

**BYLAW (Draft)**

**Ethiopian Orthodox Tewahdo Church**

**Debre Selam Medhane Alem in Edmonton**

October 2014

## PREAMBLE

In the Name of the Father, the Son, and the Holy Spirit, Amen.

We, the Congregation and the Clergy of Ethiopian Orthodox Tewhado Church Debre Selam Medhane Alem in Edmonton ("Church"), hereby agree as follows:

WHEREAS this Church derives its Ecclesiastic authority to function by virtue of its establishment in full communion with the Holy Synod of the Ethiopian Orthodox Tewhado Church ("EOTC") in Diaspora, ('the Synod')

AND WHEREAS the Synod has given its approval and blessing for the Calgary Debre Mehret St. Gabriel EOTC bylaw which is the basis of this Charter and bylaws;

AND WHEREAS this Church owes its Ecclesiastical allegiance to the Synod and such allegiance cannot be changed, altered, modified or revoked;

AND WHEREAS this Church is an integral part of the one defined in the Ethiopian Orthodox Tewhado Creed, the undivided church being maintained through undisputed Canon law, with one Patriarch elected for life;

AND WHEREAS we maintain that disputes arising in the Church shall be resolved with the assistance of a Committee of Elders;

AND WHEREAS the Church is expected to provide services to members living in Edmonton and surrounding areas;

AND WHEREAS the Church endeavors to help members live in conformity with the Ethiopian Orthodox Tewhado Church faith, teachings, law, order, customs and traditions based on spiritual foundations;

AND WHEREAS, as it is written in the Old Testament, the New Testament as well as other Ethiopian Orthodox writings, we firmly believe, as our fathers and mothers did, in the existence of God, oneness of its divinity and trinity of its physical nature; that the Holy Spirit, who is of the Father, is equal with the Father and the Son in divinity; and that the Church accepts, believes in and teaches the spiritual creeds passed by Nicaea, Ephesus and Constantinople I;

AND WHEREAS we continue to expand and strengthen our Church, for the benefit of people living in Ethiopia and abroad, particularly for the disadvantaged and the weak, striving to provide peaceful means for their well-being, and for the respect of religious freedom and human rights;

AND WHEREAS the Church acknowledges that secular authority, including the Alberta Religious Societies' Land Act, governs some proceedings of the Church;

AND WHEREAS the Church acknowledges that the interpretation of this Charter and bylaws shall be governed by the Synod bylaws as revised in 2003 and thereafter amended;

AND WHEREAS the Church acknowledges that it is a spiritual institution and it is the authority of the clergy, including the Bishop of Alberta and British Columbia and the Priests of the Church that govern the Church on religious, spiritual and social matters;

AND WHEREAS the congregation shall be the highest authority with respect to the affairs of the Church as well as the lands and property of the Church;

AND WHEREAS subject to applicable provincial law, if any conflict, including those with respect to lands and property of the church, cannot be resolved by the general congregation, the matter shall be referred to the Holy Synod for final resolution;

THEREFORE in accordance with the wishes of the Holy Synod and with the advice and consent of the Congregation and the clergy, all in accordance with the Alberta Religious Societies' Land Act, the following bylaws are enacted.

## ARTICLE 1

### SHORT TITLE

This bylaw, The Ethiopian Orthodox Tewhado Church Debre Selam Medhane Alem in Edmonton bylaw may be cited as the "Edmonton Debre Selam Medhane Alem EOTC bylaw 2014".

## ARTICLE 2

### DEFINITIONS

"Act" means the Religious Societies' Land Act, R.S.A. 2000, c. R-25 and Regulations pursuant thereto, as amended from time to time.

"Congregation" means all members of the Church who are members in good standing in accordance with these bylaws.

"Board" means the Board of Directors of the Church.

"Patriarch" means the head of all Bishops and Archbishops who is appointed according to the EOTC in the Diaspora and the Doctrine and Canon of EOTC.

"Synod" means the Holy Synod of the Ethiopian Orthodox Tewhado Church in the Diaspora.

"Charitable object or purpose" – means, for the purposes of this bylaw, any object or purpose for the relief of poverty, for the advancement of education, for the advancement of religion, or beneficial to the community.

"EOTC" means the Ethiopian Orthodox Tewhado Church in the Diaspora or in Exile.

“Diocese” means the Diocese of Alberta and British Columbia.

“Pastoral care” means the counselling service provided by the Bishop, Head Priest or church authorities including: helping home visitation, spiritual care to the members and the practice of looking after the personal and social well-being of children under the care of a the Church including health, social and moral education, behavior management and emotional support.

#### ARTICLE 3

### INCORPORATION

The Congregation of Edmonton Debre Selam Medhane Alem Ethiopian Orthodox Tewhado Church was incorporated to meet the spiritual needs of its members, to hold and deal with real and personal property, and to pursue the purposes and objectives set out in Article 5 below in accordance with the Religious Societies Land Act of Alberta.

#### ARTICLE 4

### NAME, AFFILIATION, PASTORAL CARE AND LANGUAGE

#### Name

The full name of this congregation is “Ethiopian Orthodox Tewhado Church Debre Selam Medhane Alem in Edmonton”. It will be referred to in these bylaws as the “Church”.

#### Affiliation

The Church is affiliated with the Holy Synod in Diaspora and the Diocese of Alberta and British Columbia. The Church reserves its right to maintain its independent status, and thus shall not be considered as part of any arrangement in the event the Synod in Diaspora compromises or decides to merge with any other body in or outside of Ethiopia. This includes any arrangement with the synod in Ethiopia, thus the affiliation of the Church with the Synod in Diaspora would cease to exist upon such a development.

#### Pastoral Care

Ordained, qualified, and certified Ethiopian Orthodox Tewhado Church priests, monks and deacons will guide the spiritual and religious affairs of the Church. The qualifications of the priests, monks and deacons, with a calling to serve our congregation, have to be confirmed by the Synod. The recommendation for the assignment of the priests, monks and deacons to service our congregation shall be placed before the Synod by the Board and the Ethiopian Orthodox Diocese of Alberta and British Columbia.

#### Language of Service

The languages of worship in the Parish shall be those that meet the needs of the congregation so that the members may understand the proceedings.

