

MARITIME CHRISTIAN COLLEGE, a body corporate, duly incorporated under the laws of Prince Edward Island:

## **THE BY-LAWS OF THE CORPORATION**

### **BY-LAW 1: NAME**

- a) The name of the Corporation shall be “MARITIME CHRISTIAN COLLEGE” (hereinafter referred to as “the College”).

### **BY-LAW 2: SEAL**

- a) The seal, an impression of which is stamped on the margin hereof, shall be the seal of the Corporation.

### **BY-LAW 3: LOCATION**

- a) The College shall be located in the City of Charlottetown in the County of Queens, Province of Prince Edward Island, and at such other places as the Directors of the Corporation may from time to time decide.

### **BY-LAW 4: CHARACTER OF THE COLLEGE**

- a) The Maritime Christian College, in its endeavour to educate and equip men and women for Christian service, shall make the Bible its chief textbook, arrange all its courses of study, and conduct its work in harmony with the spirit and letter of the Word of God. To this end every director, officer and teacher must be a member of the Church of Christ (undenominational) and **MUST BELIEVE WITHOUT RESERVATION**, in the full and final inspiration of the Bible to the extent that it is to him the infallible word of God, and therefore the all-sufficient rule of faith and life; in the Deity and Supreme authority of Christ; obedience to the Gospel; the edification of the Church; and the restoration of its unity on the New Testament Basis.
- b) Believing that such faith and a church with a program in harmony with this faith are essential to the salvation of the world, the Maritime Christian College shall endeavour to so educate and inspire its students as to make of them effective servants of Christ.
- c) This school must be independent, separate and apart from all other agencies. While intending to antagonize none, but seeking the friendship and co-operation of all in proportion that like aims are cherished, the Maritime Christian College shall press on to train Christian workers to preach, teach and live Christ.

### **BY-LAW 5: DEFINITIONS**

- a) “Agencies” means churches, denominations, congregations, but does not include associations of Bible Colleges;
- b) “Board” means the Board of Directors of Maritime Christian College;
- c) “College” means Maritime Christian College;
- d) “Executive Committee” means the Chairman of the Board and the Vice-Chairman of the Board and the Secretary of the Board and the Treasurer of the Board;
- e) “To the extent” means complete, absolute;

- f) “Him” is used in the generic sense and implies “her” as well in reference to the gender of persons when not in reference to God or Christ;
- g) “Church of Christ (undenominational)” means the Church of Christ, Christian Church of the historical “Restoration Movement” rooted in the “Stone/Campbell” movement.
- h) “Member” for the purposes of an annual general meeting means the Board of Directors of Maritime Christian College.

**BY-LAW 6: MANAGEMENT - BOARD OF DIRECTORS**

- a) At no time shall the Board of Directors of Maritime Christian College consist of fewer than seven (7) Directors, or more than twelve (12) Directors, in whom is vested the control and management of the College, and hereafter referred to as “the Board”.
- b) Subject to By-Law 6 (g), the election of Directors to the Board shall be held at the annual meeting of the Board which shall be held as provided in By-Law 17 herein.
- c) Additions to or replacement of members of the Board shall be made by the members of the Board.
- d) Subject to By-Law 6 (g) Directors shall be elected to hold office for a term of three (3) years and four (4) Directors shall be elected at the annual meeting of the Board each year. Directors whose term of office has expired, are eligible to be re-elected for an additional term, or terms of office.
- e) Any Director who ceases to hold office before the expiration of his term of office, shall be replaced at any meeting of the Board of Directors. Any Director elected for the purpose of replacing a Director, who has ceased to hold office before his term of office has expired, shall hold office for the unexpired term of the Director who has ceased to hold office.
- f) The President of the College shall not be a member of the Board. As Chief Executive Officer, the President shall have the right to be present at all Board meetings and Executive Committee meetings and to speak to all issues coming before the meeting.
- g) The Maritime Christian College Alumni Association shall appoint a member of the Association to the Board with full voting privileges for a three-year term. This will be by an election or appointment by the Association itself. If no Association meeting is held, then the Nominating Committee shall nominate a representative.
- h) Directors shall not derive any pecuniary gain by virtue of their office.
- i) No employee of the College shall be eligible for the office of Director and no Director shall be eligible for employment with the College, without first resigning his office.
- j) The government and structure of the College shall be as follows:
  1. Board of Directors;
  2. Executive Committee;
  3. President of the College;
  4. Academic Dean of the College;
  5. Business Manager of the College.

