

# **General Operating Bylaw (111119)**

## **A bylaw relating generally to the conduct of the affairs of the Ontario Conference of Mennonite Brethren Churches**

### **Preamble**

Whereas by Letters Patent issued under the Act and dated the 8th day of July, 1932, and amended by Supplementary Letters Patent on the 30th day of August, 1971, and on the 18th day of February, 2005, the Corporation was incorporated for the following objects:

1. To establish and maintain places of worship.
2. To build colleges, seminaries and other institutions of learning for the training and education of the public.
3. To establish, maintain and operate homes for the aged and infirm to be leased to individuals or families of low income;
4. To encourage and assist mental institutions for the welfare of its constituents and others;
5. To set apart individuals for Christian ministry to serve the churches of the Conference and the larger community of Christians in leadership and spiritual functions.

And whereas it is considered expedient to enact a General Operating Bylaw relating generally to the conduct of the affairs of the Corporation, be it therefore enacted as a bylaw of the Corporation as follows:

### **Article 1 Interpretation**

#### **1.1 Meaning of Words**

In this Bylaw and all other bylaws and resolutions of the Corporation unless the context otherwise requires:

- 1.1.1 the singular includes the plural;
- 1.1.2 the masculine gender includes the feminine;

#### **1.2 Defined Terms**

1.2.1 "Act" means the Corporations Act, R.S.O. 1990, Chapter 89, and any statute amended or enacted in substitution therefor, from time to time;

1.2.2 "Board" means those established by the Voting Members to oversee and administer the affairs of the Corporation. The Board is the board of directors of the Corporation;

1.2.3 "Chair" means the person elected to be the Chair of the Board, who will be the president of the Corporation.

1.2.4 "Committee" means any committee established by the Board pursuant to Article 13 and 14;

1.2.5 "Corporation" means The Ontario Conference of Mennonite Brethren Churches;

1.2.6 "Delegate" means an authorized representative of a Local Congregation which is a Voting Member of the Corporation;

1.2.7 "Documents" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;

1.2.8 "Executive Officer" means any person who holds one of the offices enumerated in section 11.1;

1.2.9 "Executive Director" means the chief executive officer. (section 12.1)

1.2.10 "Family Member" means a spouse, parent or child who normally resides with any person.

1.2.11 "Local Congregation" means a local Christian church in Ontario which is organized according to Mennonite Brethren polity and which is in agreement with the Mennonite Brethren Confession of Faith and practices, and which desires to support the work of the Ontario Conference and which has the right to appoint Delegates as provided for in 6.4.1.

1.2.12 "Non-Voting Member" means any person that is a member of a Local Congregation and is in attendance at a meeting of the Corporation but that has not been elected as a Delegate.

1.2.13 "Office Holders" means a person elected or appointed to the Board or a member of a committee.

1.2.14 "Special Resolution" means a resolution passed by the Board and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a special general meeting of the Members of the Corporation called for that purpose.

1.2.15 "Voting Member" means the delegate elected by a Local Congregation or a Board Member with the rights and responsibilities to cast votes at meetings of the Corporation.

#### **1.3 Corporations Act Terms**

All terms defined in the Act have the same meanings in this Bylaw and all other bylaws and resolutions of the Corporation.

## **Article 2 Canadian Conference of the Mennonite Brethren Churches**

The Canadian Conference of the Mennonite Brethren Churches is the national body incorporated by an act passed by the Senate on 22nd November, 1945. It is comprised of all the Mennonite Brethren congregations in Canada, which in turn are generally organized into regional conferences usually on a provincial basis.

### **2.1 Relation to the Canadian Conference**

The Corporation is organically united with the Canadian Conference of the Mennonite Brethren Churches (the "Canadian Conference"). The Local Congregations of the Corporation, by virtue of their membership in the Corporation, are member congregations of the Canadian Conference.

### **2.2 Organization of Provincial Conferences**

Pursuant to the governing documents of the Canadian Conference, the Corporation is at liberty to apply for the issuance of letters patent and to prepare and adopt bylaws of its own according to its existing needs, provided that such are in harmony with the governing documents of the Canadian Conference.

## **Article 3 Statement of Faith and Mission**

### **3.1 Statement of Faith**

The statement guiding the faith and practice of the Ontario Conference of Mennonite Brethren Churches shall be the Confession of Faith that was adopted by the General Conference of Mennonite Brethren Churches in North America at its meeting convened in July 1999 in Wichita, Kansas.