#### ARTICLE 5

## PURPOSES AND OBJECTIVES

The purposes and objectives of the Church are to:

- Meet the spiritual and religious needs of the congregation by providing opportunities for the members to gather together to attend church services, worship God, hear sermons and exercise their religious tenets, doctrines and observances in accordance with the teachings and beliefs of the Ethiopian Orthodox Tewhado Church.
- Strengthen and advance the Ethiopian Orthodox Tewhado religion in the community by supporting the preaching of the teachings and religious tenets, doctrines and observances of the Church.
- Advance the Ethiopian Orthodox Tewhado religion by establishing and maintaining a house of worship with services conducted in accordance with the tenets and doctrines of the Church.
- Advance the Ethiopian Orthodox Tewhado religion by providing religious programs, bible studies, workshops and religious instructions for children, youth and adults.
- Build and maintain churches, chapels, schools and such other religious, educational and benevolent institutions to better meet the evolving spiritual and religious needs of its members.
- Provide charitable aid and benevolent services to the needy.
- Support pastoral care and counselling services for members, families, children, seniors and new immigrants.
- Be prepared to accept into the fellowship of the Church all persons who desire to learn or follow the teachings and beliefs of the Church.

## ARTICLE 6

### Location of the Church

The Church is located at 11403 - 124 Street in Edmonton, Alberta.. The Church building also includes an office used to manage its affairs. The office is located inside the church perimeter and has a street address of 11409 – 124 Street, Edmonton, Alberta.

## ARTICLE 7

### ORGANIZATIONAL STRUCTURE

#### Structure

The Church has the following bodies:

The Congregation is comprised of all members who are members in good standing in accordance with these bylaws, and is the highest administrative authority.

The Congregation shall elect a Board of Directors (the “Board”). The function of the Board is to manage, on behalf of the Congregation, the day-to-day activities of the Church.

The election of the Board shall be conducted in accordance with these bylaws.

The Board shall select the Executive Church Council and Officers in accordance with these bylaws.

The Ecclesiastical Council composed of all priests and deacons, shall advise the Board on matters of religious teachings, tenets, doctrine, worship and observances.

The Committee of Elders shall advise and assist the Board in resolving disputes and providing social and spiritual guidance to the congregation.

### Governing Authority

The Congregation of the Church, through its own bylaws, and subject only to the laws of the land, has the complete governing authority of the Church. It reserves the exclusive right to determine who shall be members of the Church and the conditions of such membership. The Church is subject to the control of no other body except as specifically stated in these bylaws.

### Administration Manuals

The Board shall create and maintain a policy and procedures manual and will implement such policies as may be required for the good management of the Church. The Board must maintain the following specific, written policies:

- Finance and Budget Policy;
- Property Management and Maintenance Policy;
- Health, Safety and Security Policy;
- Compensation and Staff Development Policy;  
and Accounting Policy and Treasurer's Handbook.

The Board may develop such further and other policies as it deems fit.

### Attorneys

The Board may appoint one or more attorneys for the transaction of the Church business.

### Seal

The Seal of the Church shall be in the form approved by the Board.

### Rules of Procedure

The rules of procedure to be followed for meetings and to conduct business, which are not specifically stated in the Church bylaws, shall be those as stated in Robert's Rules of Order.

In summary, meeting procedures will be as follows.

1. Discussions at either the Congregation or the Board meetings must adhere to the meeting agenda distributed in advance.
2. A participant can only address the meeting when recognized by the chair.
3. Discussions will only deal with one agenda item at a time.
4. Once an agenda item has been discussed and voted on, it cannot be revisited during the same meeting.
5. Agenda items will be voted on once a question is called and agreed on.
6. Decisions on agenda items can be made by a majority vote of the eligible members present, unless otherwise indicated in these bylaws.

#### Fundraising Authority

The Board must approve all fundraising initiatives undertaken by any committee or group in the name of the Church. The Board will designate a financial officer in connection with any fundraising initiative. Upon the completion of the fundraising initiative, the financial officers shall submit a complete and written report to the Board.

#### ARTICLE 8

##### THE HOLY SYNOD, BYLAWS AND PROVINCIAL STATUTE

The Holy Synod in its bylaws and Constitution, promises to operate according to the Holy Scriptures. Those Scriptures clearly instruct all who follow the Ethiopian Orthodox Tewhado faith to honor the authority and laws of the Holy Synod.

The Church will recognize the authority of the Holy Synod and accept orders and instructions on religious teachings, tenets and doctrines.

The Board and the Head Priest will inform the Synod, of Church developments and issues on a regular basis. The Head Priest of the Church or his delegate and a representative from the Board when invited will participate in all Holy Synod conferences.

The Church will make an annual financial contribution to the Holy Synod as determined by the Board.

In the event that the Church shall make a final decision to sever its affiliation with the Holy Synod in Diaspora, the Church shall be deemed to hold title and retain ownership of all Church property, both real and personal, for the use and benefit of the congregation.

#### ARTICLE 9

##### THE DIOCESE OF ALBERTA AND BRITISH COLUMBIA

The Diocese of Alberta and British Columbia (“the Diocese”) is by canonical and historical right under the supreme spiritual, Ecclesiastical and canonical jurisdiction of the Patriarchate of the Holy Synod in Diaspora of the Ethiopian Orthodox Tewhado Church.

The Diocesan Bishop, who by virtue of his Episcopal consecration and canonical appointment by the Synod, governs the Diocese.

The Church is a member of the Diocese of Alberta and British Columbia.

## ARTICLE 10

### MEMBERSHIP

Any person is welcome to attend the Church and worship in accordance with the rites of the Ethiopian Orthodox Tewhado faith. Membership in the Church is governed in accordance with these bylaws.

The number of members may have to be limited by the Board in accordance with the physical capacity of the Church building as determined from time to time by the Edmonton Fire Department.

An application to become a member of the church can be made by a person who fulfills the membership criteria in accordance with these bylaws.

#### Register of Members and Proof of Membership

The Board will maintain a Register of Members and the Register will include the member's original application form, the member's current contact information, the date on which the person is admitted as a member; the date on which the person ceases to be a member; and annual proof of the payment of membership fees. The Board shall issue a Membership Card to each member indicating the member's name and proof of payment of membership fees.

#### Admission of Members

All prospective members must apply for membership in accordance with these bylaws.

#### Requirements of Applicants for Membership

Be a citizen or permanent resident of Canada, or is a person lawfully allowed to live in Canada.

Be a resident in the City of Edmonton or the surrounding area as determined by the Board.

Be at least 18 years of age and of good character as determined by the Board.

Demonstrate allegiance to the Ethiopian Orthodox Tewhado faith as determined by the Board.

Recognize the authority of the Holy Synod, the Patriarch and acceptance of these bylaws.



Agree to volunteer his or her time and effort to the mission and objectives of the Church.

Pay the annual membership fee, as determined by the Board, pro-rated to December 31<sup>st</sup> of that year.

### Members in Good Standing

In order to be a member in good standing, an individual must pay his/her fees within Ninety (90) days of the beginning of each calendar year or by the date set by the Board, whichever comes first, participate in the work of the Church to the best of his/her ability and not be subject to any proceedings with respect to the suspension or termination of membership.

### Right of Members

All members in good standing are entitled to:

Attend all services of worship at the Church.

