

**Canadian Conference of Mennonite Brethren Churches
General Operating Bylaw**

Approved at Gathering 2010

Preamble

Whereas the Canadian Conference of Mennonite Brethren Churches is incorporated by an Act of the Senate of Canada, assented to as Bill G6 on November 22, 1945 for the following objects:

- (1) to promote, maintain, superintend and carry on, in any and all parts of Canada, in accordance with the doctrinal laws, constitution, acts and rulings of the Canadian Conference of Mennonite Brethren Churches of any or all of the work of that body;
- (2) to organize, maintain and carry on, in any and all parts of Canada, charities and missions, and to erect, maintain and conduct therein churches, schools, camps, colleges, orphanages, hospitals, and homes for the aged;
- (3) to advance in other lawful ways education, religion, charity and benevolence;
- (4) to administer in Canada the property, business and other temporal affairs of the Corporation and
- (5) to organize and carry on, in any and all parts of Canada, in furtherance of the lawful objects of the Conference, and not otherwise, the business of printing and publishing;

And, whereas it is considered expedient to enact a general operating bylaw relating generally to the conduct and the affairs of the Conference, be it therefore enacted as a bylaw of the Conference as follows:

Article 1 Interpretations

- 1.1 In this bylaw and all other bylaws and resolutions of the Canadian Conference of Mennonite Brethren Churches unless the context otherwise requires it, the singular includes the plural; and the masculine gender includes the feminine;
- 1.2 Terms defined in the Charter have the same meanings in this bylaw;
- 1.3 “Board of Faith and Life” means the board pursuant to Article 11 of this bylaw established by the Conference to oversee the doctrinal and spiritual aspects of the Conference;
- 1.4 “Charter” means the Act of the Senate of Canada, assented to as Bill G6 on November 22, 1945 and any subsequent amendments or acts enacted in substitution therefor, from time to time;
- 1.5 “Committee” means any committee established by the Conference or the Executive Board pursuant to Article 10;
- 1.6 “Conference” means the Canadian Conference of Mennonite Brethren Churches;

1.7 “Confession of Faith” means the document annexed hereto as Appendix A, as same may be amended from time to time in accordance with Article 15;

1.8 “Convention” means a duly called meeting at which Member Churches are represented by authorized delegates;

1.9 “Delegate” means an authorized representative of a Member Church who is a Voting Member of the Conference;

1.10 “Executive Board” means the board of directors of the Conference;

1.11 “Executive Officer” means any person who holds one of the offices enumerated in Article 7;

1.12 “Member Church” means a local Christian congregation in Canada which is in agreement with the Confession of Faith and has been duly received into membership by a provincial conference or, upon recommendation of the Executive Board, by the Conference.

Article 2 Confession of Faith

The Confession of Faith shall be the statement guiding the faith and practice of the Conference.

Article 3 The Conference in Perspective

Section 1 Nationally

The Conference is and shall at all times remain a Canadian charitable organization within the meaning thereof in the Income Tax Act (Canada). Its Member Churches are local congregations which, as a condition of membership in the Conference, shall also be and remain Canadian charitable organizations.

Section 2 Provincially

A listing of provincial conferences is attached as Appendix B.

Section 3 Internationally

Internationally the Conference relates to and cooperates with similar (parallel) national bodies of Mennonite Brethren churches in other countries to foster fellowship and to engage in joint ministries in the pursuit of its objects.

Article 4 The Canadian Conference in Relation to its Member Churches

Section 1 Admission as a Member Church

Where provincial conferences exist (Appendix B), churches are admitted to the national conference membership by action of their respective provincial conference. Any church that is accepted as a member in a provincial conference becomes at the same time a member in the Conference. Any Member Church established in a location outside of a provincial conference can become a member of the Conference upon the recommendation of the Executive Board.

Section 2 Process for Cessation of Membership

Any Member Church may by its own choice, or for cause, by action of its respective provincial Conference in consultation with the Executive Board, cease to be a member of the Conference provincially and therefore also nationally. Any church established in a location outside of a provincial conference is subject to the Conference and the Executive Board in the cessation process.

Section 3 Local Congregations

The Member Churches are local congregations consisting of baptized, Christian believers who are joined in a community of faith for mutual edification, outreach, and who subscribe to the Confession of Faith.

