

Canadian Conference of Mennonite Brethren Churches - General Operating Bylaw

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Canadian Conference of Mennonite Brethren Churches

General Operating Bylaw

To be Approved By Referenda in 2021

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 “National Faith and Life Team” means the committee pursuant to Article 12 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 11;
- 1.6 “Conference” means the Canadian Conference of Mennonite Brethren Churches;

Commented [A1]: This is an important reminder for alignment and to not change too many terms unnecessarily. This is one reason to retain the “Executive Board” name instead of moving to the “National Assembly Executive”. Charter has been added as Appendix D so that it will be accessible for reference with the bylaws.

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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 “Assembly” means a duly called meeting at which Members of the Conference are represented by authorized delegates. In the past, the annual meetings were called Conventions;

1.9 “Delegate” means an authorized representative of a Member Church or a Member Organization who becomes a Voting Member of the Conference at an Assembly;

1.10 “Church Delegate” means an authorized representative of a Member Church who becomes a Voting Member of the Conference in accordance with Article 6 Section 4;

1.11 “National Assembly Delegate” means an authorized representative of a Member Organization who becomes a Voting Member of the Conference in accordance with Article 6 Section 5;

1.12 “General Assembly” means a duly called meeting at which the Member Churches are represented by authorized Church Delegates and the Member Organizations are represented by authorized National Assembly Delegates;

1.13 “National Assembly” means a duly called meeting at which only the Member Organizations are represented by authorized National Assembly Delegates;

1.14 “Executive Board” means the board of directors of the Conference which is described as the “Official Board” in the Charter;

1.15 “Officer” means any person who holds one of the Executive Board offices enumerated in Article 7 Section 1;

1.16 “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;

1.17 “Member Organization” means a nationally affiliated organization that adheres to the Confession of Faith as defined in its governing documents and has been accepted into the Conference upon recommendation of the Executive Board and a resolution passed by the Members (See Appendix C);

1.18 “Designate”, as related to a provincial representative attending an Executive Board meeting, is appointed by the provincial board for a specified term of service to replace the moderator (or equivalent) at Executive Board meetings;

1.19 “Alternate”, as related to a provincial representative attending an Executive Board meeting, is an observer sent from that province for a meeting when the moderator or designate is not available;

1.20 “Collaborative Unified Strategic Plan” mean the national strategic plan that is developed and supported by the Members as described in Article 5 Section 5;

1.21 “Principal Organization” means the organization chosen to provide the administrative support to the work of the Collaborative Unified Strategic Plan being implemented by the Members;

1.22 “Referenda” means a ballot vote of Delegates as described in Article 5 Section 4;

1.23 “Strategic Partnership Agreement” means the agreement between the Conference and a Member Organization as developed at the National Assembly and approved by Members. Strategic Partnership Agreements are part of the Collaborative Unified Strategic Plan of the Collaborative Model;

1.24 “Collaborative Model” means the governance model described in Article 5 Section 5;

1.25 “the Members” means the Member Churches and Member Organizations of the Conference.

Commented [A2]: A Member can now be either the Member Church or Member Organization. This word “Member” may now require some clarification as it is used in the remainder of the bylaws.

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Article 2 Statement of Faith

The Confession of Faith shall be the statement guiding the faith and practice of the Conference, including all of the Members. (See Article 15 and Appendix A.)

Commented [A3]: Changed to follow common legal language and to create clarity of interpretation.

Commented [A4]: With two classes of Members, this is simply a clarifying statement.

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. Its Member Organizations, as a condition of membership in the Conference, shall also be and remain Canadian charitable organizations.

Commented [A5]: Parallel statement included for new Member Organizations.

The Conference represents and acts on behalf of the Canadian Mennonite Brethren denomination as a whole. (See Article 5 Section 1.)

Commented [A6]: This is an important clarification of the Conference role with respect to the denomination.

Section 2 Provincially

The Conference is organized into regions. Local congregations first become members of a Provincial MB Conference in accordance with Article 4 Section 1, and, therefore, must comply with the membership requirements of their province of membership. A listing of provincial conferences is attached as Appendix B.

Commented [A7]: Clarity: Added more details about provincial structure and authority.

Section 3 Internationally

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

Article 4 The Canadian Conference in Relation to its Membership

The Conference will have two classes of membership:

- (1) Member Churches
- (2) Member Organizations

Commented [A8]: Additional clarity and some operational changes are needed throughout the bylaws now that two classes exist.

Member Churches are the primary members of the Conference as was the intent in the original Charter, (where Member Organizations were added into this bylaw as amended in 2021).

Commented [A9]: This statement added for clarity. The Charter is not being altered. The second member class enables the Collaborative Model and National Assembly. Reference to the class amendment is made for clarity to assist in any future bylaw revisions.

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 or by being accepted into another provincial conference.

Commented [A10]: This provision would allow maritime churches to join with the Quebec or Ontario conferences. Note: This provision applies only to churches that have no provincial conference.

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Section 2 Process for Cessation of a Member Church

Any Member Church may by its own choice, or for cause as defined by a provincial conference, or by action of its respective provincial Conference in consultation with the Executive Board, or upon its closure, cease to be a member of the Conference provincially and therefore also nationally. Any church established in a location outside of a provincial conference, and that is not part of another provincial conference, is subject to the Conference and the Executive Board in the cessation process. Membership is not transferrable.

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, Member Organizations, and the Conference in a Collaborative Unified Strategic Plan approved by the Members for mutual encouragement and increased effectiveness in service and witness in Canada and globally. Member Churches commit to providing financial support in accordance with the approved budgets of their respective provincial conference and the Conference.

Commented [A11]: This is an important addition to create full alignment with the Collaborative Unified Strategic Plan.

Commented [A12]: This makes clear the financial expectations and aligns the contributions under the Collaborative Model. Single stream is not included in the bylaws because it is a procedural decision that could change.

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 Executive Board, working through the respective Provincial Faith and Life Teams and in consultation with the National Faith and Life Team, may withdraw the privilege of membership from any Member Church which ceases to be substantially in harmony with the Confession of Faith.

Commented [A13]: Outside of Assemblies, the EB hold this power so wording makes it clear. This is only suspension, not removal of a church.

