in the accomplishing of their assigned tasks.
- 3. All Committee members must be members in good standing of Trinity Church and are appointed to their respective committee on approval and by vote of the Elder Board.
- 4. All Committees will include at least one member of the Elder Board as a member and as a liaison to the EB.
- 5. The Senior Pastor is a non-voting, ex-officio member of all Committees and may attend any of their meetings at will except where conflict of interest may exist.

B. Financial Oversight Committee (FOC)

- 1. Purpose
 - a. The FOC is appointed to oversee the processing, reporting and auditing of all financial functions of Trinity Church.
- 2. Composition
 - a. The FOC shall consist of not less than three (3) and not more than five (5) members and shall include at least one (1) representative (the Treasurer) from the EB.

3. Terms of Service

- a. The members of the FOC are appointed for a term of two (2) years.
- b. Consecutive terms are permissible.

4. Responsibilities

- a. The FOC will objectively advise the EB on financial matters of Trinity Church to support the fulfillment of its purposes.
- b. The FOC will oversee the selection of and recommend to the EB a Public Accountant to undertake the annual financial examination process.
- c. The FOC will report the results of the annual financial review to the EB and the Membership at the AGM.
- d. The FOC will ensure all financial documents are filed with the Provincial and Federal governments to maintain the standing of Trinity Church as a charitable non-profit society and report on the same to the EB.

A Financial Overview Committee will be appointed by the Board to oversee the financial examination process, which shall be performed by an Accounting firm or licensed CPA qualified to perform Compilations, Reviews and Audits.

A. Authorities and Responsibilities of the Committee

1. *Obtain direction from the Board on the level of Financial examination that is to be performed (i.e. Compilation, Review or Audit)*
2. *Oversee and monitor the financial examination being performed.*
3. *Ensure that the financial records and accounts of the Church are reviewed annually.*
4. *Report the findings of the examination, first to the Elder Board, and then to the Membership at the annual general meeting.*

B. Composition

1. *The Financial Overview Committee shall consist of not less than two (2) members and at least 50% of the members of this Committee will be Members-at-large.*
2. *The number of members of the Financial Overview Committee may be increased or decreased provided the minimum of two (2) members is maintained.*

C. Appointment

1. *Elders, in accordance with Article VII B, are expected to be members of the Financial Overview Committee overseeing the financial examination and shall be appointed by the Elder Board.*
2. *Members in good standing are eligible to nominate members at large for the Financial Overview Committee provided the candidate agrees to the nomination and the nominee's name is submitted to the Nominating Committee prior to the stated deadline.*
3. *The Nominating Committee shall review all nominations of members at large for the Financial Overview Committee and shall provide its recommendation(s) to the Board.*
4. *The Elder Board shall review the recommendations of the Nominating Committee and will present their recommended candidate to the Membership at a Members Meeting, and the Membership will elect one or more Members at Large to serve on the Financial Overview Committee.*

D. Term of Office of Audit Review Committee

1. Term of office shall be one (1) year that begin and end in June.
2. Consecutive terms are permissible.

E. Qualifications of Auditor (s)

1. An Accounting firm or licensed and qualified CPA, accredited to perform compilations, reviews and audits.
2. The Accounting firm or CPA must have knowledge of financial controls, procedures, and reporting, and preferably have experience in not-for-profit financial examinations.
3. Elders or Church staff are not eligible to perform the financial examination.

F. Engagement of Auditor(s)

1. A qualified Auditor will be sought out, queried and interviewed by the Financial Overview Committee, and a recommendation of the most suitable Auditor will be made to the Members based on the qualifications of the CPA and/or the firm involved, the proposed time frame for undertaking the work, the qualifications and track record in performing previous work and the fees involved to perform the work.
2. In accordance with Article IX, the Elder Board will recommend to the Membership, an Auditor to examine Trinity Church's financial records every year.
3. Engagement of the same firm for a period not exceeding 3 consecutive years for year-at-a-time or multi-year arrangement, is permissible.

ARTICLE VIII - NOMINATING COMMITTEE

A Nominating Committee shall be formed by the Board to oversee the nomination process.

A. Authorities and Responsibilities

1. Identify and nominate candidates for vacancies on the Board and the Auditors Committee.
2. Review all candidates nominated by Church members in good standing, making recommendations to the Board.
3. Post the names of Board approved candidates a minimum of two (2) weeks prior to the Membership meeting at which the election is to take place.