Receive notice of all meetings of the Church.

Nominate others or be nominated for positions of leadership, Committee or committees of the Church provided that he/she has been a member of the church for at least one year.

Attend all meetings of the Church.

Speak at any meeting of the Church.

Exercise other rights and privileges given to Members in these bylaws.

### Responsibility of Members

All members have an obligation to participate in the mission, objectives and activities of the Church to the best of their abilities and in particular must:

Attend the Annual General Meeting of the Congregation.

Attend Special General Meetings of the Congregation.

Attend regular Church services.

Pay their membership fees regularly.

Volunteer time and effort to the activities of the Church.

Adhere to the teachings of the Ethiopian Orthodox Tewhado faith.

Remain respectful of Church leaders and their fellow members of the congregation.

Adhere to the bylaws of the Church and the policies of the Board.

Assist others, especially children, in learning the Ethiopian Orthodox Tewhado religion, the Ethiopian language and to value their culture and heritage.

Conduct their own personal lives in a manner that is morally and ethically governed by Orthodox Christian values and secular law.

#### Suspension of Membership

The Board, at a special meeting called for that purpose, may suspend an individual's membership for not more than 3 months for one or more of the following reasons:

Failure to abide by the bylaws of the Church;

Disloyalty to the Church;

Disruption of meetings, services or other functions of the Church; or acting in a manner judged to be harmful to the Church.

The affected member will receive at least 2 weeks written notice, to be sent to the member's last known address, by registered mail, informing the member of the date, time and place of the special meeting, the reasons for the meeting, the opportunity to appear and to be accompanied by another person if he/she wishes.

The Board, after hearing from the affected member, shall deliberate and make a decision with respect to suspension. The decision of the board is final.

Suspension does not preclude a member from attending the Church to worship unless specifically provided for in the decision of the Board.

#### Termination of Membership

A member may terminate membership by sending or delivering a written notice to the Secretary or President of the Board. Once the notice is received, the member's name is removed from the register of members.

A member in good standing, who wishes to unite with another Church, may request the Head Priest to send a letter to the new Church affirming the member's status to date.

A member will be deemed to have terminated membership if membership fees are not paid by December 31<sup>st</sup> of each calendar year or if the member joins another Church.

The Board will advise members, whose membership status is in jeopardy of being terminated, in writing, about the status of their membership and give them at least one month to indicate, in writing, why their membership should not be deemed to be terminated. In the absence of an acceptable explanation, the Board will terminate the membership and remove the names of the individuals involved from the register of

members. The decisions of the Board will be duly entered in the Board minutes and reported to the Congregation at the next general meeting.

The Congregation, at a special general meeting called for that purpose, may terminate an individual's membership for one or more of the following reasons:

Failure to abide by the bylaws of the Church;

Disloyalty to the Church; or

Acting in a manner judged to be harmful to the Church.

The affected member will receive at least 2 weeks written notice, to be sent to the member's last known address, by registered mail, informing the member of the date, time and place of the special general meeting, the reasons for the meeting, the opportunity to appear and to be accompanied by another person, if he/she so wishes.

The Congregation, after hearing from the affected member, shall deliberate and make a decision with respect to termination. Termination of membership can occur only if it is demonstrated that faithful efforts have been made to bring the affected member into repentance and amendment using the principles set forth in Matthew 18:15-17. The decision of the Congregation is final.

Termination of membership does not preclude an individual's right to worship in the Church unless specifically provided for in the decision of the Congregation.

#### Restoration

Any member whose membership has been terminated may re-apply to the Board for new membership after a period of 3 months. The Board shall take into consideration any evidence of repentance and reformation and allow or dismiss the application with any conditions deemed appropriate. If the application is approved, the member becomes a new member in accordance with these bylaws.

## ARTICLE 11

### MEETINGS

There shall be two kinds of regular meetings of the Congregation: special general meetings and the annual general meeting. An extraordinary meeting may be called in accordance with these bylaws.

All meetings will be presided over by the President or, in his absence, by the Vice President.

A meeting of the Congregation may be adjourned with the consent of the majority of the members present at the meeting. The adjourned meeting may be reconvened within 30 days on a subsequent date agreed to by the Congregation, or beyond 30 days with notice in accordance with the provisions below.

Unless a motion requires a special resolution, all motions are decided by majority vote of the members present.

Unless specifically provided for in these bylaws, all meetings are governed by Roberts' Rules of Order.

### Special Meetings

Each special meeting shall be held at a place and time to be determined by the Board. The Board will determine the agenda for the meeting.

The Board shall call a special general meeting if five (5) members of the Board make a written request or if two-third (2/3) of members in good standing sign a written request. The written request must state the reason for the special general meeting and provide a draft of proposed motions for discussion at the meeting.

Written notice shall be sent to the last known address of all members, at least 14 days in advance of the special meeting and such notice will include a copy of the agenda for the special meeting. The notice of the special meeting will also be posted in the Church building in the place reserved for such notices.

Only the matters set out in the agenda for the special general meeting are to be considered at the meeting.

Quorum for the transaction of business at the special general meeting shall consist of a majority of the Board plus 50% of members in good standing as of December 31<sup>st</sup> in the corresponding calendar year.

### Annual General Meeting

The Annual General Meeting (AGM) shall be held annually, on the last Sunday in October of each calendar year. The Board shall determine the time and place.

Written notice shall be sent to the last known address of the members, at least 21 days in advance of the AGM and such notice will include a copy of the agenda for the AGM. Notice of the AGM will be given by the Priest at the Divine Liturgy on the 2 consecutive Sundays preceding the date of the meeting and will be published in the parish bulletin for those 2 consecutive Sundays. The notice of the AGM will also be posted in the Church building in the place reserved for such notices.

Quorum for the transaction of business at the AGM shall consist of a majority of the Board plus 50% of members in good standing as of December 31<sup>st</sup> of the corresponding calendar year.

The Agenda for every AGM shall include the following items of business:

Adoption of the Agenda;

Adoption of the Minutes of the last AGM;

Review and Adoption of the Audited Financial Statements;

Elections to the Board, if required;

New Business; and

Appointment of Audit Committee members.

#### Extraordinary Meetings

If quorum is not reached for any general meeting, the Board may resolve to proceed by calling an extraordinary meeting to take place immediately or at a date within 30 days of the originally scheduled meeting. Business transacted at an extraordinary meeting scheduled due to a lack of quorum has the same weight as any business transacted at any general meeting.

### ARTICLE 12

#### ADMINISTRATION

The Church shall be administered by a Board ("Board"), an Ecclesiastic Committee and by Executive Church Council with each group having clearly defined jurisdictions.

