

INSTITUTE FOR CHRISTIAN STUDIES

The Institute for Christian Studies was incorporated in 1983 through an Act of the Ontario Legislature known as Bill Pr21, or The Institute for Christian Studies Act, which received Royal Assent on November 9, 1983.

BYLAWS

Preamble

In humble awareness of our dependence upon the Triune God, who called all things into being to his own glory and proclaimed to humans, after they had transgressed his law, his forgiving love, which was revealed to us fully in the sending of his Son, Jesus Christ, we do, out of gratitude for his undeserved favour and in conformity with his requirement that we consecrate ourselves and all things to him, establish in accordance with the principles and provisions herein set forth, an Institute for the promotion of scripturally directed higher learning. To this end we beseech of him that he graciously grant us both now and in the future men and women equipped for our task with special gifts of heart and mind together with the means to enable them to do this work, and that he will always bless our Institute to his honour and to the salvation of his people, particularly in Canada and the United States of America, in order that they may be a blessing to both lands and all their inhabitants.

Article I Purpose

In accordance with the Institute for Christian Studies Act, the purposes of the Institute are,

- (a) to operate and maintain an institution for post-secondary education and research in all areas of learning based on the Scriptures of the Old and New Testaments and consistent with the Basis and Educational Creed of the Institute;
- (b) to advance scholarship in all areas of learning so as to exhibit the coherence of all reality in Christ and in this way to equip people to direct their lives by the Gospel; and
- (c) to sponsor at other institutions lectureships, courses, teaching programs and research projects.

Article II Basis

The supreme standard of the Institute shall be the Scriptures of the Old and New Testaments, here confessed to be the Word of God in the sense of the historic creeds of the Protestant Reformation.

Article III Educational Creed

Believing that Scripture reveals certain basic principles intensely relevant to education, we confess:

LIFE: THAT human life in its entirety is religion. Consequently, scholarly study unfolds itself as service either of the one true God or of an idol.

SCRIPTURE: THAT Scripture, the Word of God written, in instructing us of God, ourselves and the structure of creation, is that integral and active divine Word or Power by which God, through his Spirit, attaches us to and enlightens us in the Truth, which is Christ.

CHRIST: THAT the Christ of Scriptures, the Word of God incarnate, is the Redeemer and Renewer of our life in its entirety and therefore also of our theoretic thought.

KNOWLEDGE: THAT true knowledge is made possible by true religion and arises from the knowing activity of the human heart enlightened through the Word of God by the Holy Spirit. Thus religion plays its decisive ordering role in the understanding of our everyday experience and our theoretical pursuits.

SCHOLARSHIP: (A) THAT the diligent pursuit of theoretical thought in a community of scholars is essential to the obedient and thankful response of God's people to the cultural mandate. The task of the scholar is to give an academic account of the structure of creation and thereby to promote a more effective ordering of the everyday experience of the entire community. (B) THAT because of God's gracious preservation of creation after the fall, people who reject the Word of God as the ordering principle of life provide many valuable insights into the common structure of reality; nevertheless, the central religious antithesis of direction in life remains. We therefore reject the possibility of the synthesis of scripturally directed thought with any other system of thought.

ACADEMIC FREEDOM: THAT scholarly pursuits are to be undertaken in the God-given freedom of a complete and voluntary submission to the Word of God and the divine laws that govern human life. The responsible freedom of the scholar must be protected against any constraint or domination of church, state, industry, or other societal structure.

SUMMARY: THAT all scholarship pursued in faithful obedience to the divine mandate will heed the normative direction of God's Word, will acknowledge his Law to which creation in all its spheres is subject, and will bow before Christ's Kingship over all academic work.

Article IV: Membership

1. The membership of the Institute consists of all persons who are in full accord with the Preamble and Articles I,II, and III of these Bylaws, and who pay annual membership dues in an amount set from time to time by the Board of Trustees.
2. Responsibility for admitting persons to the membership resides with the Executive Committee, acting on behalf of the Board of Trustees.
3. Gravamen: It shall be the duty of any Member who can no longer wholeheartedly subscribe to the Preamble or Articles I, II and III or any part thereof, to notify the Secretary of the fact in writing. The Board of Trustees, after consultation with the Member, shall make disposition of the matter .
4. Removal: When it becomes evident that a Member violates his or her obligations, the Board of Trustees shall revoke his or her membership. Such action shall not be taken unless the Member has first been notified and has had opportunity to be heard.

