


CAROL PREST

**BYLAWS
OF
CEDARS CHRISTIAN SCHOOL**

PART 1 – INTERPRETATION

- 1.1 In these bylaws and the constitution of the Society, unless the context otherwise requires:
- (a) “address of the Society” means the address of the Society as filed from time to time with the Registrar in the Notice of Address;
 - (b) “Board” means the directors acting as authorized by the constitution and these bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
 - (c) “Board resolution” means:
 - (i) a resolution passed at a meeting of the Board by a simple majority of the votes cast by those directors entitled to vote at such a meeting; or
 - (ii) a resolution that has been submitted to all of the directors and consented to in writing by 75% of the directors who would have been entitled to vote on it in person at a meeting of the Board;
 - (d) “bylaws” means the bylaws of the Society as filed in the office of the Registrar;
 - (e) “Chair” means a person elected to the office of Chair in accordance with these bylaws but such office holder may use the title Chairperson or Chairwoman in substitution for the title “Chair”;
 - (f) “constitution” means the constitution of the Society as filed in the office of the Registrar;
 - (g) “directors” means those persons who have become directors in accordance with these bylaws and have not ceased to be directors, and a “director” means any one of them;
 - (h) “members” means those persons who have become members in accordance with these bylaws and have not ceased to be members, and a “member” means any one of them;

- (i) “ordinary resolution” means:
 - (i) a resolution passed at a general meeting of the Society by a simple majority of the votes cast by those members entitled to vote at such meeting;
 - (ii) a resolution that has been submitted to all of the members and consented to in writing by two-thirds of the members who would have been entitled to vote on it in person at a general meeting of the Society; or
 - (iii) if the bylaws authorize voting by mail or other means of communication, a resolution passed by a simple majority of the votes cast in accordance with the bylaws;
- (j) “Principal” means a person appointed to the office of Principal in accordance with these bylaws;
- (k) “registered address” of a member or director means the address of that person as recorded in the register of members or the register of directors;
- (l) “Registrar” means the Registrar of Companies of the Province of British Columbia;
- (m) “Secretary” means a person elected to the office of Secretary in accordance with these bylaws;
- (n) “simple majority” means one half of the votes plus one;
- (o) “Society” means **CEDARS CHRISTIAN SCHOOL**, formerly named **THE ASSOCIATION FOR CHRISTIAN EDUCATION OF PRINCE GEORGE**;
- (p) “Societies Act” means the *Societies Act*, SBC 2015, c 18, as amended from time to time;

- (q) “special resolution” means:
 - (i) a resolution passed at a general meeting of the Society by a majority of not less than 75% of the votes cast by those members entitled to vote at such meeting;
 - (ii) a resolution consented to in writing by every member who would have been entitled to vote in person at a general meeting of the Society; or
 - (iii) if the bylaws authorize voting by mail or other means of communication, a resolution passed by at least 75% of the votes cast in accordance with the bylaws;
- (r) “Treasurer” means a person elected to the office of Treasurer in accordance with these bylaws; and
- (s) “Vice-Chair” means a person elected to the office of Vice-Chair in accordance with these bylaws.

1.2 Except where they conflict with the definitions contained in these bylaws, the definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws and the constitution.

1.3 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

2.1 The members of the Society are the members in good standing as at the date these bylaws become effective, and those persons who subsequently become members, in accordance with these bylaws and who, in either case, have not ceased to be members as provided for in these bylaws.

2.2 The directors shall possess the sole power to admit members to the Society. An applicant for membership shall be admitted to membership in the Society by the affirmative vote of a majority of those directors who are present at a meeting of directors at which a quorum is present and acting throughout.