Commented [A14]: The Provincial Faith and Life Teams give leadership because churches are first members of their provincial conference.

Pursuant to Section 1 of Article 4, any church that has been suspended by its provincial conference will automatically be suspended from the Conference.

Commented [A15]: Added for clarity in process.

A suspended church is considered to be in not good standing.

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 in consultation with the provincial conferences to assist Member Churches and to promote consistency of practice.

Commented [A16]: This must be coordinated with the provinces because churches are first members of their provincial conference.

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.

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Section 9 Admission as a Member Organization

An organization that adheres to the Confession of Faith as defined in its governing documents can become a member of the Conference upon the recommendation of the Executive Board and a resolution passed by the Members. Each Member Organization will sign a Strategic Partnership Agreement that is developed by the National Assembly and approved by the Members. The full list of Member Organizations is found in Appendix C.

Section 10 Process for Cessation of a Member Organization

Any Member Organization may by its own choice, or for cause as presented by the Executive Board and supported by a resolution of the Members, cease to be a member of the Conference. Membership also ceases upon dissolution of a Member Organization. Membership is not transferrable.

Section 11 Member Organization Participation

Whereas each Member Organization is free to manage its own affairs, Member Organizations relate to each other and cooperate with one another by joining and supporting a Collaborative Unified Strategic Plan for mutual encouragement and increased effectiveness in service and witness in Canada and globally. (Also see National Assembly Policy.)

Section 12 Suspension of a Member Organization

The Executive Board, working through the National Faith and Life Team, may withdraw the privilege of membership from any Member Organization which ceases to be substantially in harmony with the Confession of Faith.

A suspended Member Organization is considered to be in not good standing.

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 Assemblies or approved by Referenda. The Executive Board shall govern and direct the affairs of the Conference between Assemblies in accordance with the will of the Conference.

Commented [A17]: Parallel structure is used in Section 9,10,11,12.

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Section 4 Plebiscites and Referenda

The Conference in General Assembly is empowered to decide all matters corporately affecting the Members. Plebiscites and referenda may be used at the discretion of the Executive Board to bring Conference decisions to vote by the Members in good standing. Referenda will be conducted in accordance with the CCMBC Referenda Policy enacted by the Executive Board and approved by the Members. Referenda may be used for elections, approval of bylaw amendments, approval of policies, approval of the conference budget, and other matters.

Commented [A18]: As part of the Collaborative Model, voting will happen using Referenda held at the Provincial Conference conventions. Executive Board will issue the Referenda needed, but the Members control the Referenda Policy.

Section 5 The Collaborative Model

The two membership classes, Member Churches and Member Organizations, work together to enable the Collaborative Model of governing the ministry of the Mennonite Brethren in Canada. The Member Churches are responsible for electing most of the boards of Member Organizations along with the Executive Board and its committees. At the National Assembly, these boards meet to review proposals designed by the National Ministry Team which is the senior staff leaders of the Member Organizations. At the National Assembly, there is an opportunity to align national vision and strategy across all Member Organizations, as well as to develop a national budget that can be supported by the Member Organizations. The work of the National Ministry Team and National Assembly result in a Collaborative Unified Strategic Plan that is brought to all Members to approve. The Strategic Partnership Agreements define the working relationship of Member Organizations to accomplish the plan. The Collaborative Model brings together MB churches, leadership boards and ministry staff to work towards agreed upon goals using common measurements system for monitoring that are maintained by a Principal Organization.

Article 6 Assemblies of the Conference

Section 1 Authority to Convene an Assembly

As stated in Section 4 of its Charter, the Conference shall hold annual meetings for inspiration, reporting, direction-setting and decision-making, at such time and place and using the meeting format (in-person or electronic) as may be decided by the Executive Board.

Commented [A19]: The word "meeting" is intentionally used to align with the wording of the Charter.

Section 2 Calling Assemblies

Subject to notice as hereafter provided, the Conference may call an Assembly, at any time by decision of the Executive Board or by a decision made at an Assembly.

Section 3 Date, Location and Agenda of Assemblies

The Executive Board shall give at least six (6) weeks notice of any General Assembly. The Executive Board shall give at least four (4) weeks notice of any National Assembly. Such notice shall stipulate the date, location and agenda with all associated documents of such Assembly. Notice shall be deemed to have been sufficiently given if sent by electronic means or ordinary mail to the Members, or if given by announcement in the Conference periodical publications distributed to the membership of Member Churches. The Assembly notice will state if electronic attendance and digital voting is being allowed for that Assembly.

Commented [A20]: Keep 6 weeks to notify 250 churches. Allow 4 weeks to notify 10 organizations and offer documents.

Commented [A21]: It will not be assumed that every meeting will include electronic or digital attendance and voting. This will be decided when the Assembly is called.

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Section 4 Member Church Representation at Assembly

Each Member Church in good standing shall be entitled to be represented at any General Assembly by delegates. Each Church Delegate must be 18 years of age or older, must be a member in good standing, and shall be approved as a Church 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 a General Assembly by virtue of their position as Executive Board members.

General Assembly Policy may be enacted by the Executive Board and then approved by the Members.

Commented [A22]: This process allows the Executive Board to develop policies but the Members have final authority to implement them.

Section 5 Member Organization Representation at Assembly

Each Member Organization in good standing shall be entitled to be represented at any General Assembly or National Assembly by delegates. Each National Assembly Delegate must be 18 years of age or older, and must be a member in good standing of a Member Church. Each Member Organization is allowed to register a maximum of twelve (12) delegates where each delegate must have been elected by Member Churches to the Board of Directors of the Member Organization.

Executive Board members have a vote at the National Assembly by virtue of their position as Executive Board members. National Ministry Team members have a vote at the National Assembly by virtue of their position as National Ministry Team members that represent a Member Organization.

National Assembly Policy may be enacted by the Executive Board and then approved by the Members.

Commented [A23]: Board sizes differ across Canada so 12 is set as maximum for any one organization. Also, a requirement is that only MB elected board members can be delegates. In the case of Multiply, this would be just 4 of a possible 12 board members since 4 are US appointed and 4 are elected by the Multiply board.

