

Mennonite Church Eastern Canada

Église Mennonite de l'est du Canada

A Not-for-Profit Corporation created by
the registration of Letters Patent of Amalgamation
dated February 1, 1988

General Operating Bylaw No. 4

Last Updated April 27, 2019

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1. Definition of Terms

In this Bylaw, unless the context otherwise requires, terms are defined as follows:

- 1.1. **"Act"** means the *Ontario Corporations Act* as amended from time to time and any statute enacted in substitution thereof (for greater certainty, the proposed *Not-for-Profit Corporations Act, 2010*, which is expected to come into force at the earliest opportunity after 2019), and in the case of such substitution, any references in the By-law of the Corporation to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
- 1.2. **"Affiliated Faith Community"** means a faith community that may or may not be a Congregation as defined in this Bylaw and may or may not be an informally structured or experimental faith community, which desires to have an affiliation with MCEC for the purposes set out in [Section 6](#) below;
- 1.3. **"Annual General Meeting"** means the Annual General Meeting of the Members, namely a Delegate Gathering at which the annual general business of the corporation as required by this Bylaw is conducted and actions taken that are in compliance with this Bylaw and the Act;
- 1.4. **"Bylaw"** means any Bylaw of Mennonite Church Eastern Canada from time to time in force and effect, including this General Operating Bylaw;
- 1.5. **"Cluster"** means a geographical clustering of Congregations whose boundaries are defined from time to time by MCEC;
- 1.6. **"Congregation"** in MCEC means a body of persons who have responded to the call of Christ in repentance and in faith, who symbolize their unity through the practice of baptism and communion, and who are visibly grouped for the express purpose of implementing their obedience to Christ as head of the church and are the primary unit for worship, nurture, outreach, service and mission, and for the purpose of this Bylaw, Congregation shall mean a Congregation holding Membership in MCEC, whether Provisional Membership or Full Membership;
- 1.7. **"Corporation"** means the Corporation of Mennonite Church Eastern Canada that has passed these Bylaws under the Act or that is deemed to have passed these Bylaws under the Act;
- 1.8. **"Covenant"** means the commitments that Congregations make to each other to act in accordance with this Bylaw of which the ultimate purpose is to create a visible community of faith, whose head is Jesus Christ and whose mission is to serve God's purposes in the world;
- 1.9. **"Delegate(s)"** means the person(s) appointed by Member Congregations to represent it at a duly-called Delegate Gathering in accordance with this Bylaw;
- 1.10. **"Delegate Gathering"** means an Annual General Meeting or a Special Meeting of the Delegates appointed by each Congregation and such other persons as may be entitled or invited to attend at such Delegate Gathering in accordance with this Bylaw;

- 1.11. ***“Executive Council”*** means for the purposes of the Act the board of directors of the Corporation and also that which is set out in [Section 12](#) below;
- 1.12. ***“Executive Minister”*** means the Executive Minister of MCEC, who is the Executive Council’s staff person acting on their behalf to oversee the management of MCEC ministries, staff, and operations, and is the executive leader of the MCEC staff team;
- 1.13. ***“Executive Team”*** means the senior staff members of MCEC, who have oversight of an MCEC ministry portfolio that is directly supported by a Council of MCEC and act under the direction of the Executive Minister;
- 1.14. ***“Full Membership”*** means the permanent Members of MCEC with all the rights and privileges as set out in [Section 5.5.ii](#) below;
- 1.15. ***“MC Canada”*** means Mennonite Church Canada, a covenant community created by the Regional Churches in Canada;
- 1.16. ***“MC Canada Covenant”*** means a signed covenant that MCEC and other Regional Churches within MC Canada have agreed will guide their common structure and ministry;
- 1.17. ***“MCEC”*** means the Corporation known as Mennonite Church Eastern Canada/Église Mennonite de l’est du Canada, which is also one of the member Regional Churches that constitutes MC Canada;
- 1.18. ***“MC USA”*** means Mennonite Church USA, a denomination affiliated with MC Canada;
- 1.19. ***“Member”*** for the purposes of the Act means a Congregation holding Membership in MCEC;
- 1.20. ***“Member of Executive Council”*** means for the purposes of the Act an individual occupying the position of director of the Corporation by whatever name he or she is called;
- 1.21. ***“Membership”*** means the collective Members of MCEC;
- 1.22. ***“Mennonite World Conference”*** means the organization representing the global community of Anabaptist related churches to which MCEC belongs through its relationship to MC Canada
- 1.23. ***“Moderator”*** means for the purposes of the Act the chair of the Board and that which is set out in [Section 15.2](#) below or the person delegated by the Moderator to fulfill such role;
- 1.24. ***“Officer”*** means an Officer of the Corporation as described in [Section 15](#) below;
- 1.25. ***“Policy Statements”*** mean the Policy Statements adhered to by MCEC as adopted by the MCEC Delegate body from time to time concerning practical applications of biblical principles and Christian conduct or similar policy statements that MCEC adheres to through its covenant with MC Canada;

