

Section 1 - General

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- d. "Chair" means the chair of the Board;
- e. "Corporation" means the corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. "Member" means a member of the Corporation;
- h. "Members" means the collective membership of the Corporation; and
- i. "Officer" means an officer of the Corporation.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the *Act*, the provisions contained in the articles or the *Act*, as the case may be, shall prevail.

1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

Section 2 - Corporate Information

2.01 Name

The name of the Corporation shall be **Lutheran Bible Translators of Canada, Inc.** (LBTC)

2.02 Head Office

The Head Office of the Corporation shall be in the Province of Ontario, or at such place therein as the directors may from time to time determine.

Section 3 - Objectives

3.01 Primary Purpose

The primary purpose of Lutheran Bible Translators of Canada, Inc. is to help bring people to faith in Jesus Christ, specifically through Bible translation and literacy work. LBTC will do linguistic research in support of translation and preparation of literacy materials. It will teach God's Word, through which the Holy Spirit may develop a body of believers.

3.02 Training Nationals

LBTC will endeavour to train nationals to do translation and literacy work wherever possible and will cooperate fully with government officials, educators, national church leaders, missionaries, the local community, and all concerned, in accord with these objectives and the position set forth herein.

Section 4 – Doctrinal Position

4.01 Irrevocable Doctrinal Statement

This organization acknowledges and accepts all the canonical books of the Bible as the verbally inspired and inerrant Word of God and acknowledges and accepts all the confessional books of the Evangelical Lutheran Church contained in the Book of Concord of 1580 to be a true and genuine exposition of the doctrine of the Bible. **This statement is irrevocable.**

4.02 Biblical Inspiration and Inerrancy

We believe that the Bible, verbally inspired by the Holy Spirit, is absolutely inerrant and the only authoritative rule and norm in doctrine and life.

4.03 Trinity

We believe that there is one God and that there are eternally existent in the one divine essence in three persons—Father, Son, and Holy Spirit.

4.04 The Devil

We believe in the existence of the devil as a personal being and that unregenerate man is in bondage to him.

4.05 Creation

We believe that the entire universe was created by God; and that God made man sinless, in His own image.

4.06 The Fall

We believe that since the fall of Adam all men everywhere are born in sin and thus by nature are evil and corrupt, without fear or love of God, spiritually blind and dead in sin, unable to do anything to please God or save themselves, enemies of God and worthy of nothing but the everlasting wrath and punishment of God.

4.07 Person and Work of Jesus Christ

We believe that Jesus Christ is true God and true man and Saviour of the world, that He made complete satisfaction to God for the sins of all men by His substitutionary and atoning life, and death on the cross, that whoever believes in Him has everlasting life; but those who are without Christ are without God and without hope.

4.08 Scriptural Truth about Jesus

We believe in the virgin birth of Christ, in His miracles, in His sinless human nature and life, in His death, in His bodily resurrection, in His ascension to the right hand of the Father and His personal and imminent return in power and glory.

4.09 Sacrament of Baptism

We believe that for the salvation of lost and sinful man, regeneration by the Holy Spirit is necessary and is accomplished by grace through the Word and Baptism. We believe in the baptism of infants as well as adults.

4.10 Sacrament of Holy Communion

We believe that the Lord's Supper, along with Baptism and the Gospel, is a means of grace and forgiveness. We believe the words of Jesus: "Take, eat; this is my body. Drink ye all of it; For this is my blood..." (Matt. 26: 26-28). Not only bread and wine but the body and blood of Jesus are truly present in the Lord's Supper.

4.11 The Church

We believe that God has established, through His Word and Holy Spirit, a unique fellowship of believers on earth, the holy Christian Church.

4.12 The Work of the Holy Spirit

We believe in the present ministry of the Holy Spirit by whose almighty grace sinners are brought all the benefits of Christ's atoning work and by whose indwelling the Christian is enabled to live a godly life and to be a functioning part of Christ's Church.

4.13 The Resurrection

We believe in the resurrection of all believers in Christ unto everlasting life and blessedness in heaven and the resurrection of unbelievers unto everlasting punishment in hell.