### **3.2 Mission**

The central purpose of the Ontario Conference of Mennonite Brethren Churches is to bring honour and glory to God (1 Peter 2:4-12; Revelation 4:11; Romans 15:5,6; 1 Corinthians 6:20). This is the reason for being, and the essential character of the activity of the Local Congregations and the activity of the ministries of the Corporation. The Bible amplifies this purpose to include the following dimensions of mission:

#### **3.2.1 To worship God**

Worship is to be the believer's response to God in all of life. Individual and corporate worship keeps God central in the life and mission of every congregation and ministry. It makes God's honour and glory the guiding motive for a life of personal holiness and obedient service. (1 Chronicles 16:29; Psalm 29:2; 96:9; 107:32; Matthew 4:10; John 4:23-24; Romans 12:1; Revelation 14:7).

#### **3.2.2 To build up the body of Christ.**

The church is the body of Christ, and it is to be built up into the fullness of Christ's likeness through the exercise of the gifts which the Holy Spirit has given to its members for the

common good of the church. (Ephesians 5:23; Romans 12; 1 Corinthians 12:4-7; Ephesians 4:11-16).

3.2.3 To witness to Jesus Christ as Saviour and Lord and thus make disciples of all peoples, thereby bringing about the growth of the church. This is to be accomplished through the proclamation of the gospel and by extending God's love and care to all people. Practical and sacrificial service exemplified by Christ will authenticate His gospel and the biblical faith of the church. (Acts 1:8; Matthew 28:18-20; Romans 1:16; Acts 2:40-41; Matthew 6:10; James 1:22-26; John 13:13-17; Matthew 20:28; Luke 4:16-21).

## **Article 4 Head Office**

The head office of the Corporation shall be in the Regional Municipality of Waterloo, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

## **Article 5 Seal**

The seal which is impressed in the margin hereon shall be the corporate seal of the Corporation.

## **Article 6 Membership**

The Members of the Corporation are Local Congregations. The Voting Members shall consist of the Delegates sent to membership meetings by the Local Congregations, as provided for in section 6.4, and the Board Members.

### **6.1 Support**

Each Local Congregation of the Corporation shall seek to support the projects of the Corporation both beneficially and by encouraging the active participation of its members.

### **6.2 Applications for Membership by Local Congregations**

Unless otherwise determined by the Board, an application for membership may be made by a congregation which has been organized pursuant to the guidelines set out in Article 17 of this Bylaw by presenting a resolution to the Board of the Corporation requesting membership. Upon determination by the Board in consultation with the Faith and Life Committee, that the applicant congregation meets the criteria for membership, the Board shall recommend acceptance of that congregation into the Corporation at the next annual meeting of the Corporation.

### **6.3 Voting**

The Local Congregations shall be entitled to vote through duly authorized Delegates who shall have one vote each at all meetings of the Members.

## **6.4 Authorized Delegates**

### **6.4.1 Appointment of Delegates by Local Congregations**

Each Local Congregation shall be entitled to be represented at any Convention by delegates. Each delegate must be 18 years of age or older, must be a member in good standing, and shall be approved as a delegate by the church membership or governing board of the church. The maximum number of delegates per church is one (1) delegate for every twenty-five (25) members or fraction thereof of that Local Congregation. In addition, each Local Congregation shall send one Pastor, one Moderator and one Treasurer to complete its representation at the meeting of the Corporation.

### **6.4.2 Alternate Delegates**

In the event that one of those having automatic Delegate status with a Local Congregation (i.e. Pastor, Moderator and Treasurer) is unable to serve as a Delegate, an alternate Delegate may be appointed by that Local Congregation.

## **6.5 Non-Voting Members**

Non-Voting Members shall consist of all members of Local Congregations. If at any time or times, a question arises as to who is a Non-Voting Member, the church secretary of the Local Congregation shall make the determination.

## **6.6 Office Holder**

No person who is not an active member in good standing of a Local Congregation, shall be qualified to be a member of the Board, a committee, or a representative of the Corporation. A person is eligible to be an Office Holder if he becomes an active member in good standing of a Local Congregation within ten (10) days after his election or appointment.

## **6.7 Transfer of Membership**

Except for the transfer of membership from one class to another as otherwise provided in this Bylaw of the Corporation, if at all, membership in the Corporation is not transferable.

## **6.8 Revocation of Membership**

Any Local Congregation may be expelled from the Corporation for cause, including for failure to adhere to the polity, Confession of Faith, practice and admonition of the Corporation by at least 50% plus one vote taken by ballot of the Voting Members present and eligible to vote at an annual or other special general meeting of Members, following a recommendation to that effect from the Board after consultation with the Faith and Life Committee.