- 2.3 Each applicant seeking to become a member of the Society shall:
- (a) complete such application procedures as may be prescribed by the Society;
 - (b) signify agreement with and endorsement of the purposes of the Society set out in the constitution; and
 - (c) satisfy such other requirements as determined by the directors from time to time.
- 2.4 Membership in the Society shall be limited to persons who have reached the age of majority and who are committed to furthering the purposes, basis and principles of the Society set out in its Constitution, Statement of Faith, and Community Standards Covenant.
- 2.5 Every member shall execute a membership declaration in the form prescribed by the Board, in writing, on an annual basis to confirm his or her agreement to support and uphold the purposes of the Society. Every member shall cooperate fully with the purposes of the Society and uphold the constitution and comply with these bylaws and all other applicable rules and regulations of the Society.
- 2.6 There shall be no membership dues.
- 2.7 A person shall cease to be a member of the Society:
- (a) upon the date which is the later of the date of delivering his or her resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of the resignation stated therein;
 - (b) on his or her death;
 - (c) on being expelled pursuant to section 2.9; or
 - (d) on having been a member not in good standing for two (2) years.
- 2.8 The Board may expel, suspend or otherwise discipline any member for conduct, which in the discretion of the Board, is improper or unbecoming for a member of the Society, or is likely to endanger the interests, purposes or reputation of the Society or is in violation of the basis and principles set out in the constitution of the Society or is in breach of these bylaws but the Board may not expel, suspend or otherwise discipline any member until the member has received a notice of the proposed expulsion, suspension or other disciplinary measures which shall set out the reasons therefore and until the member has been given an opportunity to be heard by the directors before the proposed expulsion, suspension or other disciplinary measures are put to a vote.

- 2.9 All members are in good standing except a member who:
- (a) has failed to execute the membership declaration described in section 2.5;
 - (b) has failed to pay a debt due and owing by him to the Society including, without limitation, tuition payments, and he is not in good standing so long as the debt remains unpaid; or
 - (c) is under suspension or discipline pursuant to section 2.8.
- 2.10 Any member who ceases to be a member of the Society forfeits all rights, claims, privileges or interest arising from membership in the Society.
- 2.11 The membership of a person in the Society is not transferable.

PART 3 – MEETINGS OF MEMBERS

- 3.1 The general meetings of the Society shall be held at such time and place, in accordance with the *Societies Act*, as the Board shall decide.
- 3.2 Every general meeting other than an annual general meeting is an extraordinary general meeting.
- 3.3 The Board may, whenever it thinks fit, or shall, if so requested by 10% of the voting members of the Society, convene an extraordinary general meeting.
- 3.4 The Society shall give not less than 14 days written notice of a general meeting to its members entitled to receive notice; but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
- 3.5 Notice of a general meeting shall specify the place, the day and the hour of the meeting.
- 3.6 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate the proceedings at that meeting.
- 3.7 An annual general meeting shall be held at least once in every calendar year.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

- 4.1 No business, other than the election of a person to chair the meeting and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.2 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.3 A quorum at a general meeting is 15% of members in good standing.
- 4.4 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, shall be terminated; but in any other case, it shall 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 in good standing who are present shall constitute a quorum.
- 4.5 The Chair of the Society, the Vice-Chair or in the absence of both, one of the other directors present, shall preside as chairperson of a general meeting.
- 4.6 If at a general meeting:
 - (a) there is no Chair, Vice-Chair or other director present within 15 minutes after the time appointed for holding the meeting; or
 - (b) the Chair and all other directors present are unwilling to act as chairperson,the members present shall choose one of their number to be chairperson.
- 4.7 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.8 It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.9 All resolutions proposed at a meeting must be seconded and the chairperson of a meeting may move or propose a resolution.

- 4.10 Any issue at a general meeting which is not required by these bylaws or the *Societies Act* to be decided by a special resolution shall be decided by an ordinary resolution.
- 4.11 A member in good standing present at a meeting of members is entitled to one vote.
- 4.12 The person chairing a general meeting may vote but, if he does so and the result is a tie, shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 4.13 Voting is by show of hands or voice vote recorded by the secretary of the meeting, except that, at the request of any two (2) members present at the meeting, a secret vote by written ballot shall be required.
- 4.14 Voting by proxy is permitted provided that the proxy has previously been appointed in writing by the member appointing the proxy and the proxy has the written appointment at the meeting. A permanent proxy or a proxy entitling a person or member to vote at other than one meeting and any adjournment of that meeting is void. In the case of a written proxy votes on specific issues, such written proxy votes are also to be counted and added to the total of votes by hand, voice or written ballot.
- 4.15 The Board may determine that an issue to be decided by the members shall be decided by mailed-in ballot or by other means of communication, provided that the Society has a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Society without it being possible for the Society to identify how each member voted.
- 4.16 If the Board determines that an issue shall be decided by mailed-in ballot or by other means of communication, the Board shall designate tellers and shall send to every member shown on the register of members on the day the ballots are issued:
- (a) a printed ballot together with full instructions for making and returning by the required date;
 - (b) an inner return envelope with a space for the member's signature placed on its face; and
 - (c) a specially recognizable, self-addressed return envelope with the name and address of the Secretary of the Society or other person designated by the board to receive the marked ballots.