**BY-LAW 7: BOARD RESPONSIBILITIES**

The Board shall be responsible for the following matters:

- a) 1. In consultation with the President, develop and adopt the policies and programs for the good administration of the College;
- 2. Appoint, promote, dismiss for cause, any officer, teacher, professor, or any other personnel of the College. In such matters, the Board shall consider any advice of the President of the College;
- 3. Establish and maintain the spiritual and doctrinal content of the curriculum of the College;
- b) The general supervision of the carrying out of the responsibilities as set out herein or as otherwise directed by the Board resides with the President, who remains responsible to the Board;
- c) Directors shall be expected to become closely involved with the social and spiritual life of the College and to actively represent the College via speaking engagements and in other ways, thus providing for potential student enrolment and financial support;
- d) Such other matters as may, from time to time, be determined by the Board and which are compatible and appropriate with the character of the College and these By-Laws.

**BY-LAW 8: NOMINATING COMMITTEE**

- a) A Nominating Committee shall be appointed at each Annual Meeting to develop and present a slate of nominations to the next Annual Meeting. This Committee shall consist of three (3) Directors, whose term of office is not about to expire, and the President of the College, and they shall determine the Chairman of the Committee from among their number;
- b) In developing its slate of nominations, the Committee shall prayerfully consider the qualifications of each potential nominee before making its recommendation. The Committee in seeking potential nominees shall consult with anyone whom they believe may provide appropriate advice during their search for potential nominees;
- c) The Committee in making its report to the Board at the annual Meeting shall only nominate the necessary number of persons to fill the vacancies required as per By-Law 6 (a) and (d);
- d) If the required number of Directors is not achieved from the Nominating Committee nominations, the Board shall direct the incoming Nominating Committee to conduct a search for a potential Director(s) in compliance with (b) above and bring forth its recommendation(s) to the next Board meeting;
- e) Before voting on the acceptance or rejection of a nominee for Director, the Board shall be given assurance that the person nominated is prepared to accept the nomination;
- f) To be accepted into the office of Director, the nominee must receive 80% support from those Directors present and voting. Voting shall be by secret ballot;
- g) The Nominating Committee shall also nominate a Nominating Committee for the next Annual Meeting;
- h) Should any office of Director become vacant before the term of office has expired, the Nominating Committee shall conduct a search for a replacement Director in compliance with (b) above and bring forth its recommendation at the next Board meeting;
- i) Any Director elected to office shall immediately take office following the meeting of his election;

- j) The Nominating committee shall step down immediately following the Annual Meeting wherein it makes its report.

**BY-LAW 9: EXECUTIVE COMMITTEE**

- a) There shall be an Executive Committee comprised of the Chairman of the Board, the Vice-Chairman of the Board, the Secretary of the Board and the Treasurer of the Board. The President of the College shall be an ex-officio member of the Executive Committee with voice but without vote.
- b) The Executive Committee shall be empowered to represent the Board in all matters arising and requiring immediate action between Board meetings;
- c) The Executive Committee of the Board is empowered to call special meetings of the Board when it feels that it is appropriate and necessary for the good administration of the College.

**BY-LAW 10: QUORUMS**

- a) A quorum for the proper conduct of business at any Board meeting, Executive Committee meeting, or any committee of the Board meeting shall be 50% plus one of the Directors of the Board or Executive Committee or committee.