Section 6 Voting

Each delegate to an Assembly shall have one vote, which must be cast by the registered delegate, either in person or according to the Digital Voting Policy for Assemblies of the Conference provided digital voting has been allowed at the Assembly. Proxy voting shall not be permitted. Absentee voting shall not be permitted. The Digital Voting Policy is enacted by the Executive Board and then approved by the Members.

Commented [A24]: This section applies to both General Assembly and National Assembly.

Commented [A25]: Digital voting will be used as decided by the Executive Board. Not all meetings will be mixed. There is no proxy or absentee voting allowed.

Section 7 Quorum at Assembly

A quorum for any General Assembly shall consist of not less than one hundred (100) delegates, where the majority of delegates must be Church Delegates, registered at commencement thereof, in the absence of which no binding decisions can be made. Thereafter the delegates present in person and present digitally, if digital voting is allowed, 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, approval of annual budget, and the receiving and approving of the financial statements.

A quorum for any National Assembly shall consist of not less than fifty (50) National Assembly Delegates that represent at least two-thirds of the Member Organizations in good standing, registered at commencement thereof, in the absence of which no binding decisions can be made. Thereafter the delegates present in person and present digitally, if digital voting is allowed, shall be deemed to constitute a quorum.

Section 8 Role of Delegates at General Assembly

The role of the delegates at a General Assembly, or by means of Referenda where allowed in this bylaw, in addition to those which are delineated by the Charter or by virtue of law, shall be as follows:

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- (1) To elect the candidates as identified by the Nominating Committee in Article 13 Section 2;
- (2) To receive reports from the Executive Board, the National Faith and Life Team, the National Ministry Team, the Nominating Committee, the Finance & Audit Committee, and the external Auditor;
- (3) To hold the Executive Board and reporting committee(s) accountable for their actions;
- (4) To provide policy direction and approval of the policy documents as described in this bylaw;
- (5) To approve amendments to the governing documents as described in this bylaw, (see Article 15 regarding the Confession of Faith, and Article 16 regarding this bylaw);
- (6) To approve the Collaborative Unified Strategic Plan that is implemented through the National Ministry Team under the direction of the National Assembly, and is supported by a Principal Organization;
- (7) To approve the annual Conference budget;
- (8) To approve the audited financial statements, whereby the annual financial statements and related documents will also be available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office;
- (9) To approve the external auditor of the Conference; and
- (10) To approve the admission of Members, including the related Strategic Partnership Agreement when approving a Member Organization.

Section 9 Role of Delegates at National Assembly

The National Assembly will meet in person at least once per calendar year to foster and model an attitude of collaboration and unity. The National Assembly Delegates are able to represent and implement the national decisions at provincial assemblies and other Member Organization meetings, which has not been possible with a single appointment to the Executive Board. The role of the National Assembly Delegates shall be as follows:

- (1) To pray, support, and spiritually care for the churches;
- (2) To formulate and recommend national vision and strategy;
- (3) To hold boards and staff accountable to accomplishing the national vision and strategy;
- (4) To represent the will of the provinces and MB organizations in matters relating to the Conference and the Collaborative Unified Strategic Plan;
- (5) To formulate and recommend a national budget that reflects the Collaborative Unified Strategic Plan and that is supported by all Member Organizations;
- (6) To receive financial reports from the Member Organizations;
- (7) To approve the Principal Organization for supporting the Collaborative Unified Strategic Plan; and

Commented [A26]: Simplify the list by referencing the bylaw requirements.

Commented [A27]: Added for clarity of our current practice, and supporting Article 4 Section 4.

Commented [A28]: This is based on the Scope & Definition documents shared at the 2019 AGM, but some adjustments were needed to comply with the Charter and legislation.

Commented [A29]: The National Assembly develops the budget because they also need to develop their own organization's budgets to fit with the national budget.

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(8) To formulate and recommend the following documents to be approved by the Members:

- Strategic Partnership Agreements
- National Assembly Policy
- Nomination Committee Policy
- National Ministry Team Policy
- Principal Organization Policy.

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 eleven (11) and not more than fifteen (15) members.

The Executive Board shall be composed of the following voting members:

- (1) the Moderator of the Conference, who shall chair Assemblies 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 Assemblies and of meetings of the Executive Board, and shall carry out such other duties customarily the responsibility of secretaries of corporate bodies;
- (4) the Treasurer of the Conference, who shall serve as the Chair of the Finance and Audit Committee and who shall serve as a member of the CCMBC Legacy Fund Inc. board;
- (5) the moderators (or their equivalents) or a designate from each province, region or area listed in Appendix B hereto attached; alternates will not have voting rights; and
- (6) additional members-at-large to serve on Committees, as required, elected at an annual meeting.

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

- (1) the National Director; and
- (2) the National Conference Minister, or acting chair of the National Faith and Life Team.

In addition, all members of the National Ministry Team may attend Executive Board meetings as guests.

These non-voting board members and guests have the right to speak to any issue. Attendance by other staff members of the Conference or other Member Organizations is by specific invitation of the Executive Board.

In compliance with the Charter, all board members nominated by provincial conferences or who may be nominated as members by virtue of office, such as the National Director and Chair of the National Faith

Commented [A30]: Treasurer becomes an Officer, will chair the FAC and serve on Legacy Board. This creates accountability directly to the Members who elected the Treasurer.

Commented [A31]: Willingness and gifting to serve on Committees is a requirement of all members-at-large.

Commented [A32]: The word "meeting" is intentionally used in this section to align with the wording of the Charter.

Commented [A33]: National Ministry Team may participate in Executive Board meetings, but are not required to attend and do not vote. This is an important part of enabling collaborative decision making among all agencies. It has been tested in the past and found to be very effective. The absence of the NMT can influence the support for and execution of decisions.

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and Life Team, shall be subject to a vote of ratification at the annual meeting. All board members must receive affirmation by at least two-thirds of the votes cast by delegates voting at the annual meeting.

The Officers of the Conference shall be the Moderator, Assistant Moderator, Secretary, Treasurer and National Director.