At the meeting of the tellers where the votes are to be counted, the tellers shall check the signature on the inner return envelope against the list of members qualified to vote; check the member off on the list as having voted; and remove the folded ballot and place it, still folded, into the ballot receptacle. When all of the inner envelopes have been processed, the ballots shall be taken from the receptacle and the votes shall be counted. Votes decided by other means of communication shall be tailored to comply with the above requirements.

- 4.17 The Board may determine that a resolution in writing which is identified as an ordinary resolution and has been submitted to all the voting members and signed by a minimum of three-fourths of the members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as a ordinary resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be an ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 4.18 The Board may determine that a resolution in writing which is identified as a special resolution and has been signed by all the voting members who would have been entitled to vote on it in person at a general meeting of the Society is as valid and effectual as a special resolution as if it had been passed at a meeting of members duly called and constituted and shall be deemed to be a special resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one special resolution in writing. Such special resolution shall be filed with the minutes of the proceedings of the members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 5 – DIRECTORS

- 5.1 The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:
- (a) all laws affecting the Society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.

- 5.2 No rule made by the Society in a general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 5.3 The property and affairs of the Society shall be managed by the Board.
- 5.4 The number of directors shall be such number, not being less than five (5), as may be determined from time to time by the directors. No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.
- 5.5 Directors shall be elected by the members at a general meeting and shall take office commencing at the close of such meeting.
- 5.6 Elections for directors shall normally be held at the annual general meeting and the term of office of elected directors shall normally be three years and the election of directors shall be arranged so that as nearly as possible one-third of the directors shall retire each year.
- 5.7 Directors may be elected to three (3) consecutive terms. Upon completion of three (3) consecutive terms, a person may not serve as a director again for one year.
- 5.8 The Membership and Nominations Committee shall provide the members with a list of qualified candidates for election as directors. The Membership and Nominations Committee shall nominate at least as many candidates as there are vacancies on the Board. Only those persons nominated by the Membership and Nominations Committee may stand for election; nominations from the floor shall not be permitted for the office of director.
- 5.9 The Board or Membership and Nominations Committee shall invite nominations from active society members. Nominations are to be provided to the Membership and Nominations Committee, in writing, no less than 14 days prior to the date of the annual general meeting.
- 5.10 In elections where there are more candidates than vacant positions for directors, election shall be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot. Candidates shall be deemed to be elected in order of those candidates receiving the most votes.
- 5.11 No member shall vote for more directors than the number of vacant positions for directors. Any ballot on which more names are voted for than there are vacant positions shall be deemed to be void.

- 5.12 Each director shall be required to wholeheartedly accept, adopt, and subscribe in writing to all of the principles set out in the Constitution of the Society, the Statement of Faith, and the Community Standards Covenant.
- 5.13 Every director serving a term of office shall retire from office at the close of the annual general meeting in the year in which his term expires; but if no successor is elected and the result is that the number of directors would fall below three, the person previously elected as director shall continue to hold office until such time as successors directors are elected.
- 5.14 The members may remove a director before the expiration of his term of office by resolution passed at a general meeting by at least two-thirds of the votes cast by the voting members, and may elect a successor to complete the term of office, but no director shall be removed until he has been given notice of the proposed action and an opportunity to be heard by the members at the general meeting.
- 5.15 Notwithstanding the foregoing bylaws, if a director ceases to hold office during his term for any reason other than removal by a resolution of the members, the Board may by Board resolution appoint a person as a replacement director to take the place of such director until the next annual general meeting.
- 5.16 No act or proceeding of the Board is invalid by reason only of there being less than the prescribed number of directors in office.
- 5.17 A person shall cease to be a director of the Society:
- (a) upon the date which is the later of the date of delivering his resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of resignation stated therein;
 - (b) upon his death;
 - (c) upon ceasing to be a member of the Society; or
 - (d) upon being removed by a resolution passed at a general meeting by at least two-thirds of the votes cast by the voting members.
- 5.18 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such from any business or affairs with the Society; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the Society as an employee or in any other capacity with compensation; a director shall be entitled to reasonable remuneration if the director is a bona fide employee of the Society.