## **6.9 Termination of Membership**

Membership in the Corporation automatically terminates upon the happening of any of the following events:

6.9.1 upon presentation by a Local Congregation to the Board of a true copy of a resolution to that effect passed by not less than two-thirds (2/3) of its membership at a meeting of the congregation duly called for that purpose;

6.9.2 if a Member other than a Local Congregation, in writing, resigns as a Member of the Corporation;

6.9.3 if a Member of a Local Congregation dies or ceases to be a Member of the Local Congregation;

In the event that a Local Congregation's membership is terminated but there remain individuals within the congregation who desire to retain their Mennonite Brethren connection, such individuals shall apply to the Mennonite Brethren congregation of their choice within the Corporation for a transfer of membership. If no other Mennonite Brethren congregation exists within a practical distance for regular participation by such persons, they may be transferred to the membership rolls of another Mennonite Brethren congregation in Ontario as a non-resident Member for a period not to exceed eighteen (18) months. This transfer becomes effective after common agreement among such individual, the Board and the congregation to which transfer is requested.

## **6.10 Liability of Members**

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

## **Article 7 Board**

### **7.1 Number of Board Members**

Subject to the provisions of any Special Resolution changing the number of Board Members, the Board shall be composed of eleven (11) Members. At a meeting of the Board held immediately prior to the annual meeting of Members, the Board shall pass a Special Resolution fixing the number of Board Members for the following year. The Special Resolution shall be confirmed at the annual meeting of Members.

### **7.2 Election of Board Members**

Elected Board Members, subject to the provisions of Section 6.6 and 7.3 shall be elected in the manner set out in Section 8.1 each of whom, subject to the provisions of the Letters Patent and the Supplementary Letters Patent, shall hold office until the second annual meeting after election to office or until the successor of the Board Member has been elected and qualified.

### **7.3 Qualifications of Board Members**

Each Board Member shall:

7.3.1 be at the date of, or become within ten (10) days after the election of the person as, and thereafter remain throughout the term of office, a Voting Member of the Corporation who is qualified by the terms of section 6.6 to hold office;

7.3.2 be at least eighteen (18) years of age; and

7.3.3 not be an undischarged bankrupt or a mentally incompetent person.

If a person ceases to be a Member of the Corporation who is qualified by the terms of this Article 7 to hold office, or becomes a bankrupt or a mentally incompetent person, the person thereupon ceases to be a Board Member, and the vacancy so created shall be filled by the Board.

#### **7.4 Quorum**

A quorum for the transaction of business at meetings of the Board shall be the smallest whole number that is not less than two-thirds (2/3) of the number of Members of the Board.

#### **7.5 Vacancies**

So long as a quorum of the Board Members remains in office, a vacancy on the Board may be filled by the Board from among the qualified Members of the Corporation. If no quorum of Board Members exists, the remaining Board Members shall forthwith call a special meeting of Members to fill the vacancies on the Board.

#### **7.6 Removal of Board Members**

The Members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of which notice specifying the intention to pass the resolution has been given, remove any Board Member before the expiration of the term of office, and may, by a majority of the votes cast at that meeting, elect any qualified person in the place and stead of the person removed for the remainder of the term of the removed Board Member.

#### **7.7 Remuneration of Board Members**

The Board Members of the Corporation shall serve without remuneration. No Board Member shall, directly or indirectly, receive any profit from his or her position as such, provided that a Board Member may be reimbursed reasonable expenses incurred by him in the performance of his duties.

#### **7.8 The Duties of the Board**

The affairs of the Corporation shall be governed by the Board. The duties of the Board include the hiring of the Executive Director and the approval, with or without amendment, of the strategic plan and the budget as well as the goals, policies and guidelines.

#### **7.9 Responsibility for Acts**

The Board Members shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

## **Article 8**

### **Election of Board**

#### **8.1 Election**

Board Members shall be elected by the Voting Members at each annual meeting of the Corporation for a term of two (2) years to hold office until the annual meeting held in the second year next following their election.

#### **8.2 Re-Election**

A board member, if otherwise qualified, is eligible for election for three (3) consecutive full two-year terms, and thereafter is not eligible for re-election until a period of eleven (11) months has lapsed from the date of retirement of such board member. In the case of the Chair, a person may serve a maximum of six (6) consecutive years as a Board member plus a maximum of an additional four(4) consecutive years as Chair.

Provided however that section 8.1 shall not apply so as to prevent any person who is an Executive Officer to continue as a Board Member for the remainder of the traditional cycle, if any, of service in offices then in progress.

#### **8.3 Nominations**

8.3.1 Candidates for the office of Board Member shall include the slate of candidates for office proposed by the Nominating Committee, and

8.3.2 The Nominating Committee, having received nominations from any Member entitled to vote, up until the closing of nominations, shall submit a slate of candidates that have been duly processed and discerned.

8.3.3 the Board will establish a closing date for nominations for each annual election up to but not including 14 days prior to the annual election.

#### **8.4 Election Method**

8.4.1 Where the number of candidates nominated is equal to the number of offices to be filled, the Secretary of the meeting shall cast a single ballot electing that number of candidates for the offices; and

8.4.2 Where the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

#### **8.5 Forms**

The Board may prescribe the form of nomination paper and the form of a ballot.