Article V Meetings of Members

1. As stated in paragraph 7(2) through (8) of the Institute for Christian Studies Act, the Members of the Institute shall meet annually and at such meetings shall have the power ,
 - (a) to approve the audited annual financial statements of the preceding year and the annual budget for the ensuing year;
 - (b) to appoint one or more public accountants licensed under the *Public Accountancy Act* to audit the accounts and transactions of the Institute;
 - (c) to approve reports presented to it by the Board; and
 - (d) to transact all business included in the agenda.
2. The Board may call special or general meetings of the members of the Institute at any time.
3. Unless the Bylaws of the Institute specify a greater number, twenty-five members of the Institute shall constitute a quorum for the transaction of business at any special or general meeting of the Institute.
4. Unless specifically otherwise provided herein, questions arising at any meeting of the members of the Institute shall be decided by a majority of the votes.
5. Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.
6. In case of equality of votes, the chairperson, in addition to his or her original vote, shall have a second and deciding vote.
7. Notice of the time and place of every special or general meeting shall be given to each member of the Institute at least ten days before the time fixed for holding such a meeting, in a manner to be determined by the Board.

Article VI Board of Trustees

1. The Institute shall elect from its members persons to constitute the Board of Trustees. The Board of Trustees shall be structured and shall function in accordance with paragraph 4 of the Institute for Christian Studies Act and the supplementary Regulations of the Board of Trustees. The Board of Trustees shall consist of ten persons elected from geographical regions and not more than five persons elected from membership-at-large, without regard to geographical regions.
2. The geographical regions, and the representatives from each, are defined as follows:
 - (i) Region 1 : British Columbia [includes western United States]

(one representative)

- (ii) Region 2: Alberta
(two representatives)
- (iii) Region 3: Midwest [Canada and United States]
(one representative)
- (iv) Region 4: Eastern United States
(one representative)
- (v) Region 5: Southwest Ontario
(one representative)
- (vi) Region 6: Niagara
(one representative)
- (vii) Region 7: Central Ontario
(two representatives)
- (viii) Region 8: Eastern Canada
(one representative)

3. The Board of Trustees shall adopt a detailed description of the area included in each geographical region, and shall make this description available to the members, The Board may from time to time revise this description, provided that the revisions are made public to the members.

Article VII Executive Committee

The Board of Trustees shall appoint a number of members to constitute the Executive Committee of the Board of Trustees, which shall conduct the non-academic affairs of the Institute as provided in the Regulations of the Executive Committee of the Board of Trustees. All actions of the Executive Committee require subsequent approval by the Board of Trustees.

Article VIII Senate

The Senate of the Institute for Christian Studies shall be constituted and shall function in accordance with paragraph 6 of the Institute for Christian Studies Act and the supplementary Regulations of the Senate.

Article IX Academic Council

An Academic Council consisting of senior academic administrators, full-time faculty and student representatives shall deal with the academic affairs of the Institute, within the policy framework established by the Senate and Board of Trustees, and in accordance with the Regulations of the Academic Council.

Article X Amendment

1. The Preamble and Articles I, II, III and X of these Bylaws may be amended only in the following manner:

NOTICE: Notice of the proposed amendment must be given at the annual meeting of the Members immediately preceding the annual meeting at which the amendment will be voted upon. Notice to members must also be given by mail.

WRITTEN CONSENT: The written consent of the proposed amendment must be secured from two-thirds of the Members voting.

CONFIRMATION: At the annual meeting at which the amendment is to be adopted a majority of the members present shall be required to approve and validate the two-thirds written consent to the amendment.

2. Except where such amendments would be contrary to the Institute for Christian Studies Act, Articles IV through IX of these Bylaws may be amended as follows:

NOTICE: Notice of the proposed amendment must be given to the Members by mail at least three weeks prior to the meeting of Members in which the amendment will be voted upon.