- 5.19 The Board shall have the power to make expenditures and loans whether or not secured or interest bearing for the purpose of furthering the purposes of the Society. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Society for the purpose of discharging obligations or conditions either imposed by a person donating, bequeathing, advancing or lending funds or property to the Society, or assumed by the Society in expectation of such donations, bequests advances or loans. Such arrangements or contracts shall be in accordance with the terms and conditions that the Board may prescribe.
- 5.20 The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, loans, contracts, agreements or benefits with the objective of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any donations, bequests, funds, property, trusts, loans, contracts, agreements or benefits.
- 5.21 In investing the funds of the Society, the Board shall not be limited to securities and investments in which trustees are authorized by law to invest but may make any investments which in its discretion are prudent. Subject to the provisions of the *Societies Act*, a director shall not be liable for any loss which may result from any such investment.

PART 6 – PROCEEDINGS OF THE BOARD

- 6.1 A meeting of the Board may be held at any time and place determined by the Board, provided that five days' notice of such meeting shall be sent in writing to each director. However, no formal notice shall be necessary if all directors were present at a preceding meeting when the time and place of the meeting was determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary of the Society. No notice of a meeting of the Board shall be required, when the meeting is regularly scheduled.
- 6.2 The Board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors in office at the time when the meeting convenes.
- 6.3 The Chair of the Society shall chair all meetings of the Board, but if at any Board meeting the Chair is not present within 15 minutes after the time appointed for the meeting, the Vice-Chair shall act as chairperson; but if neither is present the directors present may choose one of their number to chair that meeting.

- 6.4 If the person presiding as chair of the meeting of the Board wants to step down as chair for all or part of that meeting, he may designate an alternate to chair such meeting or portion thereof, and upon such designated alternative receiving the consent of a majority of the directors present at such meeting, he may preside as chair.
- 6.5 Any two (2) directors may at any time, and the Secretary on the request of any two directors shall, convene a meeting of the Board.
- 6.6 For the purposes of the first meeting of the Board held immediately following the election of a director or directors at an annual or other general meeting, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be properly constituted.
- 6.7 Resolutions proposed at a meeting of the Board must be seconded and the person chairing a meeting may move or propose a resolution.
- 6.8 Any issue at a meeting of the Board which is not required by these bylaws or the *Societies Act* to be decided by a resolution requiring more than a simple majority shall be decided by a Board resolution.
- 6.8 The person chairing a meeting may vote but, if he does so and the result is a tie, he shall not be permitted to vote again to break the tie and the resolution being voted on shall be deemed to have failed.
- 6.9 Voting shall be by show of hands or voice vote recorded by the secretary of the meeting except that, at the request of any one director, a secret vote by written ballot shall be required.
- 6.10 A Board resolution in writing which has been deposited with the Secretary is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such Board resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

PART 7 – DISSOLUTION

- 7.1 In case of dissolution of the Society the property and monies belonging to the Society shall be donated after liquidation to such a Christian educational cause as the Society may determine provided that the donee is at that time registered as a charity pursuant to the provisions of the *Income Tax Act*.