Section 2 Term of Office

(1) The term of office of each elected member-at-large (see Section 16) is four (4) years. Members will be eligible for a second four (4) year term. Terms of elected members may be shorter than 4 years so that terms shall be staggered. Vacancies occurring between Assemblies shall be filled, if necessary, by appointment of the Executive Board.

(2) The term of office of Moderator, Assistant Moderator, Secretary and Treasurer shall be two (2) years. The Moderator, Assistant Moderator, Secretary and Treasurer 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 an annual meeting.

(4) Vacancies occurring among elected members-at-large and elected office holders such as Moderator, Assistant Moderator, Secretary and Treasurer, shall be filled by appointment of the Executive Board for the unexpired portion of the term of office. When a provincial moderator or 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 meeting.

(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 meeting, at which further disposition of the case, including termination, may be made by the Members.

(7) No voting board member should serve more than eight (8) consecutive years in any capacity unless an extension is approved by a two-thirds majority vote of the delegates present and voting at an annual meeting. Unless otherwise approved as stated, after eight (8) consecutive years, the voting board member should not serve in any other elected capacity within the Conference for one year.

Commented [A34]: Added for clarity of practice. This has been confusing in the past. Also needed to clarify staggered terms or interim appointments.

Section 3 Responsibility

The Executive Board shall through prayerful discernment seek God's leading to provide leadership to the Conference, its governance, policies, structures and committees. It monitors outcomes, delegates management authority to the National Director, and measures performance and results.

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) pray, support and spiritually care for the churches;

Commented [A35]: This is a mix of the current bylaws and Scope & Definition descriptions. Note: The Scope & Definition documents were not written for use in bylaws.

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- (2) select and engage a National Director;
- (3) delegate management authority and responsibility to the National Director as defined in the Governance Manual;
- (4) oversee the Charter and General Operating Bylaw and implement any changes as required and approved by Members;
- (5) monitor performance and measure strategic outcomes;
- (6) oversee financial and operational matters, assume fiduciary responsibility for the Conference and the Collaborative Unified Strategic Plan, seek financial solvency and integrity;
- (7) represent the Conference externally i.e. representing the Canadian MB Denomination, which includes making public statements **on behalf** of the Canadian MB denomination;
- (8) **provide strategic leadership**;
- (9) provide direction in matters of congregational polity;
- (10) design board structure and governance processes;
- (11) meet at least three (3) times per year;
- (12) maintain and publish, for accountability to all Members, a current Governance Manual;
- (13) be **accountable** to the Conference at its Assemblies which will include publishing a copy of its meeting resolutions and current policies relating to finance and operations;
- (14) engage consultants, appoint commissions and create advisory and ad hoc committees as required;
- (15) appoint a parliamentarian to serve during an Assembly 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 committees: Finance and Audit, Governance and others as required.

Commented [A36]: Added to clarify this important role.

Commented [A37]: Now done by the National Assembly and National Ministry Team

Commented [A38]: Now done by the National Assembly and National Ministry Team

Commented [A39]: Add clarity as to how accountability can be established.

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 nor to 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

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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 the member 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 National Director

The Executive Board shall employ a National Director, who shall be accountable to the Executive Board for the management of the affairs of the Conference as defined in the Governance Manual, including the following:

- (1) To develop the staff infrastructure to fulfil the values, goals and mission of the Conference;
- (2) To serve as the team leader of the **National Ministry Team**, 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 Collaborative Unified Strategic Plan;
- (4) To provide pastoral counsel where needed or requested by provincial conferences;
- (5) To plan public events such as Assemblies, study conferences, and pastors' orientation;
- (6) To represent the Canadian MB Denomination and the Conference as appropriate; and
- (7) To ensure all Policy Documents are made available to the Conference membership. See Article 21.

Commented [A40]: Governance Manual will cover staff leadership responsibilities. It is important that the leadership of the NMT be specified.

Article 10 **National Ministry Team**

Section 1 Responsibilities

The National Ministry Team's mandate is to enable collaborative leadership actions among the senior staff of all Member Organizations in implementing the Collaborative Unified Strategic Plan. The team will foster and model an attitude of collaboration and unity, to inspire and equip the Conference toward

Commented [A41]: This is based on the Scope & Definition documents shared at the 2019 AGM.

Canadian Conference of Mennonite Brethren Churches - General Operating Bylaw

fulfilling its national vision. The team acts as ambassadors for the denomination and its ministry in Canada.

Section 2 Composition

The National Ministry Team will be led by the National Director and shall meet monthly. The National Ministry Team will include the Chair of the National Faith and Life Team as well as the senior staff leader, or designate, from each of the Member Organizations. Typically, the senior staff leaders will be the provincial conference ministers and the presidents of any other Member Organizations.

Section 3 Specific Duties and Functions

The specific duties of the National Ministry Team include:

- (1) To pray, support, and spiritually care for the churches;
- (2) To formulate and maintain a national vision and present a national Collaborative Unified Strategic Plan for refinement by the National Assembly and approval by Members;
- (3) To design a Collaborative Unified Strategic Plan, implemented through the Member Organizations and supported by the Members;
- (4) To ensure the detailed and timely flow of information in cooperation with the Principal Organization;
- (5) To develop and implement measuring tools in cooperation with the Principal Organization;
- (6) To design and present a national ministry budget that aligns with all Member Organizations for refinement by the National Assembly and approval by the Members;
- (7) To work collaboratively with the Executive Board (see Article 7 Section 1); and
- (8) To perform its duties in accordance to the National Ministry Team Policy formulated by the National Assembly.

Section 4 Accountability

While each individual member of the National Ministry Team is accountable to the organization that employs them, the National Ministry Team as a whole is accountable to the National Assembly when in session and then to the Executive Board (see Article 5 Section 3).

Article 11 Additional Conference Committees

The Conference shall maintain the National Faith and Life Team, the Nominating Committee and the Finance & Audit Committee and other committees as enacted by the Executive Board. Unless otherwise specified, the term of elected committee members is four (4) years. Elected committee members will be eligible for a second four (4) year term, serving a maximum of eight (8) consecutive years. After serving eight (8) consecutive years, an elected committee member shall not serve in any other elected capacity within the Conference for one year unless an extension is approved by a two-thirds majority vote of the delegates. Where possible, terms of elected committee members shall be staggered.