#### BOARD

##### NUMBER AND QUORUM OF DIRECTORS

There shall be nine (9) Directors on the Board. Eight (8) of the directors are to be elected by members of the Church or appointed by the Board to fill vacancies as provided for in these bylaws. The Head Priest of the Diocese or designate shall be the 9th voting member of the Board subject to conflict of interest, code of conduct and work ethics.

Two-third (2/3) of the board members shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum of the directors is present, a majority of the directors present may reschedule the meeting and provide notice thereof, but no other business may be transacted.

##### QUALIFICATION AND ELIGIBILITY

Members of the Board shall be elected and removed in accordance with these bylaws.

##### TERM OF OFFICE

Directors shall be elected to serve 3-year terms.

##### COMPENSATION

Except the head-priest and other clergy, as determined by the Board, none of the members of the Board or committee members shall receive compensation or honoraria for the work they do for the church but may be compensated for out-of-pocket expenses.

## ELECTION OF DIRECTORS

All Board members shall be elected by the voting members of the Congregation.

Pending the approval of the Congregation at the AGM, up to a maximum of two (2) directors from the outgoing board may be asked to serve a second term, should they be nominated by the election committee and accept the nomination. Re-elected directors may only serve up to the maximum of two (2) consecutive three (3) year terms, including the first 3 year term they already served.

## APPOINTMENT AND REMOVAL

Directors may resign from office by giving 1 month's notice in writing. The remaining Directors may determine whether the resignation takes effect immediately or on the effective date of the notice.

The Congregation, by a majority vote of the members, at a special general meeting called for that purpose, may vote to remove a Director for causes including but not limited to:

Failure to abide by the bylaws of the Church;

Not attending more than half of the regular meetings during a one year period;

Disloyalty to the Church; or

Acting in a manner judged to be harmful to the Church.

The affected Director will receive at least 2 weeks written notice, to be sent to the Director's last known address, by registered mail, informing the Director of the date, time and place of the special general meeting, the reasons for the meeting, the opportunity to appear and to be accompanied by another person, if he/she so wishes.

The Congregation of members, after hearing from the affected Director, shall deliberate and make a decision with respect to removal.

## VACANCIES

If a vacancy on the Board occurs due to resignation or removal, the Board shall receive nominations from the Head Priest based on recommendations from the Standing Committees and shall choose an individual to serve the remainder of the corresponding term. If the position will be vacant for less than three months, the vacancy will not be filled and the remaining board members will fulfill that Director's obligations.

## RIGHT OF INSPECTION

Every Director shall have the absolute right, upon reasonable notice, to inspect all books, records, and documents of every kind and to inspect the physical properties of the Church for a purpose reasonably related to the Director's duties and responsibilities.

## DUTIES AND RESPONSIBILITIES

The Board shall manage the affairs of the Church on behalf of the Congregation and may exercise all powers and do all things as may be exercised by a corporation in effectively pursuing the purposes and objectives of the church. The Board shall oversee the spiritual life and stewardship of the Church including outreach, evangelism and social action initiatives.

The Board shall set the policies governing the achievement of the purposes and objectives of the Church, including policies related to administrative, financial and record management. The Board may create committees to assist it in the good management of the Church.

The Board shall oversee the work of the Church's committees and groups by providing guidance and assistance as required, by fostering communication between the Church's committees and groups and the Congregation, by ensuring that all committees and groups are fulfilling their mandates, and by receiving, reviewing, and acting upon reports and decisions from committees and groups.

The Board shall act as the Court of the Pastoral Charge, receiving and judging petitions and appeals from the Congregation and submitting them to the EOTC Administrator in Canada, Dioceses and Holy Synod as appropriate.

The Board is responsible to and shall report to the Congregation, on the activities of the Church. The board will also make the necessary financial contribution to the Office of the Synod as deemed necessary.

Upon the completion of his/her term of office, a Director shall prepare a Catalogue or Inventory of all Church property or documents in his possession and return this property and documents with the Catalogue to the succeeding Board at the earliest possible opportunity. The Chair of the succeeding Board will issue a written receipt to the departing director.

## POWERS OF THE BOARD

The Board shall have the custody and control of all the property, real and personal, belonging to the Church including all of its revenue, and shall administer the same strictly in accordance with the laws of the Province of Alberta, relevant federal government acts, and the bylaws of the Church.

The Board may create standing and *ad hoc* committees to address any issues that require the attention of the Board. The Board, in consultation with the Head-Priest shall appoint the members of these committees for a definite or indefinite term. Subject to these bylaws, the Board may designate the chair of the committee or indicate that the committee shall select its own chair at its first meeting. The Board may also revoke standing and/or *ad hoc* committees as required.

The Board may confer special honors and awards as deemed necessary.

Subject to the law of Alberta, the bylaws of the Church and the direction of the Congregation as formally expressed through meetings of the Church, the Board shall establish the policies of the Church. Such policies shall include those concerned with priorities, personnel and financial and operating procedures. Without limiting the generality of the foregoing, the Board shall have the following powers:

To hire, discipline and discharge an employee, including priests and deacons in consultation with the Congregation and Bishop of the Diocese;

To delegate any powers of the Board to the Executive Church Council;

To adopt, make and use a corporate seal, and to alter its form from time to time as deemed appropriate;

After consultation with and approval of the Congregation at an appropriate meeting, to borrow money, solicit financial assistance, and incur indebtedness for the purposes of the Church, and to cause to be executed and delivered, in the corporate name, promissory notes, trust proceeds, designated gifts, bonds, debentures, and deeds of trust, mortgages, pledges, and securities;

To approve and revise an annual budget of the Church; and

To exclude any board member from a board meeting when conflicts of interest arise;

## REGULAR MEETINGS OF THE BOARD

Regular meetings of the Board shall be held at least four times a year at a place, date and time to be determined by a simple majority of the Board.

The President, on the request of a majority of the Board, may call a special meeting of the Board, at any time, upon notice in accordance with these bylaws.

Notice of regular and special meetings of the Board shall be given to each member of the Board at least 10 days in advance.

If resolutions of the Board require formal motions, the President may vote. If a tie-vote occurs on any motion at a Board meeting, the motion shall be tabled to the next meeting;



if a tie-vote occurs a second time, the President shall cast an additional vote to break the tie.

Official minutes of all Board Meetings shall be recorded. Minutes from the previous Board meeting shall be read and approved at each meeting.

## ADJOURNMENT OF MEETINGS

A majority of the Board members in attendance at meetings may adjourn any Board meeting to another time and place. If the meeting is to be reconvened within 48 hours, notice of the time and place, need not be given to absent Board members. If the meeting is to be reconvened more than 48 hours later, notice must be given to all members of the Board.

## RESOLUTIONS WITHOUT A MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to proceeding by telephone or electronically. The agreement to proceed without a meeting must be unanimous. Any resolution to act must be passed by a majority of Directors. The Resolution will be confirmed and attached to the Minutes of the next regular meeting of the Board.