Section 4 Member Church Participation

Whereas each Member Church is free to manage its local affairs, Member Churches relate to each other and cooperate with one another by joining and supporting their respective provincial conference and the Conference for mutual encouragement and increased effectiveness in service and witness in Canada and globally.

Section 5 Assistance when Needed

When a Member Church is unable to resolve an issue which is harmful to its life and witness, the Conference has the right and the duty to offer its assistance in resolving the difficulty, upon request from or in consultation with the respective provincial conference.

Section 6 Suspension of a Member Church

The Conference may withdraw the privilege of membership from any Member Church which ceases to be substantially in harmony with the Confession of Faith.

Section 7 Membership in the Member Church

The regulation of membership of individuals in Member Churches is the responsibility of the Member Church. Guidelines shall be maintained by the Conference to assist Member Churches and to promote consistency of practice.

Section 8 No Proprietary Rights

Membership in a Member Church creates no proprietary rights in any of the tangible assets thereof. Termination of membership, for whatever reason, requires no accounting by the Member Church to the departing member with respect to such assets.

Article 5 The Authority and Accountability Structures within the Conference

Section 1 The Conference as Part of the Body of Christ

The Conference is the national entity of a community of Christian believers known as the Mennonite Brethren denomination in Canada. In partnership with fellow believers in other communities, the Conference is organized and works under the authority of the Lord Jesus Christ to take the gospel into all the world starting in our neighbourhoods, and beyond that, to our respective provinces, to our nation and to the ends of the earth.

Section 2 The Source of Legal Authority

The Conference receives its legal authority to exist and to operate from section 4 of its Charter, which empowers the membership of the Conference to establish the Executive Board to govern and direct the

affairs of the Conference. The Executive Board receives its authority to govern from, and is accountable to, the Conference.

Section 3 The Will of the Conference

The will of the Conference shall be expressed by resolutions adopted at its Conventions. The Executive Board shall govern and direct the affairs of the Conference between Conventions in accordance with the will of the Conference.

Section 4 Plebiscites and Referenda

The Conference in Convention is empowered to decide all matters corporately affecting the Member Churches. Plebiscites and referenda may be used only if authorized by a two-thirds majority vote at a Convention.

Article 6 Conventions of the Conference

Section 1 Authority to Convene a Convention

As stated in Section 4 of its Charter, the Conference shall hold annual Conventions for inspiration, reporting, direction-setting and decision-making, at such time and place as may be decided by the Executive Board.

Section 2 Special Conventions

Subject to notice as hereafter provided, the Conference may call a special Convention at any time by decision of the Executive Board.

Section 3 Date, Location and Agenda of Conventions

The Executive Board shall give at least six (6) weeks notice of any annual or special Convention. Such notice shall stipulate the date, location and agenda of such Convention. Notice shall be deemed to have been sufficiently given if sent by ordinary mail to the Member Churches, or if given by announcement in the Conference periodical publications distributed to the members of Member Churches.

Section 4 Church Representation at Convention

Each Member Church 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 is one (1) pastoral delegate per church and one (1) other delegate for every twenty-five (25) members or fraction thereof of that Member Church. Executive Board members have a vote at Convention by virtue of their position as Executive Board members.

Section 5 Voting

Each delegate to a Convention shall have one vote, which must be cast in person. Proxy voting shall not be permitted.

Section 6 Quorum at Convention

A quorum for any Convention shall consist of not less than one hundred (100) delegates registered at commencement thereof, in the absence of which no binding decisions can be made. Thereafter the delegates present in person shall be deemed to constitute a quorum. The quorum shall be reduced to thirty (30) if the agenda is limited to the appointment of an auditor, and the receiving and approving of the financial statements.

Section 7 Role of Delegates

The role of the delegates at a Convention, in addition to those which are delineated by the Charter or by virtue of law, shall be as follows:

- (1) To elect those members of the Executive Board, the Board of Faith and Life and the Nominating Committee prescribed by the governing documents; and to elect the moderator, assistant moderator and secretary.
- (2) To receive reports from the Executive Board, the Board of Faith and Life, the Nominating Committee and the external Auditor.
- (3) To hold the reporting boards/committee(s) accountable for their actions;
- (4) To provide policy direction; and
- (5) To approve amendments to the governing documents.