- 1.26. **“Protected Person”** means each person acting or having previously acted in the capacity of Executive Council, Officer or any other capacity at the request or on behalf of the Corporation, and includes the respective heirs, executors, administrators, estate, successors, and assigns of a person who:
- i. is a member of the Executive Council;
 - ii. is an Officer;
 - iii. is a member of a committee and/or advisory body of the Corporation; or
 - iv. has undertaken, or, with the direction of the Corporation is about to undertake any liability on behalf of the Corporation or any body corporation controlled by the Corporation, whether in the person’s personal capacity or as a member of the Executive Council, an Officer, employee, or volunteer of the Corporation or such body corporate.
- 1.27. **“Provisional Membership”** means that which is set out in [Section 5.5.i](#) below;
- 1.28. **“Regional Church”** means a body of Congregations in a geographical area that have covenanted to form a denominational expression of the church, and that have joined the Membership of MC Canada by having agreed to work together in the spirit of partnership and for the betterment of the collective Membership of MC Canada;
- 1.29. **“Special Meeting”** means a specially-called meeting of MCEC Delegates and such other persons as may be entitled or invited to attend as called by the Executive Council according to the provisions of this Bylaw;
- 1.30. **“Treasurer”** means the chair of the financial oversight body of MCEC unless otherwise designated by an action of the Executive Council;
- 1.31. **“Youth Delegate”** means a person who is a secondary school student, or the age of a secondary school student, who is appointed by a Congregation to serve in the capacity of Delegate. All references to Delegates in this Bylaw shall include Youth Delegates.

[**Note:** A capitalized word in this Bylaw typically indicates that a definition is being referenced.]

2. Confession of Faith

- 2.1. MCEC accepts the *Confession of Faith in a Mennonite Perspective*, as adopted by Mennonite Church Canada, as a guide that informs its faith and practice and that of its Congregations.

3. Church Polity

- 3.1. MCEC accepts *A Shared Understanding of Church Leadership: A Polity Manual for Mennonite Church Canada and Mennonite Church USA* or its successor polity guide as adopted by MC Canada as a guide that informs its understandings of church leadership and congregational practice.

4. Purposes

MCEC's primary purposes include the following:

- 4.1. To assist its affiliated congregations in fulfilling their responsibilities of worship, nurture, outreach, and mutual assistance.
- 4.2. To give a visible expression of our unity in Christ and to provide a Mennonite/Anabaptist witness that reflects oneness.
- 4.3. To gather in assembly to discern the will of God so that our community of faith might be strengthened.
- 4.4. To empower our mission outreach to persons in need of salvation that can be found in Christ.
- 4.5. To provide leadership in relating to the broader church and community.
- 4.6. To encourage and strengthen the nurture, outreach, service, and mission of the congregations who are affiliated with MCEC.
- 4.7. To offer assistance and counsel where problems arise with, in, or among congregations affiliated with MCEC.
- 4.8. To support and work with the Conference of Mennonites in Canada, General Conference Mennonite Church and the Mennonite Church, or their successors. [**Note:** *The successors of the above are Mennonite Church Canada and Mennonite Church USA.*].

5. Membership

5.1. ***Covenant Membership***

Membership in MCEC is understood to be a Covenant relationship that unites Member Congregations into a spiritual body that finds its unity in Christ and is far greater than a simple contractual relationship;

Members of MCEC will relate to each other and the MCEC community of faith in a way that reflects the biblical understanding of covenant and respects the spiritual nature of our common bond in Christ.

5.2. ***Role of Congregations***

MCEC recognizes Member Congregations as a gift from God, and the primary unit for worship, nurture, pastoral care, mutual-aid, disciple-making, service, and mission.

5.3. ***Clusters***

Congregations affiliated with MCEC are encouraged to relate to each other in geographical Clusters, for the purpose of mutual support and fellowship, strengthening and encouragement of pastoral and lay leaders, and collaboration in ministry and witness.

5.4. **Eligibility for Membership**

- i. Congregations seeking membership in MCEC shall give evidence of:
 - a Acceptance of the purposes of MCEC as described in [Section 4](#) above;
 - b Acceptance of the *Confession of Faith in a Mennonite Perspective* as a guide that informs our faith and practice;
 - c Acceptance of *A Shared Understanding of Church Leadership: A Polity Manual for Mennonite Church Canada and Mennonite Church USA* or its successor document as adopted by MC Canada as a guide that informs MCEC's understandings of church leadership and congregational practice;
 - d A level of congregational vision, leadership, and stability that will foster healthy congregational life and mission; and
 - e Acceptance of the governing principles of MCEC as described in this Bylaw.