Commented [A42]: Added for clarity in the term lengths for these elected positions. This has not been clear in the past.

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Article 12 National Faith and Life Team

Section 1 Composition

The National Faith & Life Team shall be composed of the following members:

- (1) three (3) members elected by the Conference at the General Assembly or by Referenda;
- (2) one (1) member elected by each of the organizations listed in Appendix B hereto;
- (3) the conference ministers, or their equivalent, or other person designated by each of the organizations listed in Appendix B hereto;
- (4) the National Director as an ex officio, non-voting member;
- (5) one (1) member designated by MB Seminary;
- (6) one (1) member designated by Multiply (formerly MB Mission); and
- (7) the National Conference Minister, nominated by the National Director and approved by the Executive Board, as the Chair of the National Faith and Life Team.

In the absence of a National Conference Minister, the National Faith and Life Team will select its own Chair, until such time as an appointment of a National Conference Minister is made.

Section 2 Duties and Functions

The specific duties of the National Faith and Life Team include:

- (1) To pray, support, and spiritually care for the churches;
- (2) To initiate the appropriate action or serve as a theological resource in issues of faith and life through consultation, teaching, and publishing;
- (3) To be responsible for promoting the Conference's peace witness in Member Churches and Canada;
- (4) To plan study conferences in consultation with the Executive Board;
- (5) To be responsible for overseeing matters of individual membership and church membership issues in upholding the Confession of Faith as defined in Article 4;
- (6) To provide theological and pastoral discernment and guidance on prevailing social, ethical, and theological issues;
- (7) To articulate the Mennonite Brethren theological convictions and encourage vital engagement with the Confession of Faith;
- (8) To be accountable to the Conference at its Assemblies and the Executive Board between Assemblies;
- (9) To undertake such other duties as Assemblies may from time to time assign to this Team;
- (10) To provide a dispute resolution mechanism in matters of theology on behalf of the Conference; and

Commented [A43]: Wording adjusted to allow flexibility in the appointment to the NFLT due to the increased workload of the NMT.

Commented [A44]: NFLT updated to include MBS & Multiply reps as is the current practice.

Commented [A45]: National Conference Minister (NCM) is accountable to the Executive Board (EB). This approach creates a system of checks & balances. National Director (ND) must nominate a candidate that the EB approves. This ensures chemistry between ND and NCM while making the NCM accountable to the EB rather than the ND. This helps at the NMT level and EB level for the role of the NCM, especially in the case that the NCM is an employee of the Conference.

Commented [A46]: NFLT Chair now sits on the Executive Board with the National Director.

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(11) To perform its duties in accordance to the National Faith & Life Team Policy approved by the Members.

Article 13 Nominating Committee

Section 1 Composition

The Nominating Committee shall be composed of the following members:

- (1) the Secretary of the Conference who shall normally act as Nominating Committee Chair;
- (2) the provincial moderators, or their equivalents, or other person designated by each of the organizations listed in Appendix B hereto, but not necessarily the same individual appointed to the Executive Board;
- (3) two (2) members elected by the Conference at the General Assembly or by Referenda; and
- (4) the National Director as ex officio member.

Commented [A47]: Wording adjusted to allow flexibility in the appointment to this committee so that a wider range of individuals may assist in nominations due to workload of moderators.

Commented [A48]: Match wording to NFLT elections.

Section 2 Duties

The Committee shall nominate persons for election at General Assembly or by Referenda of the Conference as required from time to time and in accordance with the Nominating Committee Policy developed by the National Assembly and approved by Members. 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. Positions for which the Committee shall discern will include, but is not limited to, the following:

- Moderator, Assistant Moderator, Secretary and Treasurer;
- Executive Board members-at-large;
- MB Seminary board members, as required by MB Seminary bylaws;
- Multiply board members, as required by Multiply bylaws in Canada and the US;
- CCMBC Legacy Fund Inc. board members, as required by Legacy bylaws;
- Nominating Committee members;
- National Faith and Life Team members;
- Historical Commission members; and
- other partnership appointments as required.

Commented [A49]: Clarify that the organization's bylaws define their own board compositions and not these bylaws. These bylaws do describe how any elections must be done to the roles that are required by the organizations.

The Nominating Committee shall not bring forth a candidate for election whereby that candidate's term will exceed eight (8) consecutive years in single role, unless it is accompanied by a request for a special exemption. In this case, the delegates must approve the candidate's election and the motion for a special exemption, both by a two-thirds majority of the delegates at General Assembly or by a two-thirds majority of the ballots in a Referenda.

Commented [A50]: This is needed for the case where the bylaws of the Conference are used to determine term lengths. See Multiply bylaws in the USA.

Section 3 Approval

Once candidates have been approved by the Nominating Committee, the names will be submitted to the Members for approval. A nomination must be approved by a two-thirds majority of the delegates at General Assembly or by a two-thirds majority of the ballots in a Referenda. Members of the Executive Board must be elected at an annual meeting of the Members in accordance with the Charter.

Commented [A51]: Add to clarity of the process.

Commented [A52]: Aligns with Article 7 Section 2.

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Should a nominee fail to receive the required two-thirds majority vote, an interim appointment may be approved by the Executive Board for a maximum one (1) year term which concludes once a candidate has been elected by delegates at the next General Assembly or by Referenda.

The Nominating Committee is responsible for the selection of any candidate for interim appointments to be approved by the Executive Board.

Article 14 Finance & Audit Committee

Section 1 Appointment and Composition

At its first meeting after each annual meeting, the Board may appoint additional members to the Finance and Audit Committee. 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. The Treasurer shall be the Chair of the Finance and Audit Committee.

Section 2 General Role

The Finance and Audit Committee's role 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, and 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 investment policies and direction to the Executive Board;
- (2) To give advice as requested by staff;
- (3) To monitor the financial limitations and expectations policies;
- (4) To 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;
- (5) To recommend to the Executive Board the appointment of an independent public auditor;
- (6) 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;
- (7) 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; and

Commented [A53]: Clarify a process for handling interim appointments through the Executive Board, not by the organizations. Interim appointment should be only one year and not the remainder of the term to allow Members to make the appointment.