APPROVAL: The approval of a majority of the members voting is required to enact the amendment.

Approved by the General Membership, August 1, 1992.

REGULATIONS OF THE BOARD OF TRUSTEES OF THE INSTITUTE FOR CHRISTIAN STUDIES

Article I Introduction

1. In accordance with Regulation No. VI of the Bylaws of the INSTITUTE FOR CHRISTIAN STUDIES, these regulations are designed to provide the operational framework for and govern the functioning of the Board of Trustees of the Institute.
2. These regulations and instructions shall be known as the REGULATIONS OF THE BOARD OF TRUSTEES OF THE INSTITUTE FOR CHRISTIAN STUDIES.
3. These regulations are supplementary to the provisions relating to the Board of Trustees (hereinafter referred to as the Trustees) contained in the Institute for Christian Studies Act (1983), and in the Bylaws of the Institute for Christian Studies (hereinafter referred to as the Institute).

Article II Composition and Appointment

1. Number

The Institute shall elect from its members persons to constitute the Board of Trustees. The Board of Trustees shall be structured and shall function in accordance with paragraph 4 of the Institute for Christian Studies Act and the supplementary regulations of the Board of Trustees. The Board of Trustees shall consist of ten persons elected from geographical regions and not more than five persons elected from membership-at-large, without regard to geographical regions.

2. Qualifications

Each Trustee at the time of his or her election and throughout his or her term of office must be and remain a member of the Institute.

3. Election

Trustees shall be elected by the membership from a nomination prepared by the Board. Trustees representing regions shall be elected by the members in that region, and at-large Trustees by membership-wide elections.

4. Term of Office

Trustees shall normally serve for a term of three years, except when elected or appointed to fill a vacancy, and shall be eligible to serve for two consecutive terms. On the expiration of one year after having served for two consecutive terms, a person shall again be eligible for membership on the Board. Election of Trustees shall take place so that as nearly as possible one-third of the terms of office of the total membership shall expire each year.

Article III Nomination Procedure

1. Regions

In preparing nomination slates for Trustees representing geographic regions on the Board of Trustees, the Trustees shall solicit and consider nominations submitted by the members in the region which is to be represented by the elected Trustee.

2. At Large

Nominations for Trustees at large are to be made by the Board of Trustees.

3. Number

Nomination slates for the elections of Trustees representing geographic regions can be a single candidate or consist of two names for each Board vacancy.

Article IV Election Procedure

1. Regions

Ballots shall be mailed to all members in a region for the election of Trustees from that region, and at least three weeks shall be given for members to mark and mail their ballots to the Institute office. The ballots shall be counted under the supervision of the Institute President, who shall announce the results.

2. At Large

Ballots shall be mailed to all members for the election of Trustees at large. Election may be by single nomination, in which case the nominee needs a two-thirds majority affirmative vote in order to be elected. If there are two nominees for a single position, a simple majority is sufficient.

3. Confirmation

At the annual meeting the membership shall confirm the election of all Trustees elected during the year preceding the meeting.

Article V Meeting Procedure

1. Frequency

The Trustees shall meet twice a year or more often if required to transact the business of the Institute. The Trustees shall also meet at the call of the Executive Committee (hereinafter referred to as the Executive). In addition, the Executive shall call a meeting when requested to do so by one-third of the Trustees, provided their request is supported with written reason.

2. Officers

The Trustees shall, at their first meeting following the annual meeting of members, elect the following officers:

The CHAIR who shall be the chief officer of the Institute and shall preside at all meetings of the Trustees and of the members.

The VICE CHAIR who shall serve in place of the Chair in the event of that person's absence or incapacity to act.

The SECRETARY who shall have charge of the Corporate Seal, the minute books, and the records of the Institute.

The TREASURER who shall have charge of all monies of the Institute and keep records of all receipts and disbursements.

3. Agenda

The agenda for meetings of the Trustees shall be prepared by the President and finalized by the Executive Committee.

