

## **7. OFFICERS AND DIRECTORS**

### **7.1. Qualifications**

Every officer and director shall be a member in good standing of a full member EMCC church.

### **7.2. Removal**

Officers or directors may be removed from their position by a two-thirds (2/3) majority vote of the membership or by an eighty percent (80%) majority vote of the whole Board of Directors.

### **7.3. Officers**

The Officers shall be the President, the Moderator, the Secretary and the Treasurer or, in lieu of a Secretary and Treasurer, the Secretary-Treasurer and such other officers as the Board of Directors may determine by resolution. An Officer may hold more than one office excepting the President who shall hold only the one office.

#### **7.3.1. President**

**7.3.1.1.** The President shall:

1. be elected by the EMCC membership from among the ordained ministers of the EMCC;
2. be the Spiritual Leader and Chief Executive Officer of the EMCC;
3. have general oversight of the entire work of the denomination, in keeping with the objectives, doctrines, and practice of this bylaw;
4. seek to coordinate the work of all agencies with a view to effecting harmonious relationships and be available to offer counsel to officers, administrative personnel, and heads of institutions;
5. be a member *ex officio* of all denominational boards without vote;
6. offer guidance and counsel to the Board of Directors, the meeting of members and to the General Assembly;
7. be charged with the general management and supervision of the affairs and operations of the EMCC;
8. be responsible to submit a comprehensive report of the work of the denomination to the meeting of members;
9. co-sign all bylaws and membership certificates together with the Secretary or other officer appointed by the Board for that purpose; and
10. be directly responsible to the Board of Directors and report to them regularly of the conduct of the office.

**7.3.1.2.** The President is elected from among the ordained ministers of the EMCC for a four (4) year term. For the purpose of clarity, the “four year term” shall extend from the date of the President’s installation until the second General Assembly after that installation.

**7.3.1.3.** The initial election of a President shall require the majority approval of votes cast at General Assembly or by alternative measures vote. There shall be no term limit for the President, provided that at the expiry of each term an incumbent President shall require the approval of two-thirds of votes cast for re-election to a subsequent term.

**7.3.1.4.** In case of death, incapacitation, resignation, or removal of the President, the Board of Directors shall make satisfactory arrangements to care for the work of the President (such as appointing an interim president) until an election can be held to fill the office.

**7.3.1.5.** In the event that an incumbent President standing for re-election does not receive the requisite number of votes, that individual shall continue to serve as President until a replacement has been named. Upon such an occurrence, the Board of Directors shall seek a replacement nominee for the President as expeditiously as practical and shall submit such nominee to the members for approval (requiring a majority of votes cast on the resolution) through the mechanism of an alternative measure vote established previously in this bylaw.

### **7.3.2. Moderator**

The Moderator shall be elected by the Board of Directors from among themselves and shall chair meetings of the Board of Directors and the meetings of members. The Moderator will prepare the agenda for meetings of the Board of Directors and meetings of the members in cooperation with the President.

### **7.3.3. Secretary**

#### **7.3.3.1. Election**

The Secretary shall be elected by the Board of Directors from among their number at the first meeting of the Board after each General Assembly. The incumbent shall hold office until a successor is elected.

#### **7.3.3.2. Duties**

The Secretary shall be *ex officio* clerk of the EMCC and is responsible to ensure that accurate and complete minutes are kept of all meetings of members and Board of Directors meetings. The Secretary shall give all required notices to members and to directors. The Secretary shall be the custodian of the corporate seal and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which shall be delivered up only when authorized by a resolution of the Board of Directors to do so and to such person(s) as may be named in the resolution, and shall perform such other duties as may from time to time be determined by the Board of Directors.

### **7.3.4. Treasurer**

#### **7.3.4.1. Election**

The Treasurer shall be elected by the Board of Directors from among their number at the first meeting of the Board after election of such Board of Directors members. The incumbent shall hold office until a successor is elected.

#### **7.3.4.2. Duties**

The Treasurer shall cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required, an account of all transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors. The Treasurer shall provide annual audited financial statements to the membership.

## **7.4. Directors**

### **7.4.1. Duties**

In administering the affairs of the corporation, the Board of Directors are expected to:

1. provide for the continuity of the organization's existence both legally and in its mission;
2. provide the membership with considered recommendations for deliberation;

3. organize itself consistent with its objectives;
4. govern the organization by broad policies and objectives in accordance with the Articles of Faith and Practice, this bylaw; and the Articles of Governance;
5. arrange for the election of a President to whom responsibility for the administration of the organization is delegated;
6. acquire sufficient resources for the organization's operations;
7. approve annual budget;
8. account to the public for the work of the organization and expenditures of its funds.
9. report to the membership in a timely and transparent way;
10. oversee the affairs of EMCC World Partners; and
11. be responsible for the formulation, revision, and articulation of the national vision which is to be commended to the membership.