## **Article 9 Meetings of the Board**

The Board shall meet at least three (3) times a year. Meetings of the Board may be called by the Chair, Vice Chair, Secretary or any two (2) Board Members.

### **9.1 Notice of Meetings**

Subject to the provisions of section 9.3, notice of Board meetings shall be delivered, emailed, faxed or telephoned to each Board Member not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or Chair that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Board Members are present or if those absent have signified their consent to the meeting being held without notice and in their absence. The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. The Board shall hold a meeting within thirty (30) days following the annual meeting of the Corporation for the purpose of organization, the election and appointment of officers and committees, and any transactions considered necessary.

### **9.2 Meetings by Electronic Conference**

If all persons who are members of the Board or a Committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board or Committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a set date, time and place.

### **9.3 Voting**

Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the Chair shall be entitled to a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chair or is requested by any Board Member. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

### **9.4 Absence from Meetings**

If a Board Member misses more than two (2) consecutive meetings, the Secretary shall contact the Board Member and

request an explanation for the absence and confirm the member's commitment to continue to serve on the Board and to attend the next meeting.

### **9.5 Written Resolutions**

Subject to the Act, a resolution in writing, signed by all Board Members entitled to vote on that resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board constituted and held for that purpose.

## **Article 10 Meetings of the Members**

### **10.1 Annual Meeting**

The annual meeting of the Corporation Members shall be held each year within Ontario, at a time, place and date determined by the Board with due consideration being given to rotation of the place of meetings and the statutory requirements for such a meeting, for the purpose of:

10.1.1 hearing and receiving the reports and statements required by the Act to be read at and laid before the Corporation at an annual meeting;

10.1.2 passing a Special Resolution to fix the number of Board Members to be elected;

10.1.3 electing such Board Members as are to be elected at such annual meeting;

10.1.4 conducting a poll for the election of the officers of the Corporation being the Chair and Vice Chair;

10.1.5 appointing the auditor and fixing or authorizing the Board to fix the remuneration therefor;

10.1.6 discussing and approving the budget for the following year;

10.1.7 dealing with any other matter properly brought before the meeting; and

10.1.8 approving changes, whether with or without amendments, to this Bylaw.

### **10.2 Special General Meeting**

The Board may at any time call a special general meeting of Members to address issues or to formulate transactions, the general nature of which is specified in the notice calling the meeting. A special general meeting of Members may also be called by the Members as provided in the Act.

### **10.3 Notice of Meetings**

Notice of the time, place and date of meetings of Members, and the general nature of the transaction to be considered, shall be given at least ten (10) days before the date of the meeting to each Member (and in the case of an annual meeting to the auditor of the Corporation) by sending by prepaid mail to the last address of the addressee shown on the Corporation's records.

#### **10.4 Quorum**

A quorum for any meeting of members shall consist of not less than fifty (50) delegates registered at commencement thereof, and representing at least 50 % of Local Congregations represented by 50 voting members present in person. In the absence of quorum no binding decisions can be made. Thereafter the Voting Members present in person shall be deemed to constitute a quorum at a meeting of Members, and no transactions shall be undertaken at any meeting unless the requisite quorum is present at the commencement of such meeting:

Provided further that at the meeting at the date, time and place specified in the motion to adjourn due to a lack of quorum, the number of persons present required for quorum at the follow-up meeting shall be divided by two.

#### **10.5 Voting by Members**

Unless otherwise required by the provisions of the Act or this Bylaw of the Corporation, all questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by Voting Members. In the case of an equality of votes, the Chair shall not be entitled to a second or casting vote.

#### **10.6 Show of Hands**

At all meetings of Members every question shall be decided by a show of hands unless otherwise required by the Chair or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against the motion.

#### **10.7 Chair**

In the absence of the Chair or the Vice Chair, the Members entitled to vote and present at any meeting of Members shall choose another Board Member as Chair and if no Board Member is present or if all the Board Members present decline to act as Chair, the Members present shall choose one of their number to be Chair.

#### **10.8 Polls**

If at any meeting a poll is requested on the election of a Chair or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

#### **10.9 Adjournments**

Any meeting of Members may be adjourned to any time and from time to time, and any transactions may be undertaken at any adjourned meeting that might have been transacted at the

original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

#### **10.10 Written Resolutions**

Subject to the Act, a resolution in writing, signed by all the Members entitled to vote on that resolution at a meeting of Members or Committee of Members, is as valid as if it had been passed at a meeting of Members or Committee of Members called, constituted and held for that purpose.