PART 8 – COMMITTEES

- 8.1 The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of directors and members provided that at least one of the committee members shall be a director.
- 8.2 A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directs.
- 8.3 The members of a committee may meet and adjourn as they think proper and meetings of committees shall be governed, with the necessary changes, by the rules set out in these bylaws governing proceedings of the Board.
- 8.4 There shall be an Executive Committee consisting of directors, of which there must be at least two (2) of the officers of the Society. Subject to the control of the Board, the Executive Committee shall have the power to transact all business of the Society in the interim between meetings of the Board. The Executive Committee shall meet at the call of the chair of the Executive Committee.
- 8.5 There shall be a Finance Committee consisting of at least one (1) director elected at the first regular Board meeting during each membership year. The Chair shall appoint the chairperson of the Finance Committee and the Finance Committee may appoint its own secretary. The general responsibilities of the Finance Committee are to provide independent advice, assistance and recommendations to the Board in oversight of the external audit and accounting functions of the Society, financial reporting and internal audit and accounting. A Finance Committee member may be removed by a majority vote of the directors.
- 8.6 There shall be a Membership and Nominations Committee consisting of at least two directors elected at the first regular Board meeting during each membership year. All members of the Membership and Nominations Committee shall be at arm's length and a majority of the members of the Membership and Nominations Committee shall constitute a quorum. The Chair shall appoint the chairperson of the Membership and Nominations Committee and the Membership and Nominations Committee may appoint its own secretary. The general responsibilities of the Membership and Nominations Committee are to maintain a current membership registry, review and make recommendations to the Board on membership criteria, ensure a program of member education is in place, where necessary investigate and make recommendations on member expulsions, and plan the Annual General meetings as well as any other meetings or events designed to increase member engagement. A member of the Membership and Nominations Committee may be removed by a majority vote of the directors.

- 8.7 The Board may create such standing and special committees as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed, and shall have no powers except those specifically conferred by a Board resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

PART 9 – DUTIES OF OFFICERS

- 9.1 At the first meeting of the Board held after an annual general meeting, the Board shall elect from among the directors a Chair, Vice-Chair, Secretary, and Treasurer and such other officers as the directors may deem appropriate who each shall hold office until the first meeting of the Board held after the next following annual general meeting.
- 9.2 A vacancy occurring in the office of an officer shall be filled for the unexpired term by the directors. The Board may remove officers by a resolution passed at a meeting of the Board by two-thirds majority vote of the directors present.
- 9.3 The Chair shall preside as chair at all meetings of the Society and the Board. The Chair shall supervise the other officers in the execution of their duties. The Chair shall be a member of the executive committee.
- 9.4 The Vice-Chair shall, in the absence of the Chair, possess all of the powers and perform all of the duties of the Chair. The Vice-Chair shall have such other duties and powers as the Board may specify.
- 9.5 The Secretary shall be responsible for making the necessary arrangements for:
- (a) the issuance of notices of meetings of the Society and Board.
 - (b) the keeping of minutes of all meetings of the Society and Board;
 - (c) the custody of all records and documents of the Society;
 - (d) the custody of the common seal of the Society, if any;
 - (e) the maintenance of the register of members; and
 - (f) the conduct of the correspondence of the Society.

- 9.6 The Treasurer shall be responsible for making the necessary arrangements for:
- (a) the keeping of such financial records, reports and returns including books of account as are necessary to comply with the *Societies Act* and the *Income Tax Act*; and
 - (b) the rendering of financial statements to the directors, members and others when required.
- 9.7 The Director of Finance or Treasurer shall report regarding the finances of the Society on a monthly basis to the Board and at the general meetings of the Society.
- 9.8 If the Secretary is absent from any meeting of the Society or the Board, the directors present shall appoint another person to act as secretary at that meeting.
- 9.9 Notwithstanding the foregoing bylaws, the Board may appoint a person to serve as secretary of the Board to be responsible for preparation and custody of minutes of meetings of the Board and the correspondence of the Board.

PART 10 – PRINCIPAL AND STAFF

- 10.1 The Board shall select and appoint a Principal of the Society, after a careful consideration of his spiritual and academic qualifications, for a fixed or indefinite term, on such terms and with such salary and other conditions, duties and responsibilities as the Board may determine.
- 10.2 The Principal shall be the chief executive officer of the Society and an employee of the Society. The Principal is entitled to receive notice of and to attend all meetings of the Board and of all Board committees, but shall not be entitled to vote at meetings of the Board or committee. The Principal shall exercise general supervision over the business and affairs of the Society as assigned to the Principal by the Board and shall possess and exercise such powers and perform such other duties as are from time to time assigned to the Principal by the Board.
- 10.3 If the position of Principal becomes vacant, the Board shall strike an *ad hoc* committee comprised of no less than three directors whose responsibility shall be to recommend to the Board a process and timeline for selecting and appointing a new Principal, including methods of recruiting, screening, interviewing and selecting candidates. The Board shall not delegate to any committee the authority to finalize the appointment of a new Principal. The Board may decide to appoint an interim Principal, while a search for a Principal takes place.