4.14 Evangelism

We believe that it is the responsibility of every believer to share the Good News of Jesus Christ with all people—that no one is exempt—that every believer deny himself and take up his cross daily and lay down his life, if necessary, that the Gospel may be proclaimed in every land in every tongue.

4.15 Witness through Worship

We believe that our Christian and Lutheran commitment requires us to participate in worship services and holy communion in keeping with the principles set forth in Holy Scriptures (Rom. 16: 17, I Cor. 1:10, I Cor. 11:23-29, Eph. 4:3-6, and II Tim. 4:2-4). As Lutheran Bible Translators of Canada, Inc. we have a unique opportunity to declare to all with whom we associate, in whatever area of the world God may call us to work, our deep respect for the Word of God and our complete submission to the total truth of Holy Scriptures. We will therefore refrain from participating in those worship and sacramental rites whereby we may compromise our position of loyalty to God's truth.

4.16 Doctrinal Statement Subscription

The above doctrinal basis shall be operative among all LBTC missionaries and all voting members of Lutheran Bible Translators of Canada Inc.

Section 5 – Membership

5.01 Voting Membership

LBTC recognizes only one kind of membership – voting membership. Voting members shall meet the following requirements:

1. have attained the age of 18 years,
2. be a member in good standing of a Lutheran congregation,
3. agree with the statement of objectives and doctrinal position of Lutheran Bible Translators of Canada, Inc.,
4. have signed and submitted the application for voting membership,
5. pay any required membership dues.

5.02 Privileges of voting membership

1. members are eligible for election to the Board of Directors,
2. members may counsel and advise the Board of Directors,
3. members may nominate and elect directors to the Board by ballot,
4. members may have both voice and vote at Annual Meetings of LBTC and at all other duly called meetings of the membership of LBTC.

5.03 Voting membership not transferable

The interest of a member shall not be transferable. There shall be no proxy vote. Members may resign by submitting their resignation in writing. Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members but no person may vote at any such meeting who has not been a member for sixty (60) days immediately preceding such meeting. Each member shall promptly be informed by the Secretary of admission as a member.

5.04 Membership dues

1. There may be dues or fees payable by voting members as shall from time to time be determined by the Board of Directors, such dues or fees shall become effective only when confirmed by a vote of the voting members at an annual or other general meeting.
2. The Secretary shall notify the members, or cause the members to be notified, of the dues or fees payable by them and, if any are not paid within thirty (30) days of the date of such notice the members in default shall thereupon automatically cease to be voting members of LBTC.

Section 6 – Board of Directors

6.01 Election and Term

1. The affairs of the Corporation shall be managed by a Board of seven (7) directors, each of whom at the time of election and throughout the term of service shall be a voting member of the Corporation. Full-time workers of Lutheran Bible Translators of Canada, Inc., shall be ineligible for election to/or service on the Board of Directors.
2. At least four (4) of such directors shall be residents of Canada. Board members shall be elected to serve a term of three (3) years. Newly elected directors' terms of office shall commence at the close of the annual meeting at which they were declared elected. A person may be eligible for re-election for a second three-year term but not a third. After a lapse of one (1) year following a second term of office, a person shall again be eligible for election.

For details of nomination and election procedures see LBTC Board Policy Manual.

6.02 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
4. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

6.03 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
3. a quorum of Directors may fill a vacancy among the Directors.

6.04 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions of the *Act*; and
3. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the *Act* and the law applicable to charitable corporations are complied with, including Ontario [Regulation 4/01](#) made under the *Charities Accounting Act*.

Section 7 – Board Meetings

7.01 Calling of Meetings

Meetings of the Directors may be called by the Chair or any two Directors at any time and any place on notice as required by this By-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and place of the meeting.

7.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

7.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

7.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

7.05 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

7.06 Participation by Telephonic or Electronic Means

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

7.07 Quorum

A majority of the elected directors (4 out of 7) shall form a Quorum for the transaction of business. In the event of a meeting with only four (4) directors present, passage of resolutions requires a minimum of three (3) consenting voters.