### **Article 11 Executive Officers**

#### **11.1 Election/appointment of Executive Officers**

There shall be a Chair, who shall also be the President of the Corporation, and a member of the Board, and a Vice Chair. Both the Chair and the Vice Chair shall be elected by resolution of the Members of the Corporation. There shall be a Secretary and a Treasurer selected by the Board from within or outside the membership of the Board. One person may hold more than one office, except that the Chair shall not hold the office of Vice Chair.

#### **11.2 Chair**

The Chair shall, when present, preside at all meetings of the Board and at all meetings of the Corporation. The Chair shall supervise the affairs of the Board, sign all documents requiring the signature of the President, and have the other powers and duties from time to time prescribed by the Board or incident to the office. The Chair shall also serve on an ex-officio basis and without voting privileges, of all committees of the Corporation with the privilege of bringing along any other Board Member if deemed advisable by the Chair.

#### **11.3 Vice Chair**

During the absence or inability of the Chair to act, the duties and powers of the office may be exercised by the Vice Chair. If the Vice Chair exercises any of those duties or powers, the absence or inability to act of the Chair shall be presumed with reference thereto. The Vice Chair shall also perform the other duties from time to time prescribed by the Board or incident to the office.

#### **11.4 Secretary**

11.4.1 The Secretary may be anyone so long that he is a member in good standing of a Local Congregation that is a Member of the Corporation.

11.4.2 The Secretary shall act as Secretary of each meeting of the Corporation and shall attend all meetings of the Board and shall record all facts and minutes of those proceedings in the books kept for that purpose; shall give all notices required to be given to Members and to Board Members; shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation; and shall perform the other duties from time to time prescribed by the Board or incident to the office. The Secretary shall, with the advice of the Board, appoint persons and committees considered necessary for the meetings of the Corporation. The Secretary shall provide for the annual collection and deposit in Provincial and Canadian Conference archives of the minutes of the meetings of the Corporation, the Board, and all committees, together with any related documents.

#### **11.5 Treasurer**

11.5.1 The Treasurer may be anyone so long that he is a member in good standing of a Local Congregation that is a Member of the Corporation.

11.5.2 The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account; shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board; shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefor; shall render to the Board, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation; shall cooperate with the auditors of the Corporation during any audit of the accounts of the Corporation; and shall perform the other duties from time to time prescribed by the Board or incident to the office, including the following:

11.5.3 Invest surplus funds, establish reserve funds and secure loans, mortgages and lines of credit when necessary to maintain the cash flow of the Corporation and retire such debts as expeditiously as possible.

11.5.4 Submit quarterly financial statements to the Board as requested.

11.5.5 In consultation with the Board, employ or obtain the services of a bookkeeper as deemed necessary, to be responsible, under his supervision, for the day-to-day administration of the central treasury of the Corporation.

11.5.6 From time to time prepare, and amend as necessary, a comprehensive job description for the bookkeeper.

#### **11.6 Other Officers**

The Board may appoint other officers, including without limitation, agents with such titles as the Board may prescribe from time to time and as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Corporation. The duties of all other officers of the

Corporation appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes.

### **Article 12 Conference Employees and Representatives**

12.1 The Board shall employ an Executive Director, who shall be answerable only to the Board. He will be in charge of the management and have the general supervision of the affairs of the Corporation, other than the internal affairs of the separately incorporated agencies. He shall represent the interests of the Corporation in its relations to fraternal bodies and serve generally in the area of public relations. He shall receive notice of all meetings of the Board and shall have the right to attend and to speak to any issue placed before the Board but shall not be a member of the Board and shall not have the right to vote. The Executive Director shall receive notice of all meetings of all committees and shall have the right to attend and to speak to any issue placed before the committees. He shall be a member of each committee with the right to vote except he shall not have the right to vote at the Nominating Committee.

12.2 With the recommendation of the Executive Director, the Board may engage additional employees to fulfil ministry or administrative functions on behalf the Corporation. The terms of engagement and the specific duties of such employees shall be determined by the Executive Director.

12.3 The duties of all employees of the Corporation shall be such as determined in the terms of their engagement or as are specified by the Board or the Executive Director.

12.4 With the recommendation of the Executive Director, the Board may at any time appoint representatives either ad hoc or permanent for such purposes and with such powers as the Board may determine to carry out the operations of the Corporation and assist with the work of a particular ministry or to address a particular function.

### **Article 13 Standing Committees**

The Corporation shall have Standing Committees. At its first meeting after each annual meeting, the Board shall elect or appoint the members to all Standing Committees with the exception of the Nominating Committee. The Board shall appoint the chairs of each of the following committees:

#### **13.1 Executive Committee**

##### **13.1.1 Composition**

The Executive Committee shall consist of the Chair, the Vice Chair, the Secretary and the Treasurer of the Board, as well as the Executive Director. The Board may fill vacancies in the executive committee by election from among its members. If and whenever a vacancy shall exist in the Executive Committee, the remaining Members may exercise all its powers so long as a quorum remains in office.