Article 7 The Executive Board

Section 1 The Composition and Election

As stated in Section 4 of the charter, the Executive Board consists of not less than five and not more than twenty-five members. The Executive Board shall be composed of the following voting members:

- (1) the moderator of the Conference, who shall chair Conventions of the Conference and meetings of the Executive Board, except if and when prevented or excused, and shall act as formal representative of the Conference;
- (2) the assistant moderator of the Conference, who shall assist the Moderator and act in the capacity of Moderator in the absence of the incumbent;
- (3) the secretary of the Conference, who shall oversee and be responsible for the recording of minutes of Conventions and of meetings of the Executive Board, and shall carry out such other duties customarily the responsibility of secretaries of corporate bodies;
- (4) the moderators or their equivalents or their designates from each province, region or area listed in Appendix B hereto attached;
- (5) nine (9) members-at-large elected at an annual Convention.

In addition, the Executive Board includes the following non-voting members:

- (1) the Executive Director;
- (2) two members of the Board of Faith and Life appointed by the said Board from its membership.

Of the nine (9) elected members, one shall be appointed to the bi-national board of Mennonite Brethren Mission and Service International and one to the bi-national board of the Mennonite Brethren Biblical Seminary. The Executive Director, as an ex-officio, non-voting board member, has the right to speak to any issue. Attendance by other executive staff members is by specific invitation. In compliance with the Charter, all board members chosen by provincial conferences or who may be members by virtue of office shall be subject to a vote of ratification at the annual Convention.

Section 2 Term of Office

(1) The term of office of each of the nine (9) elected members-at-large is four (4) years. Members will be eligible for a second four (4) year term. Terms of elected members shall be staggered. Vacancies occurring between Conventions shall be filled, if necessary, by appointment of the Executive Board.

(2) The term of office of moderator, assistant moderator and secretary is two (2) years. The moderator, assistant moderator and secretary may not serve in the same position for more than two consecutive, full terms.

(3) In special circumstances, this provision may be set aside by a two-thirds majority vote of the delegates present and voting at a delegate Convention.

(4) Vacancies occurring among elected members-at-large and office holders such as moderator, assistant moderator and secretary, shall be filled by appointment of the Executive Board for the unexpired portion of the term of office. When a provincial moderator or his designate must be replaced, the respective province shall make the appointment.

(5) Newly elected provincial representatives and members elected at large shall take office upon adjournment of the annual Convention.

(6) The term of office of any member of the Executive Board may be suspended for misconduct upon resolution of at least two-thirds of its voting members. Any such suspension shall continue until the next following annual Convention, at which further disposition of the case, including termination, may be made by the Convention.

Section 3 Responsibility

The Executive Board shall through prayerful discernment seek God's leading to provide leadership in promoting vision, strategic planning, determination of the mission, enunciation of the values, overseeing financial and operational matters, setting of goals and evaluation of results in matters relating to the extension of the kingdom of God through the Member Churches.

Section 4 Specific Duties and Functions

The Executive Board as the board of directors of the Conference shall govern and oversee the affairs and assets of the Conference as required by the Charter and by virtue of law. Without restriction, this shall include the following:

- (1) select and engage an Executive Director to implement the goals and policies of the Canadian Conference;
- (2) delegate management authority and responsibility to the Executive Director;
- (3) approve the Strategic Plan and priorities;
- (4) monitor performance and measure strategic outcomes;
- (5) oversee financial and operational matters, assume fiduciary responsibility for the conference, seek financial solvency and integrity;
- (6) represent the Conference externally;
- (7) foster inter-church relations and contacts with other church-related agencies;
- (8) consult with member churches in the process of strategic planning;
- (9) provide a forum for dialogue related to matters of congregational polity;
- (10) design governance structure and processes;
- (11) meet at least three (3) times per year;
- (12) maintain a current Governance Manual;
- (13) be accountable to the Conference at its Conventions;
- (14) engage consultants, appoint commissions and create advisory and ad hoc committees as required;

- (15) appoint a parliamentarian to serve during a Convention for the purpose of ensuring that decisions are in compliance with the Conference's governing documents and that transactions are conducted according to commonly accepted rules of parliamentary procedure;
- (16) evaluate and improve itself as the governing board; and
- (17) appoint the following three committees: Finance, Audit Review and Governance.

Article 8 Board and Committee Polity

Section 1 Board and Committee Integrity

A board or committee can express its will only when it is in session either in one location or in a teleconference. A board or committee cannot function as such except in meetings duly called and convened, and then only after roll call and before adjournment.