**BY-LAW 11: DUTIES OF OFFICERS**

- a) The Chairman of the Board, the Vice-Chairman of the Board, the Secretary of the Board, the Treasurer of the Board, and the President of the College, shall be the Officers of the Corporation;
- b) The Chairman of the Board, the Vice-Chairman of the Board, the Secretary of the Board, and the Treasurer of the Board shall be elected to office by the Board of Directors, from among its numbers, at the Annual Meeting of the Board of Directors and shall hold office until their successors are elected. To be elected into office the nominee for office must receive 80% approval of those Directors present and voting by secret ballot.
- c) The President of the College shall be appointed by the Board after careful search and prayerful consideration of all qualified candidates, and following consultation with the Chairman, the Vice-Chairman and the Secretary of the Board and with the faculty of the College. To be confirmed in office, the President must receive unanimous approval of the Board.

**BY-LAW 12: DUTIES OF THE CHAIRMAN**

- a) The Chairman shall exercise supervision over the affairs of the College, sign all official documents and preside at all meetings of the Board of Directors;
- b) It shall be the duty of the Chairman to carry out the wishes of the Board of Directors and to promote the welfare and purpose of the College.

**BY-LAW 13: DUTIES OF THE VICE-CHAIRMAN**

- a) The Vice-Chairman shall assist the Chairman as directed by the Chairman or the Board of Directors;

- b) In the absence of the Chairman, or should the office of the Chairman become vacant, the Vice-Chairman shall function as Chairman until the Chairman's return or until the Board acts to fill the vacant office.

**BY-LAW 14: DUTIES OF THE PRESIDENT**

The President of the College shall report to the Board and be responsible for the following:

- a) Managing those day-to-day administrative, business and financial matters that arise between meetings of the Board and of the Executive Committee;
- b) Carrying out the promotional and fund raising activities of the College;
- c) Functioning as Chief Executive Officer of the College;
- d) Supervising contracting on behalf of the Corporation as provided for herein;
- e) Possessing cheque-signing authority on behalf of the College. (Two of three authorized signatures are required on any cheque of the Corporation);
- f) Meeting with faculty members, in consultation with the Academic Dean of the College, and completing faculty evaluations annually;
- g) Meeting with the Academic Dean of the College and completing an evaluation of performance annually on the Academic Dean;
- h) Consulting with the appropriate personnel of the College, Directors, students of the College, and other Bible Colleges, to develop a five-year planning document which should include, among other matters, projections relating to enrolment, finances, programs, personnel, and community impact. Upon completion, the plan shall be submitted to the Board for its approval;
- i) Ensuring that a faculty handbook is developed and approved by the Board, covering the matters of faculty supervision, job descriptions for all staff, selection processes, dismissal, grievance procedures, faculty and staff evaluation, tenure, academic freedom and responsibilities, and faculty responsibilities;
- j) Ensuring that faculty files contain all the official transcripts from institutions attended, a signed contract, signed doctrinal statement, all evaluative documentation, and up-dated resume;
- k) Obtaining annually, a written contract of employment from each of the staff personnel, a signed statement in agreement with By-Law 4 from each faculty member; and an up-dated resume of each faculty member which should include a three-year history of teaching and advising loads, research and development activities, publications, editorial assignments, presentations, workshops, consultations, committee memberships, professional memberships and service to church and community;
- l) Acting as an ex-officio member, with voice but without vote, on all committees and structures of the Corporation.

**BY-LAW 15: THE SECRETARY**

The Secretary of the Board shall be responsible for the following matters:

- a) Conducting the correspondence of the Board and reporting thereon to the Board and keeping records of such correspondence on file;

- b) Giving due notice of all meetings of the Board;
- c) Keeping adequate minutes of the annual, general and special meetings of the Board;
- d) Keeping adequate minutes of all meetings of the Executive Committee and sending copies of the same promptly to all members of the Board after each meeting.

**BY-LAW 16: THE TREASURER**

The Treasurer of the Board shall be responsible for the following matters:

- a) Being responsible for receiving and reviewing all financial transactions and records of the Corporation and for reporting all financial matters to the Board;
- b) Being responsible for the preparation of an annual report for presentation at the Annual Meeting of the Board;
- c) Being responsible for presenting an annual budget for the approval of the Board at the January/February meeting of the Board of Directors;
- d) Possessing cheque-signing authority on behalf of the College. (Two of three authorized signatures are required on any cheque of the Corporation).