### **13.1.2 Powers and Quorum**

During the intervals between the meetings of the Board, the executive committee shall possess and may exercise all the powers of the Board in its functions in governance in such manner as the executive committee shall deem to be in the best interest of the Corporation in all cases in which specific direction shall not have been given by the Board.

### **13.1.3 Limitation of Actions**

Any action by the executive committee shall be reported to the Board at the next meeting of the Board succeeding such action and shall be subject to revision or alteration by the Board; provided that no actual rights of any third party shall be affected by such revision or alteration.

### **13.1.4 Rules for Meetings**

The executive committee shall fix its own rules of procedure and shall meet where and as provided by such rules or by resolution of the Board, but in every case the presence of a majority shall constitute a quorum. Each Board Member shall be entitled to speak but not to vote at any meeting of the Executive Committee at which the Board Member is present. No Board Member who has not been elected to the Executive Committee shall be entitled to notice of any meeting of the Executive Committee, and the presence of such Board Member shall not be included for the purpose of calculating a quorum.

## **13.2 Nominating Committee**

The nominating committee shall be elected at the annual meeting of Members and shall consist of at least three (3) members which are not at the same time Board Members. The nominating committee shall have power to fix its quorum at not less than a majority of its members, and to regulate its procedure.

The nominating committee shall present the names of nominees to the annual meeting of Members to fill vacancies on the Board, including the election of the Chair and the Vice Chair and to fill the vacancies on the nominating committee. The nominating committee is accountable to the Corporation at the annual meeting of Members. It shall function as a committee of the Corporation in cooperation and under the general supervision of Board.

## **13.3 Audit Review Committee**

The Audit Review Committee shall consist of no fewer than two Board Members including the treasurer. Until otherwise ordered by the Board, the Audit Review Committee shall meet at least twice annually, plan and review the annual audit with the external auditor, negotiate the remuneration to be paid to the external auditor for the ensuing year, and report to the Board on the audit, and any management or audit comments by the external auditor, when the audited financial statements are presented.

## **13.4 Faith and Life Committee**

### **13.4.1 Composition**

The Faith and Life Committee shall be composed of a minimum of five (5) members in addition to the Executive Director. A majority of the committee membership whom shall be pastors, associate pastors and chaplains serving in the Local Congregations that are represented by Voting Members of the Corporation and two (2) of which shall be lay members from the Local Congregations.

### **13.4.2 Meetings**

The Faith and Life Committee shall meet a minimum of three (3) times per year in order to perform its duties.

### **13.4.3 The Mandate**

- (1) The committee shall initiate, study and recommend any matters of faith and life related to the issues of ministry and church life in the Corporation or to the relationship of the Corporation to broader issues in society at large.
- (2) It shall maintain the centrality of the Confession of Faith and shall interpret and apply it to all Corporation ministries and programs in a manner consistent with interpretations and practices of the Canadian Conference of Mennonite Brethren Churches.
- (3) It shall administer the processes for credentialing individuals for Christian ministry who serve the congregations of the Corporation, or who serve in other similar leadership and spiritual functions.
- (4) It shall maintain the registry with the Ontario office regarding the licenced ministers of the Corporation.

- (5) It shall give guidance to congregations in matters of faith and doctrine.

## **13.5 Church Extension Committee**

### **13.5.1 Composition**

The Church Extension Committee shall be composed of a minimum of three (3) members in addition to the Executive Director.

### **13.5.2 Mandate**

The Church Extension Committee shall endeavour to plant new churches by identifying suitable sites for new churches and by initiating and supervising pioneer church plants. It will assist to help facilitate daughter church plants at the request of the mother congregation. It will assist the Board and the Faith and Life Committee to identify a prospective church plant's delegate's acceptance as a Voting Member of the Corporation.

### **13.6 Governance Committee**

This committee shall be appointed annually by the Board to assist the Board with reviewing and amending as needed the Letters Patent and this Bylaw, before the Board recommends adoption at a Members Meeting. The committee shall also assist in drafting various policies of the Board.

### **Article 14 Other Committees**

There may be such Ad Hoc Committees and for such purpose as the Board may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:

- 14.1 the delivery of its report;
- 14.2 the completion of its assigned task;
- 14.3 a change in the Membership of the Board by which it was constituted; or
- 14.4 a resolution to that effect of the Board by which it was constituted; whichever first occurs.