5.5. **Types of Membership**

i. *Provisional Membership*

Provisional Membership is the first step towards full membership in MCEC. It is intended to give MCEC and a Congregation new to MCEC a period of time during which they can get to know each other better and to mutually assess compatibility with MCEC's faith and practice and discern the appropriateness of entering into Full Membership;

Provisional Membership in MCEC is open to any congregation which meets the eligibility requirements contained in this Bylaw;

Provisional Membership provides a congregation new to MCEC with all the rights and privileges of a Member Congregation, including appointment of its members to elected positions but with the following exclusions, namely election to the position of Officer or chairperson of an MCEC council or committee. In addition, the base number of Delegates from a Provisional Member Congregation is restricted to two (2) as per [Section 8.1.v](#);

Provisional Membership is intended for a period of up to five years, after which it is replaced by Full Membership, unless the Congregation requests an extension of the duration of the Provisional Membership, as mutually agreed upon by the Provisional Member and the Executive Council;

ii. *Full Membership*

Full Membership in MCEC is open to any congregation which meets the eligibility requirements contained in this Bylaw, including a satisfactory period of Provisional Membership;

Full Membership grants a Congregation all the rights and privileges contained in this Bylaw.

5.6. ***Application for Membership***

- i. Congregations interested in either Provisional Membership or Full Membership will explore the meaning of membership in MCEC with the Executive Minister or another representative of MCEC as delegated by the Executive Minister;
- ii. A congregation that desires to belong to the MCEC community of faith may apply for membership in MCEC by submitting a written request to the Executive Council;
- iii. The membership request shall then be approved by resolution of the Executive Council;
- iv. Membership is granted after approval of the Executive Council resolution by Delegates at a duly-called Delegate Gathering of MCEC.

5.7. ***Conflict in MCEC***

- i. Conflict is normal within the life of the church and a God-given means to clarify differing perspectives on beliefs, practices, or purposes within the life of the church;
- ii. When conflict between Members or between Members and MCEC escalates to a point that conversation becomes challenging, in order to try and resolve matters, Members and MCEC covenant to engage in structured conversation along the lines that may be defined in this Bylaw and in any documents, guidelines and/or Policy Statements adopted by Delegates from time to time to guide it in times of disagreement;
- iii. Only after the above steps in [Section 5.7.ii](#) have been taken will a Congregation initiate steps to withdraw from Membership in MCEC.

5.8. ***Termination of Membership***

- i. A Congregation may be removed from Membership in MCEC only by a resolution of the Executive Council that is approved by a two-thirds (2/3) majority vote of Delegates at a duly-called Delegate Gathering, provided, however, that:
 - a Such Congregation is given not less than 15 days' written notice of the termination, which notice will set out the reasons for the termination; and
 - b such resolution may only be made after: (a) the Congregation receiving the notice has been given the opportunity to provide a written submission opposing the termination to the Executive Council not less than five (5) days before the end of the 15-day period set out above; and (b) the Executive Council has invited the Congregation to engage with representatives of MCEC in at least two conversations that are facilitated by a third-party and has followed the procedures that may be defined in any documents, guidelines and/or Policy Statements adopted by MCEC from time to time to guide it in times of disagreement in order to try and resolve matters with the Congregation, doing so in a way that would avert the need for a recommendation of removal of the Congregation from Full Membership in MCEC.

5.9. ***Withdrawal from Membership***

- i. A Congregation that is a Provisional Member of MCEC and has determined that MCEC is not a compatible fit for them covenants to engage in a conversation with representatives of MCEC to explore their concerns;
- ii. If requested by either party, both parties will respect a request for a facilitated conversation with a third-party facilitator. The purpose of a facilitated conversation is to ensure that differences are clearly articulated, that each party feels fully heard, and that opportunity is given to explore options for further resolution;
- iii. A Congregation that is a Provisional Member of MCEC and has fulfilled the requirements of [Section 5.9.1](#) and [Section 5.9.2](#) above, may withdraw its membership in MCEC by requesting such in writing from the Executive Council, after which the Executive Council will act on this request and report it to the MCEC Membership;
- iv. A Full Member Congregation that determines to withdraw from Membership in MCEC, at a minimum, covenants to engage with representatives of MCEC in at least two conversations that are facilitated by a third-party. The purpose of this facilitated conversation is to ensure that differences are clearly articulated, that each party feels fully heard, and that opportunity is given to explore options for further resolution;
- v. A Congregation that is a Full Member of MCEC and has fulfilled the requirements of [Section 5.9.iv](#) above, may withdraw its membership in MCEC by requesting such in writing from the Executive Council, after which the Executive Council will act on this request and report it to the MCEC Membership.