- 10.4 The teachers and staff shall be appointed by the Principal after a careful consideration of their spiritual and academic qualifications. They shall be appointed for such terms and with such salary and other conditions as the Principal may determine.
- 10.5 The Principal, teachers and staff shall:
- (a) adhere to and support the Community Standards Covenant and the Society's Statement of Faith;
 - (b) Demonstrate participation in a church whose doctrine is in agreement with the Society's Statement of Faith; and
 - (c) be Scripturally sound in their teaching; and
 - (d) lead exemplary lives.
- 10.6 The Principal shall have the authority to dismiss a teacher or staff member who proves to be unfit for work because such teacher or staff member's instruction or personal life conflicts with the Community Standards Covenant or the Statement of Faith of the Society.
- 10.7 The Board shall have the authority to dismiss the Principal if he proves to be unfit for work because his instruction or personal life conflicts with the Community Standards Covenant or the Statement of Faith of the Society.

PART 11 – SEAL

- 11.1 The Board may provide a common seal for the Society and it shall have power from time to time to destroy a seal and substitute a new seal in its place.
- 11.2 The common seal shall be affixed only when authorized by a Board resolution, and then only in the presence of the persons prescribed in the resolution or, if no persons are prescribed, in the presence of any two (2) directors.

PART 12 – BORROWING

- 12.1 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 any manner it decides including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

- 12.2 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 13 – AUDITOR

- 13.1 This part applies only where the Society is required or has resolved to have an auditor.
- 13.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
- 13.3 At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting in accordance with the procedures set out in the *Societies Act*.
- 13.4 An auditor may be removed by ordinary resolution in accordance with the procedures set out in the *Societies Act*.
- 13.5 An auditor shall be promptly informed in writing of appointment or removal.
- 13.6 No director, officer or employee of the Society shall be auditor.
- 13.7 The auditor may attend general meetings.

PART 14 – NOTICES

- 14.1 A notice may be given to a member, either personally or by mail or by electronic mail or by facsimile to the member at the member's registered address or the member's e-mail address or facsimile numbers, as recorded in the Society's records.
- 14.2 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by either electronic mail or facsimile shall be deemed to have been given on the date of transmission.
- 14.3 Notice of a general meeting shall be given to:
- (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if an auditor is appointed under these bylaws.

PART 15 – INDEMNIFICATION

15.1 Subject to the provisions of the *Societies Act*, every member of the Board or officer who has properly undertaken or is about to undertake any liability on behalf of the Society or any society controlled by it and their heirs, executors, administrators or personal representatives respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

- (a) all costs, charges, and expenses whatsoever which such member of the Board or officer actually and reasonably sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- (b) all other costs, charges, and expenses which he actually and reasonably sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his own willful neglect or default

provided that:

- (c) the member of the Board or officer acted honestly and in good faith with a view to the best interests of the Society; and
- (d) in the case of criminal or administrative proceedings, the member of the Board or officer had reasonable grounds for believing that their conduct was lawful.

15.2 The Society shall purchase and maintain insurance for the benefit of any or all directors or officers against personal liability incurred by any such person as a director or officer.

PART 16 – DISPUTE RESOLUTION

16.1 The Society accepts the Holy Bible as the inspired Word of God and believes that God desires that the Society and the members and directors of the Society resolve all disputes and that they be reconciled in their relationship in accordance with the principles stated in 1 Corinthians 6:1-8, Matthew 5:23-24, Matthew 18:15-20 and other pertinent portions of the Holy Bible.