### **Article 15 Rules Governing Committees**

All committees have the general responsibility to assist the Board and the Executive Director to fulfil the mission as established in the Corporation's organizational objects in its Letters Patent. Except as otherwise provided by this Bylaw, all Committees are subject to the following:

- 15.1 the Chair and members shall be appointed by the Board, from among the Members of the Corporation who are qualified to hold office;
- 15.2 at least one member of Board shall be appointed to serve on each Committee;
- 15.3 a member of a Committee shall serve for a term ending at the annual meeting of Members following appointment, and is eligible for reappointment;
- 15.4 each Committee shall meet at least annually, and more frequently at the will of its Chair or as required by its terms of reference, and as requested by the Board;
- 15.5 each Committee shall be responsible to, and report after each meeting to the Board;
- 15.6 each Committee shall keep minutes of its meetings in which shall be recorded all action taken by it;
- 15.7 subject to any rules established by Board, each Committee may establish its own rules of procedure and may appoint subcommittees.

### **Article 16 Separately Incorporated Agencies**

The Corporation from time to time may organize a particular ministry under a separately constituted entity. Such

ministries will be governed by their own constating documents and their own board of directors elected by the Corporation according to the rules established in their respective constating documents. Accountability of such boards of directors is to the Corporation at its annual meeting of members. Between conventions the accountability of the boards is to the Board as the governing board of the Corporation.

Examples of the separately incorporated agencies, governed by their respective boards, which are elected by the Corporation are:

- (1) Bethesda Home for the Mentally Handicapped Inc.
- (2) Bethesda Community Services of Niagara Inc.
- (3) Bethesda Home Foundation Inc.
- (4) Bethesda Residential Holdings Inc.
- (5) Mennonite Brethren Senior Citizens Home Inc.
- (6) Pleasant Manor and Tabor Manor Foundation
- (6) Pleasant Manor Retirement Village Inc.
- (7) Valleyview Manor (St. Jacobs) Non-profit Inc.
- (8) Camp Crossroads
- (9) Eden Christian College (incorporation pending)

### **Article 17 Organization and Dissolution of Local Congregations**

#### **17.1 Organization**

Any group wishing to organize as a Mennonite Brethren congregation in Ontario shall meet with the Faith and Life Committee to review the Mennonite Brethren Confession of Faith and the principles of Christian life and conduct, and the church polity accepted by Mennonite Brethren Churches. A review shall also be made of the different areas of activity in which the congregations of the Corporation cooperate and the principles of brotherhood which bind them together. Upon the Faith and Life Committee being satisfied that the proposed new congregation qualifies for membership in the Corporation, and upon the Board being satisfied as to the leadership of the new congregation, a recommendation to accept the congregation into the membership of the Corporation shall be made.

#### **17.2 Acceptance**

Each Local Congregation accepts as binding upon it the decisions of the Corporation concerning the operation and finances of the projects of the Corporation and shall conscientiously carry out those decisions within the Corporation so far as it is able.

#### **17.3 Division**

When an existing Local Congregation deems it advisable to divide or establish a new congregation, the Faith and Life Committee shall be informed and consulted at the initial planning stages. After such a division has been completed, the new congregation may apply to the Board for membership according to the steps outlined in paragraph 17.1 and 17.2.

#### **17.4 Dissolution**

Should a Local Congregation consider dissolution or merger, the Board shall oversee the process. The assets of the dissolved congregation shall become the property of the Corporation.

### **Article 18 Protection of Board Members and Officers**

#### **18.1 Board Members and Officers Liability Exclusion**

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Board Member or officer of the Corporation shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent and accidental conduct), receipts, neglects, omissions or defaults of any other Board Member or officer or employee, servant, agent, volunteer or independent contractor arising from any of the following:

18.1.1 insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;

18.1.2 insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;

18.1.3 loss or damage arising from the bankruptcy or insolvency of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited;

18.1.4 loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;

18.1.5 loss, damage or misfortune whatever which may happen in the execution of the duties of the Board Member's or officer's respective office or trust or in relation thereto; and

18.1.6 loss, damage, arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

#### **18.2 Pre-Indemnity Considerations**

Before giving approval to the indemnities provided in section 18.3 herein, or purchasing insurance provided in section 18.4 herein, the Board shall consider:

18.2.1 the degree of risk to which the Board Member or officer is or may be exposed;

18.2.2 whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;

18.2.3 whether the amount or cost of the insurance is reasonable in relation to the risk;

18.2.4 whether the cost of the insurance is reasonable in relation to the revenue available; and

18.2.5 whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

#### **18.3 Indemnification of Board Members and Officers**

Every person, (including their respective heirs, executors and administrators, estate, successors and assigns) who:

18.3.1 is a Board Member; or,

18.3.2 is an officer of the Corporation; or

18.3.3 is a member of a Committee; or

18.3.4 has undertaken, or, with the direction of the Board is about to undertake, any liability on behalf of the Corporation or any Corporation controlled by the Corporation, whether in his personal capacity or as an Officer or Board Member or employee or volunteer of the Corporation; shall, upon approval of the Board from time to time, be indemnified and saved harmless out of the funds of the Corporation, from and against costs, charges and expenses which such person sustains or incurs:

(1) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against them in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by them, in or in relation to the execution of the duties of such office or in respect of any such liability; or,

(2) in relation to the affairs of the Corporation generally, save and except that such costs, charges or expenses are occasioned by their own failure to act honestly and in good faith in the performance of the duties of office, or by other wilful neglect or default.