#### **7.4.2. Composition and Qualifications**

**7.4.2.1.** There shall be a minimum of seven (7) and a maximum of nine (9) directors each of whom, at the time of election, shall be a member in good standing of a full member congregation of the EMCC, shall be twenty-one or more years of age and shall be a resident of Canada. Should a director at any time fail to meet any one of these requirements, the office shall be forfeited.

**7.4.2.2.** Of the maximum nine directors, seven (7) shall be elected by the membership. The additional two (2) members of the Board of Directors may be appointed from time to time by unanimous consent resolution of the elected directors.

**7.4.2.3.** The Board of Directors shall at all times have the authority to fill any vacancies created on the Board of Directors. If the term of office being filled by a replacement director extends beyond a meeting of members, the appointment shall be subject to a ratification vote by the membership.

#### **7.4.3. Term**

**7.4.3.1.** Each director's term is four (4) years and will expire at the second General Assembly after their election.

**7.4.3.2.** The terms of the elected directors will be staggered. On enactment of this bylaw, provision will be made for the staggering of terms that will result in the election of either three (3) or four (4) directors every two (2) years.

#### **7.4.4. Election**

Directors shall be elected by the membership from qualified nominees presented by a nominating committee. The nominating committee, as appointed by the Board of Directors, shall be at least five (5) persons with two (2) members of the Board of Directors as members. The nominating committee shall solicit and consider in good faith all nomination suggestions received from members.

#### **7.4.5. Tenure**

Directors may stand for re-election, provided that no director shall serve more than two (2) consecutive terms. A director who has served two (2) consecutive terms shall be eligible to stand for re-election at the second General Assembly after the expiry of his last term.

#### **7.4.6. Powers**

The Board of Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and save as herein provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do, without in any way derogating from the foregoing. The Board of Directors are expressly empowered from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

#### **7.4.7. Meetings of the Board of Directors**

**7.4.7.1.** A majority of members of the whole Board of Directors constitutes a quorum. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

**7.4.7.2.** There shall be a minimum of two meetings per year at the call of the chair.

**7.4.7.3.** A written notice stating the time and place of meeting and a proposed agenda, accompanied by supporting material, shall be served either personally or by sending notice to each director (through the post in a prepaid wrapper or letter, by facsimile, or by email) at least ten days (exclusive of the day of mailing and of the day for which notice is given) before the date of meeting. A meeting may be held for any purpose at any date and time and at any place within Canada without notice if all the directors are present or if all directors who are absent signify their assent in writing to such meeting being held.

**7.4.7.4.** The accidental omission of notice of any meeting or the non-receipt of notice by any director shall not invalidate any resolution passed or any proceedings taken at any meeting of the Board of Directors.

**7.4.7.5.** A meeting of the Board of Directors may be held in a single venue, or at the discretion of the Chairman, may be held in two or more venues linked in accordance with the provisions of Article 6.3.1.4. above describing Concurrent Linked Teleconference Meetings, *mutatis mutandis*.

**7.4.7.5.1.** The directors of the Corporation may meet by teleconference provided that either a majority of the directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the board of directors at a meeting of the directors of the Corporation.

**7.4.7.5.2.** The directors of the Corporation may meet by other electronic means that permits each director to communicate adequately with each other, provided that:

- a) the board of directors of the Corporation has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum, and recording votes;
- b) each director has equal access to the specific means of communication to be used;
- c) each director, has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

#### **7.4.8. Indemnities**

**7.4.8.1.** Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the EMCC and its 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:

1. all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of office;

2. all other costs, charges and expenses which are sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by willful personal neglect or default.

**7.4.8.2.** No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or act for conformity, 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, or for the insufficiency or deficiency of any security in or upon which any of the monies 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 monies, securities or effects shall be lodged or deposited, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and willful act or through his own wrongful and willful neglect or default.

**7.4.8.3.** The directors 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 of Directors. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his being a director or officer of the Corporation shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

#### **8. Effective Date, Repeal and Amendments of Bylaw**

All previous bylaws of the Corporation are repealed as of the coming into force of this bylaw. This Bylaw may be established, altered, amended or repealed by a favourable vote with at least a two-thirds majority of the members; provided that no repeal or amendment of bylaws not embodied in the letters patent shall be enforced or acted upon until the approval of the responsible Minister pursuant to the Canada Corporations Act has been obtained. Upon the effective date of an amendment or repeal, such amendment or repeal shall not affect the previous operation of such amended or repealed bylaw or affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred prior to its amendment or repeal. Subject to obtaining the approval of these bylaws by the responsible Minister pursuant to the Canada Corporations Act, this bylaw shall come into force July 1, 2013.

**PASSED the 5th day of May, 2015.**

**WITNESS the corporate seal of the Corporation**

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**President**

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**Secretary**