

## **Excerpt from General Operating Bylaw No.2**

### **Article 8 – Officers**

#### **8.1. Officers**

The Officers of the Corporation shall be:

- a) President;
- b) Treasurer;
- c) Secretary;
- d) Such additional Officers determined from time to time by the Board.

Any two offices may be held by the same person. All Officers must be members of a local church which is a Member of the Corporation. Any Officer may, but need not be, a Director unless otherwise stipulated.

#### **8.2. Election of President**

The president shall be elected by the Members of the Corporation at an annual Meeting of Members, which is the biennial General Assembly, or at such meeting of the Members as may be called earlier than the biennial General Assembly for the purpose of filling any vacancy in such position and shall continue in office until he resigns, becomes incapacitated, dies, is no longer a member of a local church which is a Member of the Corporation, or is otherwise removed by special resolution of the Board.

#### **8.3. President as Director**

Subject to the provisions of Section 8.4, the election of the president shall constitute the election of such person as a Director.

#### **8.4. Voting Rights of President**

As a Director, the President shall have the same rights, duties, privileges and obligations as all other Directors, including the right to receive notice of, attend, and fully participate at all meetings of the Board and vote on all matters requiring a vote which come before the meeting. In the event the president is an employee of the Corporation, he shall have all of such rights, duties, privileges, and obligations - save and except the right to vote.

#### **8.5. Appointment of Officers**

The president shall nominate candidates to the Board to fill all Officer positions other than the president. The Board shall appoint such Officers from the list of candidates for such positions as submitted by the president.

#### **8.6. Terms of Office**

8.6.1. The president of the Corporation may, in addition to any unexpired term of a predecessor which he may be filling, hold office for a term of four (4) years. He may be re-elected for a

maximum of two (2) additional terms of four (4) years. The term of office of the president shall commence on August 1 following election.

8.6.2. The secretary shall serve for a term of one (1) year. There shall be no limitation on the number of consecutive terms that can be served by the secretary.

8.6.3. The treasurer shall serve for a term of one (1) year. There shall be no limitation on the number of consecutive terms that can be served by the treasurer.

8.6.4. There shall be no specified term of office for all other Officers.

8.6.5. Any Officer may be removed by the Board upon special resolution of the Board at a duly constituted meeting of the Board.

### **8.7. Duties of Officers**

8.7.1. The president shall be chief executive officer of the Corporation. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the Board of Directors are carried into effect. In the event he is a paid employee of the Corporation, he shall have the rights as set out in Section 8.4.

8.7.2. The treasurer shall ensure appropriate custody of the funds and securities of the Corporation and shall ensure that full and accurate accounts are kept of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation. He shall perform such other duties as may from time to time be directed by the Board. The treasurer shall be appointed from amongst the Directors.

8.7.3. The secretary may be empowered by the Board, upon resolution of the Board, to carry on the affairs of the Corporation generally under the supervision of the Officers thereof and shall attend all meetings and ensure that all votes and minutes of all proceedings are recorded in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings to the members of the Board and shall perform such other duties as may be prescribed by the Board of Directors or president. The secretary shall be appointed from amongst the Directors.

### **8.8. Succession**

On an annual basis, the Board of Directors shall appoint an order of succession to come into effect should the President be unable to serve for any reason, including but not limited to absence or disability.

### **8.9. Agents**

The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.