**BY-LAW 17: MEETINGS**

- a) There shall be an Annual Meeting of the Board of Directors each year in the month of April or May, and at least two other meetings during the College year, one meeting in September of each year and one meeting in January or February of each year. Other meetings may be held as shall be deemed necessary by the Chairman of the Board for the proper conduct and management of the College;
- b) Special meetings of the Board of Directors must be called by the Chairman of the Board at the request of five (5) Directors, but only such matters may be acted upon at such meetings as are specified in the call. Ten (10) days notice of a special meeting shall be given in writing to each Director.
- c) Should any Director miss two (2) consecutive meetings (regular, annual or special) of the Board of Directors without excuse (by failing to notify the College Office of his inability to attend due to work schedule, family affairs, illness, etc.) he shall be officially removed from the Board and the vacancy shall be filled in accordance with these By-Laws.

**BY-LAW 18: CONTRACTS**

- a) No formal contract or cheque in excess of \$5,000.00 will be a recognized contract or valid with the Corporation unless it is signed by two of the following Officers of the Corporation: the President of the College; the Chairman of the Board; the Treasurer of the Board and/or the Secretary of the Board;
- b) Regular signing authority on cheques less than \$5,000.00 will consist of two signatures from the following: the President of the College; the Treasurer of the Board; and/or the person fulfilling the function of chief financial officer employed by the College.

**BY-LAW 19: GENERAL**

- a) The President is empowered to choose people to fill such positions or duties as Academic Dean, Dean of Students, Business Manager, Director of Public Relations, Director of

Development, Registrar, Librarian, etc. Incumbents for these positions shall be approved by the Board prior to any appointment(s) being made. When such positions are filled, the duties and responsibilities shall be as outlined in the Faculty and Administration Guidebook. The positions can be changed or cease to exist as the Board deems appropriate;

- b) Professors elected to positions on the faculty shall be appointed for indefinite periods of service, but relations may be terminated in conjunction with the prevailing employment standards act by either party;
- c) Associate and assistant professors, lecturers, instructors and teaching fellows shall be appointed on such terms of service as may be mutually satisfactory to the appointee and the Board;
- d) Applications for admissions to the College and the granting of the diplomas or degrees shall be accepted or granted, as the case may be, only on evidence of satisfactory academic standing and of moral fitness. Such applications and certifications shall be processed by the President and Registrar of the College and shall be subject to the final approval of the Board;
- e) The end of the fiscal year for the purpose of the Corporation shall fall on the 31<sup>st</sup> of December in each year.

**BY-LAW 20: AMENDMENTS TO BY-LAWS**

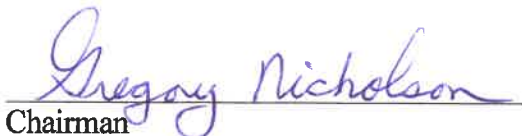
- a) Notwithstanding sub-section (b) of this By-Law, By-Law Number 4 herein shall remain perpetually in force;
- b) Any By-Law not subject to sub-section (a) of this By-Law may be amended at any annual meeting of the Board, or at a specially called meeting, by two-thirds majority vote of all Directors in attendance or voting by proxy, provided that notice of an amendment proposed under this sub-section is submitted in writing to each Director thirty days in advance of the meeting at which the amendment is to be proposed.

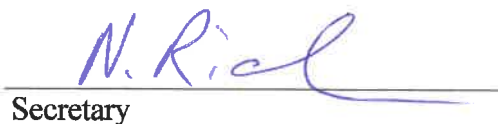
**BY-LAW 21: DISSOLUTION**

- a) In the event of the dissolution of Maritime Christian College, and after payment of all its debts and liabilities, its remaining property shall be distributed to one or more qualified donees.

AS AMENDED AT THE MAY 7, 2022 MEETING OF THE BOARD OF DIRECTORS.

DATED at Charlottetown in the County of Queens, Province of Prince Edward Island, this 9<sup>th</sup> day of March 2023.

  
Chairman

  
Secretary