Commented [A54]: The Executive Board approves, but the Nominating Committee finds candidate.

Commented [A55]: The two committees have been combined to reflect the actual practice of the Executive Board.

Canadian Conference of Mennonite Brethren Churches - General Operating Bylaw

(8) To present the Financial Statements and provide an annual written report to the Members offering a summary of the results for all corporations under control of the Conference as well as advising the Members of any risks related to operating these corporations.

Commented [A56]: Added for additional accountability given the securities company and other complexities of the CCMBCC organizations.

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. (See 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). Following a decision in 2014 by the US MB Conference, separate Confession of Faith documents will now be maintained for Canada and the USA. (Appendix F is now modified to remove reciprocal approval.) The Conference's confession remains the July 1999 version. Amendments thereto may be made by the Canadian Conference.

Section 1 Notice

Notice of motion to amend the Confession of Faith may be given at any General Assembly or by publication through written or electronic means to all the Members. Notice of motion to amend the Confession must be presented to all the Members three months before the General Assembly at which it is to be voted on. The notice of motion will include all details of the amendments to the Confession of Faith. (See National Faith and Life Team Policy.)

Section 2 Sponsorship

Sponsorship of a motion to amend the Confession of Faith may be initiated by either the National Faith and Life Team or the Executive Board.

Section 3 Voting

A two-thirds majority of those delegates present and voting at a General Assembly shall be required to carry an amendment. Referenda may not be used to amend the Confession of Faith.

Commented [A57]: Added for clarity. This aligns with the theological position of the Conference related to the community hermeneutic.

Article 16 Amending the General Operating Bylaw

The Members have authority to amend this bylaw. If a proposed bylaw amendment changes the rights of a single Membership class, the proposed amendment must be approved by a resolution of that class in addition to being approved by the General Assembly as a whole.

Section 1 Notice

Notice of motion to amend the Bylaw may be given at any General Assembly or by publication through written or electronic means to Member Churches and Member Organizations as required by the type of amendment. Notice of motion to amend the bylaw must be presented to the required Members six weeks before the Referenda or General Assembly at which it is to be voted on. The notice of motion will disclose the movers of the motion.

Section 2 Sponsorship

Sponsorship of a motion to amend the Bylaw may be initiated by the Executive Board, by any Member Church or Member Organization 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.

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Section 3 Voting

A two-thirds majority of the delegates present and voting at a General Assembly shall be required to carry an amendment, or a two-thirds majority vote of the Referenda ballots shall be required to carry an amendment.

If a bylaw amendment requires a vote by a specific membership class, a two-thirds majority of that class present and voting at a General Assembly, or a two-thirds majority vote of the Referenda ballots shall also be required to carry an amendment.

Section 4 Updating Bylaw Appendices

The appendices of this bylaw may be automatically updated to accurately reflect the resolutions of the Conference without holding a vote of the Members to amend the appendices in this bylaw. For instance, if the Confession of Faith is amended by resolution of the Conference, then Appendix A can be updated to reflect the newly approved version of the Confession. The Executive Board can enact the bylaw update and provide notice to Members of the bylaw amendment making the Appendices current.

Article 17 Jointly Operated Ministries

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 General Assembly. The joint ministries are

- (1) Multiply (formerly MB Mission); and
- (2) Mennonite Brethren Historical Commission.

The basic documents for each are as follow:

- (1) Memorandum of Understanding Regarding MB Mission; and
- (2) Memorandum of Understanding Regarding the Mennonite Brethren Historical Commission.

Any amendments to these documents must be approved by Members at a General Assembly or by Referenda.

Article 18 Fiscal Year

The fiscal year of the Conference shall terminate on the 31st day of December 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 meeting shall appoint an auditor to audit the books of the Conference. The term of office shall be until the next annual meeting. 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 Executive Board and reported as a separate line in the Conference budget.

Commented [A58]: Wording changed to align to sentences below.

Commented [A59]: Important to retain MB Mission name since historical documents have not been updated as well as other binational considerations.

Commented [A60]: The word "meeting" is intentionally used to align with the wording of the Charter.

Commented [A61]: Existing practice has been for the Executive Board to set remuneration. The approval of the annual budget, with a separate line for auditor, will allow Members to speak to the issue of remuneration.

Canadian Conference of Mennonite Brethren Churches - General Operating Bylaw

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 Policy Documents

All Policy documents identified in this bylaw, which includes the Executive Board Governance Manual, will be made available to all Members Churches and Member Organizations.

Article 22 Dispute Resolution

In the event that a dispute or controversy among members, directors, officers, committee members or staff of the Conference arises and cannot be resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or staff, as an alternative to a person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

1. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Executive Board) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
2. The number of mediators may be reduced from three to one or two upon agreement of the parties.
3. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Conference is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
4. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Canadian Conference of Mennonite Brethren Churches - General Operating Bylaw

Article 23 Dissolution

Section 1 Voting

Dissolution of the Conference shall only be carried out by a two-thirds majority vote of the delegates present and voting at a General Assembly. The motion to dissolve the Conference will include a description of the distribution of assets for approval by the delegates. Referenda may not be used for voting on dissolution.

Commented [A62]: Dissolution process has been clarified.

Section 2 Disposition of Assets

Upon dissolution of the Conference, and after the payment of all debts and liabilities, its remaining property and assets 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 and as approved by the delegates voting at a General Assembly.

Article 24 Effective Date

This Bylaw shall come into force on 1 June 2021 as confirmed by the Conference through a Referenda vote held in 2021.

Commented [A63]: Removed as the Executive Board will not be enacting these bylaws through a resolution.