Section 2 Board and Committee Solidarity

Individual members have no authority to speak for or act on behalf of the board or committee except when such authority has been officially delegated. Members must take care not to commit or to appear to commit the board or committee to any stand, in private or public statements, which the board or committee as a whole may be unwilling to take.

Section 3 Protection of Directors and Officers

Every board and committee member of the Conference and any other person, including every employee, who has undertaken or is about to undertake any liability on behalf of the Conference, and their respective heirs, executors, administrators and assigns respectively, shall at all times be indemnified and saved harmless, out of the funds of the Conference from and against:

- (1) All costs, charges and expenses which such a board or committee member or other person sustains or incurs in or about any action, suit or proceeding which is brought by or prosecuted against him/her for, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or deliberate illegal acts; and
- (2) All other costs, charges and expenses, which he sustains or incurs, in or about or in relation to the affairs thereof except such costs, charges and expenses as are occasioned by his/her own wilful neglect or deliberate illegal acts.

Article 9 Executive Director

The Executive Board shall employ an Executive Director, who shall be accountable to the Executive Board for the management of the affairs of the Conference, including the following:

- (1) To develop the staff infrastructure to fulfil the values, goals and mission of the Conference;
- (2) To act as the team leader of the executive staff, providing direction in line with the vision and strategic plans of the Conference;
- (3) To present to the Executive Board tactical and financial plans that comply with the strategic plan;

- (4) To provide pastoral counsel where needed or requested by provincial conferences;
- (5) To plan public events such as gatherings, study conferences, and pastors' orientation;
- (6) To represent the Conference as appropriate.

Article 10 The Additional Conference Board and Committee

The Conference shall maintain the Board of Faith and Life and Nominating Committee.

Article 11 Board of Faith and Life

Section 1 Composition

The Board shall be composed of the following members:

- (1) three (3) members elected by the Conference at the Convention;
- (2) one (1) member elected by each of the organizations listed in Appendix B hereto;
- (3) conference ministers elected or appointed by the organizations listed in Appendix B hereto.
- (4) the executive director as an ex-officio, non-voting member.

Section 2 Duties and Functions

The specific duties of the Board of Faith and Life include:

- (1) To initiate the appropriate action or serve as a resource in issues of faith and life through consultation, teaching, and publishing;
- (2) To be responsible for promoting the Conference's peace witness in Member Churches and Canada;
- (3) To plan study conferences in consultation with the Executive Board;
- (4) To appoint two of its members to the Executive Board to monitor the actions taken at an Executive Board meeting for their ethical soundness and biblical correctness and to report their findings to the Convention;
- (5) To be responsible for the representation of the Conference on the delegate body of Mennonite Central Committee (Canada);
- (6) To report the plans and activities of the Board to the Executive Board;
- (7) To be accountable to the Conference at its Convention;
- (8) To undertake such other duties as Conventions may from time to time assign to this Board.

Article 12 Nominating Committee

Section 1 Composition

The Committee shall be composed of the following members:

- (1) the Secretary of the Conference;
- (2) the moderators, or their equivalents, or others designated by each of the organizations listed in Appendix B hereto;
- (3) two (2) members elected by a Convention.

Section 2 Duties

The Committee shall nominate persons for election by Conventions of the Conference as required from time to time. In furtherance of its function, this Committee shall assess the skills required for elective or appointed positions and shall maintain a database of the elected and appointed incumbents and their respective terms of office.

Article 13 Audit Review Committee

Section 1 Appointment and Composition

At its first meeting after each annual meeting, the Board shall appoint the Audit Review Committee, including the chairperson. This committee shall consist of not less than three (3) and not more than five (5) members, the majority of which shall be Executive Board members.

Section 2 General Role

The Audit Review Committee's role is to act on behalf of the Board and oversee qualitative aspects of financial reporting, processes for the management of financial risk, control and audit functions, and compliance with policy and significant applicable legal, ethical and regulatory requirements.

Section 3 Specific Responsibilities

Without limiting the general responsibility, the committee will do at least the following:

- (1) To recommend to the Executive Board the appointment of an independent public auditor;
- (2) To meet at least twice annually, unless otherwise directed by the Executive Board, 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 Executive Board on the audit, and any management or audit comments by the external auditor, when the audited financial statements are presented;
- (3) To assure itself and the Executive Board that the Conference's financial policies, functions, and responsibilities are in compliance with the highest standards of integrity and in accordance with applicable laws.