## ARTICLE 13

### OFFICERS

The Officers of the Church shall consist of a President, Vice-President, a Secretary, a Treasurer, a Finance Officer, a Public Relations Officer, a Curator and 1 member at large.

At the first meeting of the Board, following the Annual General Meeting, the Board shall assign each Director to one of the officer positions. The assignments shall be made by consensus. In the absence of consensus, the Directors shall nominate Directors to specific positions and the remaining Directors will choose the officer by majority vote.

The term of office commences at the end of the first meeting of the Board, following the Annual General Meeting.

Every incumbent officer must prepare a written inventory of all church files and documents in his possession or control before he hands over the position to the new officer.

### DUTIES OF OFFICERS

The duties of the President include:

- Call and preside over meetings of the Board;
- Coordinate the activities of the Board and to coordinate the conduct of the Board's business;

- Follow-up on the work of the Board to ensure effectiveness;
- Represent the Church to other groups inside and outside the Church;
- Facilitate communication amongst Board members;
- Encourage inter-committee communications, as appropriate;
- Serve as a signing officer for the Church;
- Preside over meetings of the Congregation;
- Supervise the performance of the members-at-large; and
- Perform other duties as required by the Board or the Congregation.

The duties of the Vice-President include:

- Assist the President with respect to all of the duties of the President and to act in the capacity of the President if the President is unable to act; and
- Perform other duties as required by the Board or the Congregation.

The duties of the Secretary include:

- Ensure that all business of the board is duly recorded in minutes;
- Receive and distribute correspondence to the Board and to ensure that correspondence is duly executed;
- Prepare the agenda for meetings of the Board and of the Congregation in consultation with the President;
- Ensure timely notice of meetings and circulation of minutes;
- Ensure preparation of the Church's annual report;
- Serve as a signing officer for the Church;
- Safeguard the church's documents, books and correspondence;
- Write the minutes, including a record of all matters discussed and resolutions passed, of all meetings of the Congregation and to have them approved and signed by all members of the Board;
- Facilitate the issuance of membership identification and to safe keep all membership applications;
- Keep the master key to the Church, keys to the mail box and safeguard stamps and corporate seal; and
- Perform other duties as requested by the Board.

The duties of the Treasurer include:

- Maintain a record of receipts, disbursements, bank balances and investments of the Church;
- Maintain an up to date list of members along with their membership fee status;
- Maintain the accounting system, make deposits and write cheques for all matters necessary for the daily operation of the Church;
- Comply with Church policies as stipulated in the Accounting policy and Treasurer's Manual for the Church; and
- Perform other duties as requested by the Board.

The duties of the Finance officer include:

- Prepare monthly financial statements for the Board and for the benefit of the Finance Committee;
- Prepare financial reports for audit purposes;
- Present financial reports to the Annual General Meeting;
- Prepare and submit annual financial reports including the Registered Charity Information Return (T3010E) and returns required by the Canada Revenue Agency;
- Ensure that proper withholdings are done in connection with employees and to remit it to the Canada Revenue Agency on a timely basis;
- Prepare T4 and any other information slips and returns required by the Canada Revenue Agency;
- Preside over meetings of the Budget and Finance Standing Committee; and
- Perform other duties as requested by the Board.

The duties of the Curator include:

- Take necessary care to protect all property – real and personal – belonging to the Church;
- Appraise and record all donated or purchased personal property;
- Maintain a record of all personal property valued at more than \$50.00 and disposed of by the Church;
- Preside over meetings of the Property Maintenance, Health and Security Standing Committee; and
- Perform other duties as requested by the Board.

The duties of the Public Relations Officer include:

- Make efforts to inform the public about our church and to invite them to visit;
- Work with committee members strive to make the church a welcoming, friendly, and hospitable place for all those who come through our doors;
- Inform the members and the public in general of church functions and activities through the use of high quality brochures, flyers, and informational packets, and to disseminate information essential to the success of the church's programs, using various media;
- Develop and maintain a website;
- Preside over meetings of the Events, Volunteers and Stewardship Standing Committee; and
- Perform other duties as requested by the Board.

The duties of the Member-at-large include:

- Represent the general membership on issues of interest or concern;
- Organize and execute projects to further the goals of the organization and to develop services for the membership;
- Assist with the publication of church bulletins, newsletters and magazines;
- Assist with conference and meeting planning and production of documents; and

Perform other duties as requested by the Board.

## ARTICLE 14

### NOMINATING COMMITTEE

The Head-Priest and the Board shall identify five (5) persons and the congregation appoints a nominating committee of three (3) persons two months before the date set for the AGM.

The nominating committee shall solicit recommendations from the Congregation for the Board of Directors.

While giving consideration to the recommendations of the Congregation, the nominating committee shall prepare a list of nominees for the Board.

This list shall be prepared in prayerful consideration of the necessary skills and qualifications for church officers. The committee shall present the list of the nominees to the Head-Priest and Board at least twenty one days prior to the Annual General Meeting.

The number of nominees may exceed the number of positions available on the Board of Directors.

The Head Priest shall present the list of nominees to the Congregation at the annual general meeting. Nominations will not be accepted from the floor.

A ballot will be distributed to the Congregation and the Congregation shall vote on each of the nominees. The nominating committee shall designate persons to collect and count the ballots. The votes shall be counted *in camera*. The nominees obtaining the most votes shall be declared elected to the Board.

### TAKING AN OATH TO ABIDE BY THE BYLAW

All elected and appointed members of the Board shall be sworn in before the Head Priest prior to assuming their duties and responsibilities.

## ARTICLE 15

### EXECUTIVE CHURCH COUNCIL (ECC)

#### COMPOSITION

The Executive Church Council shall have nine (9) members consisting of the Head-Priest, two Directors as designated by the Board, and one representative from each standing committee.

#### MEETINGS

Regular meetings of the ECC shall be held at least once a month as determined by the Chairman. The Chairman or designate shall call a meeting of the ECC within 30 days of

the AGM and a schedule of meetings, to the date of the next AGM, shall be determined at that first meeting.

Upon the written request of at least 3 members of the ECC, the Chairman shall call an extraordinary meeting to be held within 15 days of the request.

If an emergency arises, the Chairman or designate of the ECC may call an extraordinary meeting.

All members of the ECC are entitled to vote.

Quorum consists of the Head Priest, the Vice-President or the Finance Officer and one other voting member of the ECC.

## DUTIES OF THE EXECUTIVE CHURCH COUNCIL

Between meetings of the Board, the ECC shall manage and conduct routine business for and on behalf of the Board.

The Executive Church Council will work with all standing and *ad hoc* committees to ensure that each committee understands and endeavors to meet its mandate.

