

Bylaws of LIVING EDGE COMMUNITY CHURCH (the "Society")

Part 1 — Interpretation

1. In these bylaws, unless the context otherwise requires:
 - a. "Board" means the directors of the society for the time being;
 - b. " Act" means the Societies Act of British Columbia from time to time in force and all amendments to it;
 - c. "Bylaws" mean these Bylaws as altered from time to time.
 - d. "Registered Address" of a member means the member's address as recorded in the register of members.
2. The definitions in the Act on the date these Bylaws become effective apply to these Bylaws.
3. If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.
4. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 — Membership

5. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members.
6. A person may apply to the Board for membership in the Society and on acceptance by any director is a member.
7. A member who is an individual must be at least 18 years of age.
8. Every member must uphold the constitution and comply with these Bylaws.
9. The amount of the first annual membership dues, if any, must be determined by the Board and after that the annual membership dues must be determined at the annual general meeting of the Society.
10. A person ceases to be a member of the Society
 - a. by delivering his or her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society,
 - b. on his or her death or, in the case of a corporation, on dissolution,
 - c. on being expelled, or
 - d. on being a member not in good standing for 12 consecutive months.
11. A member may be expelled by a special resolution of the members passed at a general meeting.
 - a. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

- b. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
12. All members are in good standing except a member, who has failed to pay his or her current annual membership fee, if any, or any other subscription or debt due and owing by the member to the Society and the member is not in good standing so long as the debt remains unpaid.

Part 3 — Meetings of Members

13. General meetings of the Society must be held at the time and place, in accordance with the Act, that the Board decides.
14. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
15. The Board may, when they think fit, convene an extraordinary general meeting.
16. An annual general meeting must be held at least once in every calendar year. The Society may apply to the registrar to hold the annual general meeting for a calendar year on or before a specified date that is not later than March 31 of the following calendar year, in accordance with the Act.

Part 4 — Proceedings at General Meetings

17. Special business is
- a. all business at an extraordinary general meeting except the adoption of rules of order, and
 - b. all business conducted at an annual general meeting, except the following:
 - i. the adoption of rules of order;
 - ii. the consideration of the financial statements;
 - iii. the report of the directors;
 - iv. the report of the auditor, if any;
 - v. the election of directors;
 - vi. the appointment of the auditor, if required;
 - vii. the other business that, under these Bylaws, ought to be conducted at an annual general meeting or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
18. Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- a. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - b. A quorum is 3 voting members present.
19. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the

adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

20. Subject to bylaw 21, the president of the Society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

21. If at a general meeting

- a. there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - b. the president and all the other directors present are unwilling to act as the chair,
- the members present must choose one of their number to be the chair.

22. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- a. When a general meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- b. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

23. A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

- a. In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.
- b. A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution. The threshold for approving a special resolution is 2/3 of the voting members present.

24. A member in good standing present at a meeting of members is entitled to one vote.

- a. Voting is by show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.
- b. Voting by proxy is not permitted.
- c. The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- d. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the Society.

Part 5 — Directors

25. Directors may be elected to the Board as a director at each annual general meeting, by members of the Society entitled to vote. Such director's term of office commences at the conclusion of such meeting.
26. For an election of a director to be effective, the nominee for election must consent in writing or if nominated at the annual general meeting, agrees to let his or her name stand for election.
27. The number of directors must be no fewer than 5 and no more than 9.
28. A director must be at least 18 years of age and be a member of the Society, or a representative of a corporate member of the Society.
29. Directors may be elected for a term of one or two years, which term will end at the conclusion of the annual meeting one or two years thereafter, as the case may be. A director whose term is ending is eligible for re-election at that meeting.
30. An election may be by acclamation; otherwise it must be by ballot.
31. The Board may appoint a member as a director to fill a vacancy in the Board.
 - a. The term of a director so appointed ends at the end of the next annual general meeting of the Society, and that director is eligible for re-election at that meeting.
 - b. If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.
32. An act or proceeding of the Board is not invalid merely because there is less than the prescribed number of directors in office.
33. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
34. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

Part 6 — Proceedings of Directors

35. The Board may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to
 - a. all laws affecting the Society,
 - b. these Bylaws, and
 - c. rules not being inconsistent with these Bylaws that are made from time to time by the Society in a general meeting.