Article 14 The Finance Committee

Section 1 Appointment and Composition

At its first meeting after each annual meeting, the Board shall appoint the Finance Committee, including the chairperson. This committee shall consist of not less than three (3) and not more than five (5) members, the majority of which shall be Executive Board members.

Section 2 General Role

The role of the Finance Committee is to advise the Board on all financial matters, including investments, affecting the Conference and to approve on behalf of the Board those financial strategies, contracts and agreements delegated to it under board Policy.

Section 3 Specific Responsibilities

Without limiting the general responsibility the committee will also carry out the following functions:

- (1) recommend investment policies and direction to the Executive Board;
- (2) give advice as requested by staff;
- (3) monitor the financial limitations and expectations policies; and
- (4) provide the Executive Board with progress reports and results of the investment portfolio in a timely manner but in any event not less than annually.

Article 15 Amending the Confession of Faith

The Confession of Faith has been developed by the Conference in collaboration with the United States Conference of Mennonite Brethren Churches. Amendments thereto shall be made only if that body and the Conference both agree (Appendix F: Memorandum of Understanding taken from the book entitled 86th Convention of the General Conference of Mennonite Brethren Churches, July 25-27, 2002, pages 88 and 89).

Article 16 Amending the General Operating Bylaw

Section 1

Notice of motion to amend the Bylaw may be given at any Convention or by publication in the Conference periodical publications.

Section 2

Sponsorship of a motion to amend the Bylaw may be initiated by the Executive Board, by any Member Church or by a group of at least 50 individuals who are members in good standing of Member Churches and who have signed a document to that effect.

Section 3

Notice of motion to amend the Bylaw must be presented to all Member Churches three months before the Convention at which it is to be voted on. The notice of motion will disclose the movers of the motion.

Section 4

A two-thirds majority of those present and voting at a Convention shall be required to carry an amendment.

Article 17 Separately Organized Ministries

Section 1 Joint Ministries with the US Conference

The Conference is active in several joint ministries that are operated by boards with representation from both the US Conference of Mennonite Brethren Churches and the Conference. The representation by the Conference to these boards is by appointment from within the Executive Board as further specified in Article 7, Section 1. Accountability to the Conference is through communication and coordination with the Executive Board and by reports to the Conference at the annual Convention. The joint ministries are

- (1) Mennonite Brethren Biblical Seminary;
- (2) Mennonite Brethren Mission and Service International;
- (3) Mennonite Brethren Historical Commission.

The basic documents for each are attached as appendices, as follows:

- (1) Appendix C: Memorandum of Understanding Regarding Mennonite Brethren Biblical Seminary, taken from the book entitled 86th Convention of the Conference of Mennonite Brethren Churches, July 25-27, 2002, pages 49-50.
- (2) Appendix D: Memorandum of Understanding Regarding Mission and Service International, *ibid.*, pages 91-93.
- (3) Appendix E: Memorandum of Understanding Regarding the Mennonite Brethren Historical Commission, *ibid.*, pages 47-48.

Article 18 Fiscal Year

The fiscal year of the Conference shall terminate on the 31st day of May in each year or on such other date as the Executive Board may from time to time by resolution determine.

Article 19 Appointment of Auditor by Members

The annual Convention shall appoint an auditor to audit the books of the Conference. The term of office shall be until the next annual Convention. Any interim vacancy in the office of the auditor may be filled by the Executive Board. The remuneration of the auditor shall be fixed by the Convention or by the Executive Board, if authorized to do so by the Convention.

Article 20 Notice

Section 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 it is intended at the last address shown on the Conference's records.

Section 2 Omissions and Errors

The accidental omission to give notice of any meeting or the non-receipt of any such notice by anyone in a board or committee, or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Executive Board member, committee member or the Auditor may at any time waive his/her having to receive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

Article 21 Dissolution

Upon dissolution of the Conference, and after the payment of all debts and liabilities, its remaining property shall be distributed to one or more charitable organizations which are registered as such within the meaning of subsection 248 (1) of the Income Tax Act and which have objects similar to those of the Conference.

Article 22 Effective Date

This Bylaw shall come into force when enacted by the Conference at its Convention, July, 2010.