The ECC shall implement the plans and programs that have been approved and or requested by the Board.

The ECC shall maintain a record of weddings, baptisms, funeral services and other rites and shall issue certificates as required and authorized.

The Board may from time to time delegate to the Executive Church Council such powers, as it deems proper, provided that the Board shall not delegate the power to decide matters of policy.

The ECC shall provide a written report to the Board of its activities at every regularly scheduled Board meeting and this report shall be attached to the minutes.

The ECC shall cause a physical inventory of all Church property to be made during the last two weeks of May each year.

## ARTICLE 16

### ECCLESIASTICAL COUNCIL

#### COMPOSITION

The Ecclesiastical Council shall be composed of all the priests (including assistant priests), deacons, ushers and choir representative(s) of the Church. The Head Priest shall

be the head of the Council. In addition to such number, the President of the Board is a non-voting member of the Council.

## POWERS OF THE ECCLESIASTICAL COUNCIL

The Council shall have jurisdiction over matters of doctrine and worship except where such matters impact on administration, in which case the matter will lie within the jurisdiction of the Board. If there is a question as to whether a certain matter is an administrative or spiritual one, the Congregation will decide at either regularly scheduled meeting or a special meeting of members called for that matter.

The work of the Ecclesiastical Council includes envisioning, creating, planning, preparing and implementing meaningful and faithful worship for our members and the wider community.

The Council will discuss ways our services can reflect EOTC ideas while remaining a constant occasion for encounter with the living God. The Council will work closely with the other committees, staff and members to achieve this.

Under no circumstance will the Council have the power to change the affiliation, governance structure or any financial dealings with a third party without the approval of the Board.

The Ecclesiastical Council will be subject to these bylaws, the bylaws of the Synod, the canonical laws of the Ethiopian Orthodox Tewhado Church and to any relevant federal or provincial legislation.

## DUTIES OF ECCLESIASTICAL COUNCIL MEMBERS:

Participate in both long range and detailed planning of services guided by established practices and the EOTC liturgical calendar;

Recruit ushers, scripture readers, communion servers, and others for support roles in the church services;

Support the church choirs to enhance our worship experience through song, and to manage the children's choir, guest church singers, special performances, and maintenance of our Book of Songs and song library;

Maintain an appropriate sanctuary and chapel environment, selecting liturgical hangings, layout and seasonal decoration for ordinary and special services;

Research and implement new ideas for EOTC teachings, workshops and songs that add depth and breadth to our worship experiences; and

Coordinate with other committees on items of mutual interest to be highlighted during our services such as educational themes, outreach projects, and caring concerns

## ARTICLE 17

### HEAD PRIEST

The Head-Priest of the Church holds his office by virtue of his appointment by the Diocesan Bishop and the Holy Synod.

In the event of any disagreement or conflict involving the Head Priest, the matter should first be referred to the Committee of Elders. If not resolved, it shall be referred to the Board. If the Board, in consultation with the Congregation, cannot resolve the conflict, the matter will be referred to the Synod for final resolution.

The Head Priest or his designate shall perform all pastoral and liturgical duties. In addition and in particular, the Head Priest and other members of the clergy look after the decorum of the church, the beauty of its edifice, the establishment of the Church library, the organization and operation of the Church school and takes an active part in the work of the Board, the Executive Council and the Ecclesiastical Council.

All matters concerning his salary, his housing, and his benefits are to be agreed upon between the Board and the Head Priest, prior to his appointment, and may be confirmed or amended at subsequent meetings of the Board with the concurrence of the Head Priest.

No decrease in his salary, benefits, or other compensation may be imposed without the authorization of the Board and the Diocesan Authority.

By virtue of the Apostolic Succession abiding in the Church, which the Priest shares through his ordination, it is his primary responsibility to preach and teach the doctrine of the Ethiopian Orthodox Tewhado Church, and to preside over the celebration of the Holy Sacraments and divine services in accordance with the Tradition of the Church.

The Head Priest will ensure that the life of the parish as a whole is guided and directed toward spiritual and not secular ends.

## ARTICLE 18

### AD HOC SERVICE (VISITING PRIESTS)

The Church may invite Priests and Bishops from other churches on special occasions. The decision to invite a visiting priest shall be discussed at a meeting of the Board. Taking the Board discussions into account, the Head Priest shall propose to the Diocese that a visiting priest be authorized. The Diocese shall make any decision to authorize a visiting priest.

The Board will address any issues related to the employment or the assignment of a visiting Priest.

From time to time, Priests, Monks and Deacons, who happen to be in Edmonton , may request to join the Church's liturgical programs and may ask permission to teach God's words at the Church. The Board in consultation with the Head Priest shall consider such

requests and if approved, will request the visiting cleric to execute a Consent Form before participating.

The visiting cleric must agree:

- To sign a Consent form;
- To recognize that the names of the Patriarch and Bishops, as stated in this bylaw, have to be mentioned at the Sunday liturgy;
- That no compensation will be provided for such services unless the Board has approved the payment of an honorarium;
- To be punctual with respect to his attendance; and
- That they will refrain from any inflammatory remarks.

#### Payment of Honoraria and Expenses

The Board will consider the payment of an honorarium to visiting clerics on a case-by-case basis and may also create policy with respect to the amount of such payment. The Board may also consider and agree to the payment of other expenses, including travel, incurred by visiting clerics.

#### ARTICLE 19

##### THE AUDIT COMMITTEE:

The Audit Committee shall consist of three (3) members.

Persons with experience in auditing, who are not members of the Church, may be invited to be a member of the Committee without vote. Such member or members may be invited by the Board to serve for such terms as the Board may approve on nomination by the President and recommendation by the Committee.

The Audit Committee shall meet when the committee deems appropriate to receive reports of the internal and independent auditors of the Church.

The Audit Committee is expected to meet at least twice during the fiscal year.

The Audit Committee members will be confirmed at the AGM annually.

The Audit Committee shall report their findings directly to the members at the AGM.

The Audit Committee shall review the Treasurer's accounting and shall verify the Treasurer's reports made to the Annual General Meeting, the Executive Committee and the Board.



The Audit Committee shall have access to the Church records at all times. Neither the Audit Committee nor the Auditors may remove the Church records from the business office of the Church.

The Audit Committee shall review and approve the auditors' annual report prior to the submission of the report to the Congregation. Each member of the audit committee shall indicate approval by a signature on the auditors' annual report.

The Audit Committee may make recommendations, to the Annual General Meeting, regarding changes in the method of the keeping of the Treasurer's accounting.

The church and its leadership have a stewardship responsibility to see that the available resources are used in the service of Church and in the manner designated by the church leadership and the Congregation.

The Audit Committee shall also review the practices and procedures in use and make constructive suggestions when necessary.