Canadian Conference of Mennonite Brethren Churches - General Operating Bylaw

Appendix B – Listing of Provincial Conferences

The following provincial conferences are recognized by the Canadian Conference of Mennonite Brethren Churches:

- AEFMQ, L'Association des Églises des frères mennonites du Québec
- ONMB, Ontario Conference of Mennonite Brethren Churches
- MBCM, Mennonite Brethren Church of Manitoba
- SKMB, Saskatchewan Conference of Mennonite Brethren Churches
- ABMB, Alberta Conference of Mennonite Brethren Churches
- BCMB, British Columbia Conference of Mennonite Brethren Churches

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Appendix C – Listing of Member Organizations

The following are the Member Organizations of the Conference proposed for the National Assembly:

- AEFMQ, L'Association des Églises des frères mennonites du Québec
- OCMB, Ontario Conference of Mennonite Brethren Churches
- MBCM, Mennonite Brethren Church of Manitoba
- SKMB, Saskatchewan Conference of Mennonite Brethren Churches
- ABMB, Alberta Conference of Mennonite Brethren Churches
- BCMB, British Columbia Conference of Mennonite Brethren Churches
- CCMBC, Canadian Conference of Mennonite Brethren Churches
- MB Seminary
- Multiply, (formerly MB Mission)
- CCMBC Legacy Fund Inc.

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Appendix D – Charter

**CHARTER OF THE
CANADIAN CONFERENCE OF THE MENNONITE BRETHREN CHURCH
OF NORTH AMERICA**

CANADA:

Office of the Clerk of the Parliaments.

I, LESLIE CLARE MOYER, Clerk of the Parliaments, Custodian of the Original Acts of the Legislatures of the late Provinces of Upper and Lower Canada, of the late Province of Canada and of the Parliament of Canada, certify the subjoined to be a true copy of the original Act passed by the Parliament of Canada in the Session thereof held in the ninth and tenth years of His Majesty's Reign, and assented to in His Majesty's name by the Governor General, on the eighteenth day of December, one thousand nine hundred and forty-five, remaining of record in my office.

Given under my Hand and Seal at the City of Ottawa, Canada, on the second day of January, one thousand nine hundred and forty-six.

Sig. **L.C. Moyer**, Clerk of the Parliaments.

First Session, Twentieth Parliament, 9 George VI, 1945.

THE SENATE OF CANADA

BILL G6.

An Act to incorporate Canadian Conference of the Mennonite Brethren Church of North America.

AS PASSED BY THE SENATE, 22nd NOVEMBER, 1945.

OTTAWA

EDMOND CLOUTIER

Printer To The King's Most Excellent Majesty

1945

46721

1st Session, 20th Parliament, 9 George VI, 1945.

THE SENATE OF CANADA

BILL G6.

CHAP. 52

An Act to incorporate Canadian Conference of the Mennonite Brethren Church of North America.
(Assented to 18th December, 1945.)

Preamble.

WHEREAS the persons hereinafter named have by their petition prayed that the Canadian Conference of the Mennonite Brethren Church of North American be incorporated for the purpose of administering in Canada such of the property, business and other temporal affairs of the said Canadian Conference of the Mennonite Brethren Church of North America as may be entrusted by the said Canadian Conference to the corporation hereby incorporated, and for the other purposes and objects hereinafter set out, and it is expedient to grant the prayer of the said petition: Therefore His Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:

Canadian Conference of Mennonite Brethren Churches - General Operating Bylaw

Incorporation.

1. Henry S. Voth, of the town of Winkler, in the province of Manitoba, clergyman; Jacob F. Redekop, of Main Centre, in the province of Saskatchewan, clergyman; Cornelius A. DeFehr, of the city of Winnipeg, in the province of Manitoba, merchant; Abram Arthur Kroeker, of the town of Winkler, in the province of Manitoba, farmer; Benjamin B. Janz, of the post office of Coaldale, in the province of Alberta, clergyman; Cornelius F. Klassen, of the city of Winnipeg, in the province of Manitoba, collector; George David Pries, of the town of Winkler, in the province of Manitoba, teacher; John A. Harder, of the post office of Yarrow, in the province of British Columbia, clergyman; Frank Cornelius Thiessen, of the post office of Abbotsford, in the province of British Columbia, teacher; Gerhard Wilhelm Peters, of the post office of Hepburn, in the province of Saskatchewan, teacher; Henry S. Rempel, of the city of Saskatoon, in the province of Saskatchewan, missionary; being the Official Board of the said Conference by virtue of their office and their successors in the said offices, together with all the qualified voters from time to time of the said Canadian Conference of the Mennonite Brethren Church of North America, are hereby incorporated under the name of "Canadian Conference of the Mennonite Brethren Church of North America", hereinafter called "the Corporation".

Head Office.

2. The head office of the Corporation shall be at the city of Winnipeg, in the province of Manitoba, or at such other place in Canada as may be decided upon by the Corporation.

Objects.

3. The objects of the Corporation shall be:

- (a) 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 Mennonite Brethren Church of North America, any or all of the work of that body;
- (b) 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, colleges, orphanages, hospitals and homes for the aged;
- (c) to advance in other lawful ways education, religion, charity and benevolence;
- (d) to administer in Canada the property, business and other temporal affairs of the Corporation; and
- (e) to organize and carry on, in any and all part of Canada, in furtherance of the lawful objects of the Corporation, and not otherwise, the business of printing and publishing.

Management.

4. (1) The affairs of the Corporation shall be managed by a board of directors to be known as the Official Board consisting of not less than eleven and not more than fifteen members, who shall be elected by the said Canadian Conference at its annual meeting in each year, and who shall hold office during the pleasure of the said Canadian Conference.
- (2) The first Official Board of the Corporation shall consist of the persons now in office as the Official Board of the said Canadian Conference, and shall hold office during the pleasure of the said Canadian Conference.
- (3) All vacancies occurring by death, removal, resignation or otherwise shall be filled by the said Canadian Conference.

Incidental powers.

5. The Corporation may do all such lawful acts and things as are incidental or as may be conducive to the attainment of its objects.

Committees.

6. The Corporation may exercise all its powers by and through such committees as it may from time to time by by-law appoint.

Rules, regulations and by-laws.

7. The Corporation may make such rules, regulations and by-laws as it may deem necessary for the exercise of the powers conferred or which may hereafter be conferred on it by or under this or any other Act relating to it and which are not contrary to law nor inconsistent with this Act, including rules, regulations and by-laws for:
- (a) the administration, management and control of the property, affairs and business of the Corporation;
 - (b) the appointment of committees and the designation of their duties;

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- (c) the appointment, functions, duties and remuneration of all officers, agents and servants of the Corporation;
- (d) the calling of meetings, regular or special, of the Official Board of the Corporation or of committees;
- (e) the fixing of the necessary quorum and procedure in all things at such meetings; and
- (f) generally for the carrying out of the objects and purposes of the Corporation.