The Corporation shall also, upon approval by the Board from time to time, indemnify any such person in such other circumstances as any legislation or laws permit or require. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw to the extent permitted by any legislation or law.

#### **18.4 Insurance**

The Corporation shall purchase and maintain appropriate liability insurance which shall provide coverage for each person acting or having previously acted in the capacity of a Board Member, officer or such other capacity on behalf of the Corporation, which insurance shall include:

18.4.1 comprehensive general liability insurance;

18.4.2 directors and officers insurance; and,

18.4.3 such other insurance as may be recommended from time to time by the insurance broker retained by the Corporation to advise it and procure coverage on its behalf, 18.4.4 specifying coverage amounts of a minimum of \$5 Million per claim/\$10 Million in the aggregate.

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

It shall be the obligation of those seeking insurance coverage or indemnity from the Corporation to cooperate fully with the Corporation in the defence of any demand, claim or suit made against it, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

## **Article 19 Conflict of Interest**

The Board shall establish and maintain a comprehensive conflict of interest policy and shall maintain a record of an annual review and an annual commitment from each Member declaring any potential conflicts or the absence of such.

## **Article 20 Execution of Documents**

### **20.1 Cheques, Drafts, Notes, etc**

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.

### **20.2 Execution of Documents**

Documents requiring execution by the Corporation may be signed by any two (2) of the Chair or the Vice Chair and the Secretary or the Treasurer or any one (1) of the foregoing together with any one (1) Board Member, and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

### **20.3 Books and Records**

The Board shall see that all necessary books and records of the Corporation required by this Bylaw of the Corporation or by any applicable statute are regularly and properly kept.

## **Article 21 Banking Arrangements**

### **21.1 Board Designated Bankers**

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking arrangements

of the Corporation, or any part thereof, with the bank, trust company, credit union or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

21.1.1 operate the Corporation's accounts with the banker;

21.1.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;

21.1.3 issue receipts for and orders relating to any property of the Corporation;

21.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and

21.1.5 authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking services.

### **21.2 Deposit of Securities**

The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **Article 22 Borrowing by the Corporation**

### **22.1 Board May Borrow**

Subject to the limitations set out in this Bylaw or in the Letters Patent of the Corporation, the Board may,

22.1.1 borrow money on the credit of the Corporation;

22.1.2 issue, sell or pledge securities of the Corporation; or

22.1.3 charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation,

22.1.4 provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

## **22.2 Specific Borrowing Authority**

From time to time the Board may authorize any Board Member, officer or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

## **Article 23 Financial Year**

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

## **Article 24 Appointment of Auditor by Members**

The Members entitled to vote shall at each annual meeting appoint an auditor to audit the books of the Corporation, to hold office until the next annual meeting, provided that the Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Members entitled to vote or by the Board, if authorized to do so by the Members entitled to vote.

## **Article 25 Notice**

### **25.1 Method of Notice**

Except where otherwise provided in this Bylaw, notice shall be validly given if given by telephone, or if in writing, by prepaid letter post, by facsimile, by email, or by other electronic method, addressed to the person for whom intended at the last address shown on the Corporation's records.

### **25.2 Computation of Time**

In computing the date when notice must be given under any provision of this Bylaw requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included.

### **25.3 Omissions and Errors**

The accidental omission to give notice of any meeting of the Board, a committee or Members or the non-receipt of any notice by any Board Member or Member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Board Member, Member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

## **Article 26 Enactment of this Bylaw and Any Amendments thereto, etc.**

This Bylaw of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of the Act.

## **Article 27 Repeal of Prior Bylaws**

**27.1 Repeal** Subject to the provisions of sections 27.2 and 27.3 hereof, all prior bylaws, resolutions and other enactments of the Corporation heretofore enacted or made are repealed.

**27.2 Exception** The provisions of section 27.1 shall not extend to any bylaw or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

**27.3 Proviso** Provided however that the repeal of prior bylaws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed bylaw, resolution or other enactment.

## **Article 28 Effective Date**

This Bylaw shall come into force as a bylaw of The Ontario Conference of Mennonite Brethren Churches and sealed with the corporate seal on the eighteenth (18<sup>th</sup>) day of February 2012. It was Confirmed by the Members in accordance with the Corporations Act (Ontario) on the nineteenth (19<sup>th</sup>) day of November 2011.

Signed by:

Chair : \_\_\_\_\_

Secretary \_\_\_\_\_