## ARTICLE 20

### STANDING COMMITTEES

#### GENERAL

There shall be six (6) standing committees: (1) Budget and Finance, (2) Education and Pastoral Care, (3) Events, Volunteers and Stewardship and (4) Property Maintenance, Health and Security (5) Sponsorship and (6) Social Welfare

The President of the Board or delegate can attend any of the Standing committee meetings and comment on discussions. He/She has no voting rights.

The standing committees will meet at least six times a year.

#### BUDGET and FINANCE

The budget and finance committee shall consist of the finance officer, the treasurer, and three other persons chosen by the Board.

The finance officer shall chair this committee.

This committee shall meet at least every two months to review the financial information and statements of the Church and to conduct any other required business.

The committee will present a draft budget proposal to the BOARD by the 1<sup>st</sup> of July for the following fiscal year.

The Board shall consult with all other committees, standing and ad hoc, as well as interested individuals and will recommend a draft budget to the Board by August 1.

The Board shall take into consideration the previous receipt and disbursement record, growth experienced during the fiscal year and anticipated in the upcoming fiscal year, and any other factor affecting the income or expenses of the Church.

The Board shall approve a draft budget to be presented to the Congregation at the AGM and the Congregation must approve the final version of the Budget

The Annual Church Budget shall serve as a guide for the expenditure of funds in all areas of the Church's ministry. Expenditures in excess of the budget by the Board or Committees require the approval of the Board. The Board may approve the expenditure of funds, for budgeted items that exceed the Budget amount, as long as these expenditures are consistent with the needs of the church, the recent financial position of the church, and the extent of funds on hand.

Items not addressed or identified in the Budget require the approval of the Board, regardless of amount.

The board may decide that expenditures not addressed in the budget must be addressed by the Congregation.

#### EDUCATION AND PASTORAL CARE STANDING COMMITTEE

The Education and Pastoral Care Standing committee will include the Head Priest, one delegate from the Board and three individuals designated by the Board.

This standing committee will be responsible for the design and implementation of the Church's Youth and Adult education programs.

With the approval the Board this standing committee can have subcommittees to deal with children's services issues, and education and development of the younger generation.

The Committee works with the Ecclesiastical Council in developing two or three special programs each year, usually involving a distinguished visitor who leads a program on Saturdays and participates in the Church service on Sundays.

This standing committee supports the Head Priest in addressing the needs of the congregation.

The standing committee will draft its own further terms of reference that shall be approved by the Board.

#### EVENTS, VOLUNTEERS AND STEWARDSHIP STANDING COMMITTEE

The Events, Volunteers and Stewardship standing committee will include five members, appointed by the Board.

The Committee will help coordinate and prepare the set-up and cleanup for church services, including, the service of meals for members and visiting guests.

The standing committee will draft its own further terms of reference that shall be approved by the Board.

## PROPERTY MAINTENANCE, HEALTH AND SECURITY STANDING COMMITTEE

The Property Maintenance, Health and Security standing committee will include five members, appointed by the Board.

The committee shall be responsible for:

- The care and maintenance of the church building and the grounds;
- The supervision of repairs;
- The purchase of supplies, all within budgetary limitations; and
- The management of rental inquiries and any other tasks to be assigned by the Board.

## SPONSORSHIP COMMITTEE

The Sponsorship committee will include three members appointed by the Board.

The committee shall be responsible for managing the church sponsorship program which includes but not limited to:

- Liaison with Canada Immigration and Citizenship department and establish church sponsorship quota
- Pre-screen qualified sponsorship applicants
- Review and submit sponsorship applications

## SOCIAL WELFARE COMMITTEE

The Social welfare committee will include five members appointed by the Board. This committee shall be in charge of activities including, but not limited to food preparations and arrangements of hotel accommodations and transportation for church guests.

It shall coordinate the annual Medhane Alem feast and weekly coffee/tea services, while ensuring that the monthly rotation of food and beverage preparers and servers is properly schedule and coordinated.

The committee shall also perform, if necessary, other related functions in cooperation with other committees.

The standing committee will draft its own further terms of reference that shall be approved by the Board.

## ARTICLE 21

### AD HOC COMMITTEES

The Board or the Executive Church Council, may create *ad hoc* committees from time to time and will assign members to the *ad hoc* committees. Each *ad hoc* committee will choose its own chairperson.

The Board or the Executive church council, shall set the terms of reference for each *ad hoc* committee.

The Board or the Executive church council, may revoke an *ad hoc* committee at any time.

## ARTICLE 22

### USHERS

The Ushers are members of the Church who act as church ushers, greeters at the door, church collectors, and assist the Priest during services in any capacity or matters so requested by the priest.

The Ecclesiastical Council nominates ushers and in conjunction with the Board shall submit the names to the Diocese. The Diocese will then appoint the Ushers to serve for a term of 1 year. Ushers can be re-appointed.

## ARTICLE 23

### COMMITTEE OF ELDERS

The Committee of Elders has no administrative power under this bylaw. The purpose of the committee is to provide advice to the leadership of the Church as follows:

- Provide advice and information on traditional knowledge, cultural and spiritual values.
- Provide traditional knowledge on governance as related to dispute resolution governance and structures.
- Provide leadership and guidance in the promotion, development and unity in the church based on relevant Ethiopian Orthodox Tewhado Church teachings and cultural and traditional values.
- Provide advice and information on traditional mechanisms and resource management.
- As required, evaluate the issues raised by a resolution and prepare an oral or written report to be presented at the Annual General meeting of the Congregation or the Board.

### Structure and Membership

The Committee of Elders will consist of three (3) elders who are chosen by the Head Priest, in consultation with the Board. The selection of elders shall be made by consensus. In the absence of consensus, the Head Priest and the Board shall identify five (5) nominees and present to the Congregation. The Congregation shall elect three (3) people from the nominees at the general meeting called for that purpose.

The members of the Committee will be installed by the Board and will serve for a term of two years.

The Committee will meet as it deems fit and will strive to achieve consensus in its decisions and recommendations. In the absence of consensus, the Committee's deliberations will be reported to the leadership as required.

The Committee can delegate a member to participate at the Board and Ecclesiastical Council meetings to observe discussions.

The Committee may be called upon by the Board to address a specific issue that requires immediate attention.

The Committee of Elders may receive enquiries or requests from the Congregation. The Committee may address such enquiries or requests, with advice and consent of the Board where necessary.

#### Reporting

The Committee of Elders will report on its deliberations at a duly convened meeting of the Board or, if necessary, at the next Annual General meeting.