B. Appointment

1. The Board appoints the members of the Nominating Committee.

C. Composition

1. The Nominating Committee shall consist of a minimum of five (5) voting members.
2. The number of members on the Nominating Committee may be increased or decreased with the approval of the Membership provided the minimum of five (5) voting members is maintained.
3. The Nominating Committee shall be composed of Board members and members-at-large-from the Membership.
4. The Senior Pastor is a non-voting, ex officio member of the Nominating Committee.

D. Member Challenge

In order to provide clarity around the process by which a member may 'challenge' an Elder Candidate it is recommended that the following comments and steps be added to the Nominating Committee's Authorities and Responsibilities in section A of Article VI:

“If any member in good standing is aware of a Biblical reason why a nominee should be disqualified from nomination they must forward their concern to the chair of the Nominating Committee in writing no later than 10 days before the Members Meeting.

The concern will be reviewed by the chair of the Nominating Committee who will determine appropriate action and implement. Options may include a full review by the Nominating Committee and/or the Elders Board.

The candidate will either be endorsed or asked to withdraw from nomination. The chair of the Nominating Committee will respond to the member who raised the concern and communicate the decision in writing.

If the Elder Board affirms the nomination, the only further recourse for a member who disapproves is to vote against the candidate.”

C. Nominating Committee (NC)

1. Purpose

- a. The NC is appointed to oversee the nominating process for the EB.

2. Composition

- a. The NC shall consist of at least two (2) EB members and at least three (3) members-at-large from the membership of Trinity Church.

3. Terms of Service

- a. Members of the NC serve for a period of one (1) year.
- b. Consecutive terms are permissible.

4. Responsibilities

- a. The NC will organize and convene a training/orientation session for identified potential leaders at Trinity Church.
- b. The NC will identify and nominate candidates for vacancies on the EB.
- c. The NC will review all candidates to the EB nominated by Trinity members in good standing.
 - i. Members in good standing are eligible to nominate candidates for the EB provided the candidate agrees to the nomination, the candidate meets the established criterion for Elders, and the nominee’s name is submitted to the NC prior to the stated deadline.
 - ii. Nominations are limited to one per member and if Elders, Deacons or Staff are making the nomination, the seconder must be a member-at-large.
- d. The NC will make recommendations to the EB for approval of the EB candidates.
- e. The NC will make known to the Membership the names of the approved candidates for the EB a minimum of two (2) weeks prior to the Membership meeting at which the election is to take place.

D. Deacons Committee (DC)**1. Purpose**

- a. The DC is appointed for the purpose of giving timely, effective, compassionate handling of membership related issues. These primarily include Baptism, Membership, Restoration/Care, and Communion.

2. Composition

- a. The DC consists of not less than ten (10) members and not more than twenty (20) members, including at least one liaison member of the EB.
- b. This number may be increased or decreased by a decision of the EB.
- c. As directed by the EB, the DC assists the EB with identifying, interviewing, and making recommendations regarding potential Deacon candidates.
- d. Members of the DC must exhibit the biblical qualifications of deacons (1 Timothy 3: 8-13).

3. Terms of Service

- a. The EB liaison to the DC is appointed for a term of one (1) year.
- b. Members-at-large serving on the DC are appointed for a term of three (3) years.
- c. Consecutive terms are permissible.

4. Responsibilities

- a. Baptism – The DC interviews and approves candidates for baptism and makes recommendations to the EB regarding unsuccessful candidates.
- b. Membership - The DC interviews and approves candidates for Trinity Church membership, maintains an accurate record of candidates interviewed, and makes recommendations to the EB regarding unsuccessful candidates.
- c. Restoration/Care – The DC identifies, encourages, and if possible, reconnects individuals previously touched by Trinity's ministries but who have become disconnected.
- d. Communion - The DC prepares and serves the ordinance of communion.

E. Governance Committee (GC)**1. Purpose**

- a. The GC is appointed to ensure the bylaws, policies and procedures in Trinity's governing documents are up to date and are being followed.
- b. The GC is responsible for instructing the EB, committees, and the membership in policies and procedures as needed.

2. Composition

- a. The GC will have a minimum of 3 and a maximum of 6 members including the EB liaison.

3. Terms of Service

- a. Members are appointed to the GC for a term of two (2) years.
- b. Consecutive terms are permissible.

4. Responsibilities

- a. Governing documents – The GC will ensure the Trinity bylaws and the Elders Policy Manual are up to date and being followed. If changes and/or updates are needed, especially those mandated by law, the GC will formulate and present such revised documents for approval to the appropriate bodies.

- b. Instruction and advising – the GC is responsible to orient and advise the EB and, as appropriate, the membership on governance policies and practice.
- c. Documents – The GC is responsible to ensure all revisions to the Constitution or Bylaws of Trinity Church approved by the membership are registered in accordance with the BC Societies Act.