- 16.2 Should the Society and the member or director of the Society not be able to resolve a claim or controversy arising out of these bylaws, or in respect of any legal relationship associated with it or from it, through consultation and negotiation in the spirit of mutual friendship and cooperation, any party may initiate mediated negotiation. All disputes remaining unsettled after mediation shall be referred to and finally resolved by arbitration in accordance with the *Arbitration Act*, RSBC 1995, c 55.
- 16.3 The place of mediation and arbitration shall be mutually agreed by the Society and the member or director. In the absence of agreement regarding the place of mediation and arbitration, the place of mediation and arbitration shall be determined by the mediator/ arbitrator. The place of mediation and arbitration must be in Prince George, British Columbia. Both parties shall share the fee of the mediator and arbitrator equally.
- 16.4 The Society and the members and directors of the Society shall use their best efforts to conduct any dispute resolution procedures herein as efficiently and cost-effectively as possible. Notwithstanding this provision, either party may obtain a temporary injunction to enforce or preserve its rights or restrain any further violation or threatened violation of any restrictions or agreements contained herein for which monetary damages are not an adequate remedy until such rights can be pursued through arbitration.

PART 17 – MISCELLANEOUS

- 17.1 The directors shall from time to time in their discretion determine whether and to what extent and at what times and places and under what conditions or regulations the documents, including the books of account, of the Society and minutes of the meetings of the Board shall be open to the inspection of members of the Society not being directors. In the absence of such determination by the directors, the documents, including the books of account, of the Society shall not be open to inspection by any member of the Society not being a director, subject to the provisions of the *Societies Act*.
- 17.2 Any meeting of the Society, the Board, or any committee may also be held, or any member, director or the committee may participate in any meeting of the Society, the Board or any committee, by conference call or similar communication equipment or device so long as all the members, directors, or persons participating in the meeting can hear and respond to one another. All such members, directors, or persons so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

- 17.3 The rules governing when notice is deemed to have been given set out in these bylaws shall apply the necessary changes to determine when a Board resolution shall be deemed to have been submitted to all of the directors and when an ordinary resolution shall be deemed to have been submitted to all of the members.
- 17.4 The Society shall have the right to subscribe to become a member of and to cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.
- 17.5 The operations of the Society are to be chiefly carried on in Greater Prince George, British Columbia.

PART 18 – STATEMENT OF FAITH

- 18.1 Bylaws 18.1 and 18.2 under this Part 18 shall not be altered except by Board resolution sanctioned by a resolution passed at a general meeting by 90% of the votes cast by the voting members.
- 18.2 The Society membership shall adhere to and support the following Statement of Faith:
- (a) We believe the Bible (Old Testament and New Testament) is God's written word to humanity, is divinely inspired, and is the only trustworthy and authoritative guide in all matters of Christian faith and conduct.
 - (b) We believe there is one God, he is the creator, redeemer, and sustainer of the universe, and that he is eternally existent in three persons: Father, Son and Holy Spirit.
 - (c) We believe God created humanity in his image, and that as a result of Adam's and our sin we are alienated from God and are in need of redemption.
 - (d) We believe Jesus Christ is God's only Son, and he is fully God and fully human. We believe in Jesus' virgin birth, sinless life, sacrificial death, victorious resurrection, ascension, and future return.
 - (e) We believe the Holy Spirit works in individual lives to draw people to God, and that he indwells, equips and empowers followers of Jesus in all aspects of life and ministry.

- (f) We believe it is only through genuine faith in Jesus that a person can be saved and eternally reconciled with God. We believe all of humanity needs to be saved by Jesus and that at the end of time God will judge both the living and the dead; those who are saved to eternal life, those who are not saved to eternal death.
- (g) We believe every follower of Jesus, as a member of the body of Christ, is called to walk faithfully in all areas of life and to make disciples by reaching out, inviting people to follow Jesus, and by teaching the truths of the Bible. We believe every follower of Jesus is to love God with all their heart, soul, mind, and strength, and love others as themselves.

PART 19 – BYLAWS

- 19.1 On being admitted to membership, each member is entitled to and upon request the Society shall provide him with a copy of the constitution and bylaws of the Society.
- 19.2 These bylaws shall not be altered or added to except by Board resolution sanctioned by a special resolution.

Dated June 5, 2018