### ARTICLE 24

#### REAL AND PERSONAL PROPERTY OF THE CHURCH

##### Ownership

The Church is the sole owner of all Church property, assets and funds, except for such property to which the Holy Synod in Diaspora or designate already holds title . All Church property is to be administered by the Board in accordance with the Alberta Religious Lands Act, relevant federal laws, these bylaws, the policies of the Board and the decisions of the Congregation as expressed through motions made at General Meetings.

Disposition or disposal of Church property must be done in strict accordance with the Alberta Religious Lands Act and these bylaws.

### ARTICLE 25

#### CHURCH FINANCIAL AFFAIRS AND ADMINISTRATION

##### Assets

All property shall be held in the name of the Ethiopian Orthodox Tewhado Church Debre Selam Medhane Alem in Edmonton, except as otherwise expressly authorized by the Congregation or the Board, and at all times shall be used to carry out the purposes for which this Church has been established.

##### Offerings

Regular offerings shall be taken at Sunday services and other special meetings as determined by the Board.

Undesignated offerings shall be applied to the Annual Budget.

Special offerings (marriage, baptismal, memorial, etc) shall be specifically identified as to their purpose and shall either be taken separate from regular offerings or provision made for the separating of special offerings from regular offerings by means of issuing separate receipts.

Designated Offerings are at the discretion of the individual. Offerings or portions thereof may be designated, but only to specific categories in the church expenditures (such as building maintenance, renovation, carpet, air conditioning, etc) or other causes approved by the Board. If monthly collections toward the Church Budget are not sufficient to meet all budget commitments, then the Board can apply designated funds towards the Church's budget commitment with a resolution by the Board.

#### Charitable Organization

The Church will continue to maintain its charitable status with the Canada Revenue Agency or its successor. The Board shall continue to acquire the licensing, as set by the Commission, from the Alberta Gaming Commission.

#### Fiscal Year

The church fiscal year shall begin on January 1st and end on December 31st. The Church year (the Ethiopian Calendar) begins on September 12th and ends on September 11th the following year.

#### Location of Records

The Church shall maintain adequate and correct accounts, books, and records of its business and properties. All such books, records, and accounts shall be kept at the address of the Church building or at such other place as the Board may determine and report.

#### Privacy

The Board shall develop policies to help protect personal information by making reasonable security arrangements against such risks as unauthorized access, collection, use, disclosure or destruction.

#### Code of conduct

The Board will provide policies with respect to conduct, confidentiality and other matters as deemed necessary to provide all church authorities, members and employees with guidelines that address matters that may arise in their work or church visits.

#### Access to records

The articles of incorporation, By-laws, and Register of Members are open to inspection by members or the general public during regular Church hours.

Directors may have access to the financial books, accounts and records during regular Church business hours.

#### Tax Receipts for Charitable Donation

The Board shall approve the list of tax receipt recipients, prepared by the Financial Officer, through a resolution adopted by majority vote at a duly constituted meeting.

#### Banking

The Board will determine where the Church's banking business is to be done.

#### Borrowing

For the purpose of carrying out the objectives and work of the Church, the Church may borrow, raise or secure the payment of money in such manner as it sees fit, provided that any such borrowing shall only be made with the prior approval of a 66% majority of the Congregation at a duly constituted meeting of the Congregation.

#### Signing Authority

The President, Vice-President and Secretary shall have signing authority and two signatures are required on every cheque or financial document.

### ARTICLE 26

#### SERVICE FEES

The Board may levy service fees for the performance of services or prayers requested by individuals.

### ARTICLE 27

#### INDEMNIFICATION

##### Directors and Delegates

The Church will indemnify a Director, a former Director or any pro-tem Director against all costs and expenses, including an amount paid to settle an action or satisfy a judgment reasonably incurred by the Director in respect of any civil, criminal, or administrative action, or proceeding to which the Director is made a party to by reason of being or having been a Director or pro-tem Director, if the individual involved acted honestly and in good faith with a view to the best interests of the Church.

## Executive Church Council and Ecclesiastical Councillors

The Church will indemnify any individual appointed or elected to serve on the Board Executive Council or Ecclesiastical Council or any other body created by the Congregation or the Board against all costs and expenses, including an amount paid to settle an action or satisfy a judgment reasonably incurred by the individual in respect of any civil, criminal, or administrative action, or proceeding to which the individual is made a party by reason of being or having acted in the capacity described above if the individual acted honestly and in good faith with a view to the best interests of the Church.

## ARTICLE 28

### DISSOLUTION

The Church may be wound up or dissolved in accordance with the Religious Societies' Land Act and the Alberta Business Corporations Act.

Only the Board may present a resolution to the Congregation at a general meeting to wind up the Church in accordance with the Religious Societies' Land Act and the Alberta Business Corporations Act. The resolution shall include a statement with respect to the distribution of assets following dissolution. The assets of the dissolving church are to be distributed to a society, organization or Church related to the Ethiopian Orthodox Tewhado Church

Notice of the intention to present such a resolution must be communicated to all members in writing by registered mail at least 30 days prior to the general meeting at which it will be presented.

Such notice shall be mailed to the last known address of each member and will be deemed to have been received by the member five days immediately following the posting of the notice.

A copy of the resolution shall also be mailed, by registered mail, to the Holy Synod. The dissolution shall not require the consent of the Holy Synod, but the Synod shall have a right to be heard at the general meeting

In order to be adopted, such resolution shall require a majority of 75% of the members present and voting at the meeting.

In the event of the dissolution or winding-up of the Church, all of its remaining assets after payment of its liabilities shall be distributed in accordance with the resolution.

## ARTICLE 29

### NOTICE

Any notice to a member required by these bylaws shall be in writing and shall be sent by regular mail to the last known address of the member. The notice will be deemed



received by the member 7 days after regular mail or on the same day if sent electronically.

Notice may be given in electronic form if the member specifically consents to such notice on the application for membership.

It is the obligation of individual members to keep the Church apprised of any change to the mailing address.

## ARTICLE 30

### AMENDMENT OF BYLAWS

The Bylaws may only be amended by a special resolution of the Congregation at the Annual General Meeting or a Special General Meeting called for that purpose.

The Board may propose an amendment and provide notice in accordance with the rules for general meetings.

If any member or group of members is desirous of amending the bylaws, the proposed amendment must be given to the Secretary or the President at least 30 days in advance of the next meeting of the Board. The proposed amendment shall be put on the Agenda for the next Annual or Special General Meeting of the Congregation.

I, \_\_\_\_\_ certify that I am the duly appointed Secretary of The Debre Selam Medhane Alem Ethiopian Orthodox Tewhado Church in Edmonton, a non-profit, non-political religious organization, and that the above By-Laws consisting of thirty three (33) pages, are the By-Laws of this organization as amended following a vote of the members conducted on this ---- day of ----, and that they have not been amended or modified since that date.

Executed on \_\_\_\_\_ at \_\_\_\_\_