4. Staff Members

The President of the Institute shall normally attend all meetings of the Trustees in a non-voting capacity to supply information, serve with advice and to receive instructions for the implementation of decisions made. The attendance of other staff members may be required as the Trustees deem advisable.

5. Quorum

Two-thirds of the Trustees shall form a quorum for the transaction of business.

6. Voting

The Trustees shall strive to make decisions by reaching a consensus. In the event that consensus is not reached and a vote is required, such vote shall be by show of hands except when personnel are involved, in which case the vote shall be by secret ballot. Unless otherwise provided, the vote shall be carried by simple majority.

Article VI Task of the Board of Trustees

1. The Trustees shall conduct all the affairs of the Institute.
2. So as not to restrict the generality of the foregoing but only for the purpose of indicating their tasks more clearly, the Trustees shall:
 - (a) determine policy for the Institute.

- (b) appoint persons to and remove persons from the staff of the Institute.
 - (c) appoint committees.
 - (d) appoint members of the Senate in accordance with Section 4 below.
 - (e) appoint members of the Executive Committee in accordance with Section 5 below.
3. (a) Subject to the provisions hereinafter set out, the Trustees shall have the authority to make findings respecting the conduct of any Board-appointed administrative or staff members or any Trustees, Senator, or Executive member and to take such appropriate steps or action which in their discretion shall be deemed fit and appropriate, having regard to all the circumstances. The Trustees do not have the authority to make findings respecting the academic work of a staff member.
- (b) The “appropriate steps or action” in paragraph 3-a above shall include the power to remove any Board-appointed staff member or Trustee, Senator, or Executive member whose conduct the Trustees have found or determined to be improper or likely to endanger the interests or reputation of the Institute.
- (c) Prior to making any finding or determination upon any charges, allegations or complaints respecting the conduct of any staff, Trustee, Senator, or Executive member, the Trustees shall give written notice to the party in question of the charges, allegations or complaints made or brought against him or her and shall provide him or her with full opportunity to be heard with respect to the said charges, allegations or complaints.
- (d) Notwithstanding the provision of (a), (b), or (c) above, no administrative or academic staff member shall be dismissed or be removed from his or her position except by resolution of the Board of Trustees passed at a meeting at which written notice specifying the intention to pass such a resolution has been given to all Trustees, and:
- i. in the case of an administrative staff member only after the staff member in question has been given further opportunity to express herself or himself with respect to the proposed resolution, and
 - ii. in the case of an academic staff member only upon recommendation of the Senate or after the Senate and the Institute academic staff in addition to the academic staff member in question have been given opportunity to express themselves with respect to the proposed resolution.
- (e) Notwithstanding the provisions of (a), (b), (c) and (d) above, no Trustee, Senator, or Executive member shall be removed from office before the expiration of her or his term except by the affirmative vote of two-thirds of the Trustees present at a meeting of which written notice specifying the intention to pass such a resolution has been given to every Trustee, and then only after the Trustee, Senator, or Executive member in questions has been given opportunity to express herself or himself with respect to the proposed resolution.

4. The Trustees shall make appointments to the Senate according to the following procedure:
 - (a) Before making an appointment the Trustees shall solicit and consider the written opinion of the Senate on each person being considered by the Trustees for appointment.
 - (b) The Senate may recommend names of persons for consideration by the Trustees, and such recommendations shall be accompanied by written grounds supporting the recommendations.
 - (c) The appointments shall be made by the Trustees after considering all written opinions and recommendations of the Senate.
 - (d) Where the appointment by the Trustees is contrary to the recommendations of the Senate, the Trustees shall provide the Senate with written reasons for their actions.
5. Annually, at the meeting at which the Board elects the officers, the Board shall appoint an Executive Committee normally consisting of the trustees who represent the members 'at large', trustees who represent regions, but who live within reasonable commuting distance of Toronto, and the Chair of the Board, if he/she is not one of the previously mentioned trustees.