Section 8 – Financial

8.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

8.02 Financial Year

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

Section 9 – Officers

9.01 Officers

The Board shall appoint from among the Directors a Chair and may appoint any other person to be vice-chair, treasurer and secretary at its first meeting following the annual meeting of the Corporation. The chair shall serve as the president of the corporation. The vice-chair shall be the vice-president of the corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

9.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. such Officer's death.

9.03 Duties of Chair and Vice-Chair

a) The Chair shall

(1) when present, preside at all meetings of the members of the Corporation and of the Board of Directors;

(2) be charged with the general management and supervision of the affairs and operation of the Corporation;

(3) with the Secretary or other officer appointed by the Board for that purpose sign all bylaws.

b) During the absence or inability of the Chair, such duties and powers may be exercised by the Vice-Chair. If the Chair and Vice-Chair are unable to preside the Board may appoint another Board member to chair the meeting.

9.04 Duties of Secretary

The Secretary shall

a) be ex officio clerk of the Board of Directors;

b) attend all meetings of the Board of Directors and cause to be recorded all facts and minutes of all proceedings in the files kept for that purpose.

c) give, or cause to be given, all notices required to members and directors.

d) be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts, and other documents belonging to the Corporation which shall delivered up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and perform such other duties as may from time to time be determined by the Board of Directors.

9.05 Duties of Treasurer

The Treasurer shall

a) keep, or cause to be kept, full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;

b) ensure that all monies or other valuable effects to be deposited in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors;

c) ensure the funds of the Corporation under the direction of the Board of Directors, are disbursed taking proper vouchers thereof;

d) ensure that an account of all transactions and financial position of the Corporation are provided to the Board of Directors at their regular meetings, or whenever required;

e) perform such other duties as may from time to time be determined by the Board of Directors.

9.06 Duties and Terms of Other Officers

The duties of all other officers of the Corporation shall be as determined by the Board of Directors. Each term shall be for a period of one (1) year or as the terms of their engagements call for or as the Board of Directors requires of them.

9.07 Indemnity of Directors and Officers

a) All directors or officers of the Corporation and their heirs, executors and administrators and estate and effects respectively shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

1) all costs, charges and expenses whatsoever which such directors or officers, individually or collectively, sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them, in or about the execution of the duties of their office.

2) all other costs, charges and expenses which they, individually or collectively, sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

Section 10 – Executive Director

a) The Executive Director shall

1) be selected by the Board of Directors to manage the affairs of LBTC for the Board of Directors;

2) help co-ordinate and plan the strategy of meeting LBTC's objectives and goals in accordance with Scripture, LBTC Bylaws and policies, and good business management principles;

3) serve as an advisory member of the Board of Directors;

4) perform such other duties as may be assigned by the actions of the Board of Directors.

b) The Executive Director may be removed by a majority vote of all elected members of the Board of Directors.

Section 11 – Advisory Members

a) The Board of Directors may appoint advisory members at its discretion for a period not to exceed one (1) year. Appointments may be renewed.

b) Advisory Board members are those designated by the Board who hold positions the Board deems valuable to provide information and advice helpful in the management of the corporation. Advisory Board Members, at the pleasure of the elected Board, may share in Board debate or discussions but do not have the right to make or second resolutions to come before the Board or to vote on Board decisions.

c) Reasonable expenses incurred by Advisory Board Members for attendance at meetings are an LBTC expense when such attendance is at the request of the Board.

Section 12 – Members' Meetings

12.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. The annual meeting may be held elsewhere in Canada if location is approved by a majority of board members and if proper notice is given to all voting members of the corporation. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved

financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. a Board of Directors shall be declared elected as per paragraph 6.01.2; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

12.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

12.03 Notice

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

12.04 Quorum

A quorum for the transaction of business at any meeting of voting members shall consist of not less than seven (7) members present in person or via electronic means. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

12.05 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is

present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

12.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the By-law provided that:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

12.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

12.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 13 – Notices

13.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally,

or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

13.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 14 – Adoption or Amendment of By-laws

14.01 Amendments to By-Laws

The Board may from time to time in accordance with the *Act* amend or repeal and replace this By-law.