Capacity to acquire and hold property.

8. (1) The Corporation may purchase, take, have, hold, receive, possess, retain and enjoy property, real and personal, corporeal or incorporeal, whatsoever, and for any or every estate or interest whatsoever given, granted, devised or bequeathed to it or appropriated, purchased or acquired by it in any manner or way whatsoever to, for or in favour of the ecclesiastic and eleemosynary uses and purposes of the Corporation or to, for or in favour of any religious, educational, eleemosynary or other institution established or intended to be established by, under the management of, or in connection with the uses, purposes or work of the Corporation.

(2) The Corporation may also hold for the uses and purposes aforesaid such real property or estate therein as is *bona fide* mortgaged to it by way of security or conveyed to it in satisfaction of debts or judgments recovered.

Various powers.

9. Subject always to the terms of any trust relating thereto, the Corporation may also sell, convey, exchange, alienate, mortgage, lease or demise any real property held by the Corporation, whether by way of investment for the uses and purposes of the Corporation or not, and may also from time to time, invest all or any of its funds or moneys and all or any funds or moneys vested in or acquired by it for the use and purposes aforesaid, in and upon any security by way of mortgage, hypothec or charge upon real property in any part of Canada; and for the purposes of such investment may take, receive and accept mortgages or assignments thereof, whether made and executed directly to the Corporation or to any corporation, body, company or person in trust for it; and may sell, grant, assign and transfer such mortgages or assignments either wholly or partly.

Power to invest.

10. The Corporation may also invest and reinvest any of its funds and moneys,

- (a) in any bonds or debentures of any municipality or public school corporation or district in Canada, in bonds, stock and debentures or other securities of Canada or of any province thereof or in any security the payment of which is guaranteed by Canada or any province thereof; or
- (b) in first mortgages or freehold property in Canada and for the purposes of the same may take mortgages or assignments thereof whether such mortgages or assignments be made directly to the Corporation in its own corporate name or to some company or person in trust for it, and may sell and assign the same; or
- (c) in any securities in which life insurance companies are authorized by Parliament to invest funds.

Power to make gifts and loans of property.

11. The Corporation may make a gift of or loan any of its property, whether real or personal, for or to assist in the erection or maintenance of any building or buildings deemed necessary for any church, college, manse, school or hospital or for any other religious, charitable, educational, congregational or social purpose upon such terms and upon such conditions it may deem expedient.

Power to borrow, etc.

12. (1) The Official Board of the Corporation may from time to time for the purposes of the Corporation:

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) make, draw, accept, endorse or become party to promissory notes and bills of exchange, and it shall not be necessary to have the seal of the Corporation affixed to any such note or bill;
- (d) issue bonds, debentures or other securities of the Corporation;
- (e) pledge or sell such bonds, debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (f) mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the Corporation to secure any such bonds, debentures or other securities or any money borrowed or any other liability of the Corporation.

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(2) Nothing in this section shall be constructed to authorize the Corporation to issue any note or bill payable to bearer thereof, or any promissory note intended to be circulated as money or as the note or bill of a bank, or to engage in the business of banking or insurance.

Duration of holding of unrequired land and disposal thereof.

13. (1) No parcel of land or interest therein at any time acquired by the Corporation and not required for its actual use and occupation, and not held by way of security, shall be held by the Corporation, or by any trustee on its behalf, for a longer period than ten years after the acquisition thereof, or for a longer period than ten years after it shall have ceased to be required for actual use and occupation by the Corporation, as the case may be, but shall, at or before the expiration of such period, be absolutely sold or disposed of, so that the Corporation shall no longer retain any interest or estate therein, except by way of security.

Extension.

(2) The Secretary of State may direct that the time for the sale or disposal of any such parcel of land, or any estate or interest therein, shall be extended for a further period or periods not to exceed five years.

Limitation.

(3) The whole period during which the Corporation may hold any such parcel of land, or any estate or interest therein, under the foregoing provision of this section, shall not exceed fifteen years after the date of the acquisition thereof, or after it shall have ceased to be required for actual use or occupation by the Corporation.

Forfeiture.

(4) Any such parcel of land, or any estate or interest therein, not within the exceptions hereinbefore mentioned, which has been held by the Corporation for a longer period than authorized by the foregoing provisions of this section without being disposed of, shall be forfeited to His Majesty for the use of Canada.

Statement to Secretary of State.

(5) The Corporation shall give the Secretary of State, when required, a full and correct statement of all lands, at the date of such statement, held by the Corporation, or in trust for it, and subject to the provisions of this section.

Application.

(6) This section shall apply only to lands and estate or interests therein which, by reason of the situation of such lands or otherwise, are subject to the legislative authority of the Parliament of Canada.

Mortmain.

14. In regard to any real property which, by reason of its situation or otherwise, is subject to the legislative authority of the Parliament of Canada, a license in mortmain shall not be necessary for the exercise of the powers granted by this Act; but otherwise, the exercise of the said powers shall in any province of Canada be subject to the laws of such province as to the acquisition and holding of lands by religious corporations, in so far as such laws apply to the Corporation.

Transfers to the Corporation.

15. In so far as authorization by the Parliament of Canada is necessary, any person or corporation in whose name any property, real or personal, is held in trust or otherwise, for the use and purposes aforesaid, or any such person or corporation to whom any such property devolves, may, subject always to the terms and conditions of any trust relating to such property, transfer such property, or any part thereof, to the Corporation.

Execution of deeds, etc.

16. Any deed or other instrument relating to real property or any interest therein shall be deemed to be duly executed if there be affixed thereto the seal of the Corporation and the signature of any officer of the Corporation duly authorized for such purpose or his lawful attorney.

Extra territorial powers.

17. The Corporation may exercise its functions throughout Canada or elsewhere, and meetings of the Official Board of the Corporation and of any committees of the Official Board may be held at any place within Canada other than the head office of the Corporation.