Article VII Operational Bounds

The Trustees shall:

- (a) function within the framework of The Institute for Christian Studies Act [1983], the Institute's Bylaws, and amendments and/or additions thereto;
- (b) conduct their affairs according to the regulations of the Board of Trustees and amendments and/or additions thereto;
- (c) approve and endorse the academic decisions of the Senate to the extent that the Trustees judge any and all such decisions to be consistent with the Educational Creed, policies, priorities and financial capabilities of the Institute as may be determined by the Trustees and Institute from time to time; and shall restrain the Senate and staff from implementing such academic decisions as the Trustees in their sole discretion judge to be inconsistent with the Educational Creed, policies, priorities, and financial capabilities; provided that the Trustees shall not make academic decisions on matters within the Institute, which are the prerogative of the Senate.
- (d) approve and endorse the actions of the Executive, to the extent of judging that the Executive's actions have been appropriate.
- (e) act in accordance with further decisions of the members of the Institute as recorded in the minutes of a properly called and constituted membership meeting.

Article VIII Implementational Authority

Provided it performs its tasks within its operational bounds, the Board of Trustees shall not require

the prior approval of the Institute's membership or any other official body or officer of the Institute to implement decisions made.

Article IX Reports

The Trustees shall annually report to the members of the Institute.

Article X Remuneration

Members of the Board of Trustees shall serve without remuneration, but may be reimbursed for expenses incurred.

Article XI Amendments

Except where such amendment would be contrary to the Institute for Christian Studies Act, these regulations may be altered or added to by a two-thirds majority vote of the Trustees when prior written notice specifying the proposed change has been mailed to each Trustee together with the call for the meeting.

Article XII Amendment of Regulations of Senate, Executive Committee, and Academic Council

- (a) Subject to the provisions contained in the Institute for Christian Studies Act and Bylaws of the Institute, the Regulations of the Senate may be altered or amended by a two-thirds majority vote of the Board of Trustees, provided that written notice specifying the proposed change has been mailed to each member of the Trustees prior to the meeting at which the change takes place. Alterations may be initiated by either the Trustees or the Senate, but in no case shall alterations or amendments be adopted by the Trustees unless the Senate has had opportunity to consider them and express its opinion in writing at the meeting of the Trustees in which such alterations or amendments are acted upon.
- (b) Subject to the provisions contained in the Institute for Christian Studies Act and Bylaws of the Institute, the Regulations of the Executive Committee may be altered or amended by a two-thirds majority vote of the Board of Trustees, provided that written notice specifying the proposed change has been mailed to each member of the Trustees prior to the meeting at which the change takes place. Alterations may be initiated by either the Trustees or the Executive Committee, but in no case shall alterations or amendments be adopted by the Trustees unless the Executive Committee has had opportunity to consider them and express its opinion in writing at the meeting of the Trustees in which such alterations or amendments are acted upon.
- (c) Subject to the provisions contained in the Institute for Christian Studies Act and Bylaws of the Institute, the Regulations of the Academic Council may be altered or amended by a two-thirds majority vote of the Board of Trustees, provided that written notice specifying the proposed change has been mailed to each member of the Trustees prior to the meeting at which the change takes place. Alterations may be initiated by either the Trustees or the Academic Council, but in no case shall alterations or amendments be adopted by the Trustees unless the Academic Council has had opportunity to consider them and express its opinion in writing at the meeting of the Trustees in which such alterations or amendments are acted upon.

Article XIII Conflicts

In the event that the regulations herein provided bring the functioning of the Trustees into an apparent conflict with the functioning of any official body or officer of the Institute as provided in the regulations governing their functioning, the conflict, if unresolved by the parties involved, shall be resolved by the Trustees, whose decision in the matter shall be final and binding upon all concerned parties.

Article XIV Matters Not Provided For

As much as possible, any matters not specifically provided for in these regulations shall be regulated by analogy to them.