36. A rule, made by the Society in a general meeting, does not invalidate a prior act of the Board that would have been valid if that rule had not been made.
37. The directors may regulate their meetings and proceedings as they think fit.
38. The quorum for the transaction of business at a Board meeting is a majority of the directors.
39. The president is the chair of all meetings of the Board but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
40. A Board meeting may be called by the president or by any 2 other directors.
41. At least 2 days' notice of a Board meeting must be given unless all the directors agree to a shorter notice period.
42. The accidental omission to give notice of a Board meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.
43. The Board may delegate any, but not all, of its powers to committees consisting of the director or directors as they think fit.
44. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of those powers to the earliest meeting of the Board held after the act or thing has been done.
45. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
46. The members of a committee may meet and adjourn as they think proper.
47. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, email, telegram, telex or cable, of any meeting of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn,
 - a. a notice of meeting of the Board is not required to be sent to that director, and
 - b. any and all meetings of the Board of the Society, notice of which has not been given to that director, if a quorum of the Board is present, are valid and effective.
48. Questions arising at a meeting of the Board and committee of directors must be decided by a majority of votes.
49. A resolution proposed at a meeting of the Board or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.

50. A resolution in writing, signed by all the directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of Board.

Part 7 — Board Positions

51. The Board must elect or appoint directors to the following Board positions: president; vice-president; secretary; and treasurer.

52. A director, other than the president, may hold two Board positions.

53. Directors who do not hold a Board position are directors at large.

54. Duties:

a) The president:

- i. presides at all meetings of the Society and of the Board.
- ii. must supervise the other directors in the execution of their duties.

b) The vice president:

- i. is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

c) The secretary:

- i. conducts the correspondence of the Society;
- ii. issues notices of meetings of the Society and Board;
- iii. keeps minutes of all meetings of the Society and Board;
- iv. has custody of all records and documents of the Society in accordance with the Act (except those required to be kept by the treasurer);
- v. has custody of the common seal of the Society, if any;
- vi. maintains the register of members.
- vii. files the annual report of the Society and make any other filings with the registrar under the Act.
- viii. In the absence of the secretary from a meeting, the Board must appoint another person to act as secretary at the meeting.

d) The treasurer:

- i. keeps the financial records, including books of account, necessary to comply with the Act
- ii. renders financial statements to the Board, members and others when required
- iii. files the Society's annual tax returns
- iv. receives and banks monies collected by the Society from all sources

e) Signing authority duties: A contract or other record to be signed by the Society must be signed on behalf of the Society:

- i. by the president, together with one other director,
- ii. if the president is unable to provide a signature, by the vice-president together with one other director,
- iii. if the president and vice-president are both unable to provide signatures, by any 2 other directors, or

- iv. in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Part 8 — Seal

- 55. The Board may provide a common seal for the Society, which must have its name in legible characters on the seal. The Board may destroy a seal and substitute a new seal in its place.
- 56. The common seal must be affixed only when authorized by a resolution of the Board and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

Part 9 — Borrowing

- 57. In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of a General Security Agreement.
- 58. The members may, by special resolution, restrict the borrowing powers of the Board, but a restriction imposed expires at the next annual general meeting.

Part 10 — Auditor

- 59. The Board may appoint an auditor but it is not required to do so. If the Board appoints an Auditor the Society must follow the procedures as outlined in the Societies Act: Part 9: 111-122

Part 11 — Notices to Members

- 60. Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
- 61. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 62. A notice may be given to a member, either by email to every member of the society who has provided an email address to the Society or posted on the Society's website (if the Society's membership exceeds 250). Notices to members may also be mailed to the member at the member's Registered Address.
- 63. Notices require a lead time of 14 days prior to the date of a general meeting
- 64. Notice is properly given two days after sending an email, posting to a web site, or posting in the mail.
- 65. Notice of a general meeting must be given to:
 - a. every member shown on the register of members on the day notice is given, and
 - b. the auditor, if Part 10 applies.
 - c. No other person is entitled to receive a notice of a general meeting.

Part 12 — Bylaws

66. On being admitted to membership, each member is entitled to, and the Society must give the member without charge, a copy of the constitution and Bylaws of the Society.
67. The Society's Bylaws must not be altered or added to except by special resolution.

Part 13 — Access to Records

68. A Society member will be granted access to financial statements and minutes from member's meetings.
69. Access by members who are not directors to other accounting records or records of director's meetings will be allowed or disallowed at the discretion of the Board.
70. A person who is not a member and not a director will be allowed or disallowed access to Society records at the discretion of the Board.