**REGULATIONS OF THE EXECUTIVE COMMITTEE
OF THE BOARD OF TRUSTEES
OF THE INSTITUTE FOR CHRISTIAN STUDIES**

Article I Introduction

1. In accordance with Regulation No. VII of the Bylaws of the Institute for Christian Studies, these regulations are designed to provide the operational framework for and to govern the functioning of the Executive Committee of the Board of Trustees of the Institute for Christian Studies.
2. These regulations shall be known as the REGULATIONS OF THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES OF THE INSTITUTE FOR CHRISTIAN STUDIES.
3. These regulations are supplementary to the provisions relating to the Executive Committee [hereinafter referred to as the Executive] contained in the Bylaws of the Institute for Christian Studies [hereinafter referred to as the Institute].

Article II Composition and Appointment

1. Number

The Executive shall consist of at least five but not more than nine persons, as may be determined by the Board of Trustees from time to time.

2. Qualifications

Executive members shall be members of the Institute, and a majority shall at all times be members of the Institute's Board of Trustees [hereinafter referred to as the Trustees].

3. Appointments

Executive members shall be appointed by the Trustees at one of their regular meetings.

4. Term of Office

Executive members shall serve for a term of three years except when appointed to fill a vacancy and shall be eligible for re-appointment to two consecutive terms. Upon the expiration of one year after having served for two consecutive terms, a person shall again be eligible for appointment to the Executive. Appointments shall take place so that as nearly as possible one-third of the terms of Executive members shall expire each year.

Article III Meeting Procedure

1. Frequency

The Executive shall normally meet once a month and shall meet more often if necessary. The Chair shall have the power to call a special meeting and in addition shall call a special meeting when so requested by one-third of the Executive members, provided their request is supported

with written reasons.

2. Officers

The Executive shall elect a Chair and a Secretary and may elect such other officers as it may deem advisable.

3. Agenda

The agenda for each meeting shall be prepared by the President in consultation with the Secretary of the Executive.

4. Staff Members

The President of the Institute shall normally attend all meetings of the Executive in a non-voting capacity to supply information, serve with advice and to receive instructions for implementation of decisions made. The Executive may require the attendance of other staff members as it deems advisable.

5. Quorum

One-half of the Executive shall form a quorum for the transaction of business.

6. Voting

The Executive shall strive to make decisions by reaching consensus. In the event that consensus is not reached and a vote is required, such vote shall be by show of hands except when personnel appointment or reappointments are involved, in which case the vote shall be by secret ballot. Unless otherwise provided, the vote shall be carried by simple majority.

Article IV Task of the Executive Committee

The Executive Committee of the Board of Trustees shall conduct all affairs of the Institute other than those of the Senate between meetings of the Board of Trustees, including any matters specifically referred to it by the Trustees.

Article V Operational Bounds

The Executive shall:

1. function within the framework of the Institute for Christian Studies Act [1983], and of the Institute's Bylaws and any amendments and/or additions thereto.
2. conduct its affairs according to the regulations of the Executive Committee of the Board of Trustees and any amendments and/or additions thereto.
3. act in accordance with the decisions of the Trustees and shall implement further mandates assigned to it by that Board as recorded in its minutes.

Article VI Implementational Authority

1. All decisions and actions of the Executive shall be valid and binding, and the Executive shall not require prior approval of any official body or officer of the Institute to implement decisions unless the Trustees so require regarding a specific matter.
2. Notwithstanding the provision of Paragraph VII.1 above, the Executive must perform its task within its operational bounds, and all actions and decisions shall be submitted to the Trustees, which shall approve or endorse them where appropriate.

Article VII Minutes

Minutes of all Executive meetings shall be promptly forwarded to all Trustees.

Article VIII Amendments

The Regulations of the Executive Committee may only be altered or revised according to the procedure spelled out in Article XII(b) of the Regulations of the Board of Trustees.

Article IX Remuneration

Members of the Executive Committee shall serve without remuneration, but may be reimbursed for expenses incurred.

Article X Conflicts

In the event that these regulations bring the functioning of the Executive into apparent conflict with the functioning of any official body or officer of the Institute as provided in the regulations governing their functioning, the conflict, if unresolved by the parties involved shall be jointly brought to the Trustees, whose decision in the matter shall be final and binding upon all parties concerned.

Article XI Unprovided-for Matters

As much as possible, any matters not specifically provided for in these regulations shall be regulated by analogy to them.