6. **Affiliation with MCEC**

- 6.1. A faith community, whether experimental, exploring, or not yet functioning as a Congregation, which would like to affiliate informally with MCEC for the purposes of encouragement, inspiration, learning about the Mennonite/Anabaptist faith, support, accountability, or relationship building is welcome to enter into an informal affiliation with MCEC on the approval of the appropriate oversight body for MCEC. A faith community so recognized will be referred to as an Affiliated Faith Community;
- 6.2. Normally such Affiliated Faith Communities will be in relationship with an MCEC staff person or a Congregation of MCEC;
- 6.3. Such affiliation shall not provide any of the rights or privileges contained in this Bylaw, the sole purpose being that of beginning of an informal relationship that may or may not transition to Provisional Membership.

7. Delegate Gatherings

7.1. Location of Delegate Gatherings

Delegate Gatherings for the purpose of conducting an Annual General Meeting or Special Meetings of MCEC shall be held in Canada at a location east of the western boundary of the province of Ontario.

7.2. Timing of Delegate Gatherings

Delegate Gatherings may be held on any date as determined by the Executive Council, except that a Delegate Gathering that includes conducting an Annual General Meeting of MCEC must be held within 15 months of the previous Annual General Meeting and within six (6) months of the end of the fiscal year of the Corporation, on a date determined by the Executive Council.

7.3. Purpose of Delegate Gatherings

The purpose of Delegate Gatherings may include, but is not limited, to the following:

- i. Opportunities for Delegates and non-delegates to assemble for fellowship, worship, and teaching;
- ii. Direction setting and discernment regarding various aspects of MCEC program and ministries through discussion, prayer, and deliberation;
- iii. Providing information about MCEC programs and ministries so that Delegates may be informed and equipped to participate in Delegate discernment;
- iv. Conducting the annual business of MCEC and/or any other necessary business; and
- v. Making collective pronouncements on issues of faith or practice that are important to the life and mission of MCEC.

7.4. Attendance at Delegate Gatherings

- i. In order to facilitate fellowship, discernment, worship, and effective decision-making, MCEC requests, whenever possible, that Delegates attend in person at Delegate Gatherings;
- ii. When possible, MCEC may choose to provide electronic access to a Delegate Gathering for guests and Delegates who are unable to attend in person;
- iii. In the event that the Executive Council, at its sole discretion, chooses to make available telephonic, electronic, or other communication facility that permits all participants to communicate adequately for the purposes of decision-making during a Delegate Gathering, any person entitled to attend such gathering may participate in the gathering by means of such telephonic, electronic, or other communication facility, and a person participating in a Delegate Gathering by such means is deemed to be present at the Delegate Gathering.
- iv. Notwithstanding any other provision of this Bylaw, any Delegate participating in a

Delegate Gathering who is entitled to vote at such gathering may vote by means of any telephonic, electronic, or other communication facility that MCEC has made available for that purpose.

- v. Any Delegate is entitled to vote at a Delegate Gathering by proxy in accordance with this By-law. The proxy holder is required to be a member of the Member Congregation that appointed the Delegate. The proxy holder must, before voting, produce such proxy form as approved by the Executive Council for use at such Delegate Gatherings, which shall contain the hand-written signature of the Delegate granting the proxy. Proxies may be transmitted by hand delivery, mail, fax, scanned email, or other methods of electronic delivery directed to the Corporation; however, the hand-written signature of the Delegate must appear on the proxy form described herein, which proxy form shall be deposited with the Secretary of the Corporation.

7.5. ***Annual General Meetings of MCEC***

A Delegate Gathering at which the annual general business of MCEC is conducted will be held according to the requirements of this Bylaw as specified in [Section 7.2](#) above. In addition to any other agenda as determined by the Executive Council, each Annual General Meeting of MCEC shall at a minimum include the following components:

- i. Receipt of the agenda;
- ii. Receipt and adoption of the minutes of the previous annual and subsequent special meetings;
- iii. Adoption of all actions taken by the Executive Council since the previous Delegate Gathering at which an Annual General Meeting was conducted;
- iv. Any necessary decision-making as determined by the Executive Council;
- v. Electing a slate of persons to serve on MCEC councils and committees and to serve as MCEC representatives on the boards or committees of partner organizations;
- vi. Adopting financial statements, including approval of the audited financial statements of MCEC for the previous fiscal year;
- vii. Appointment of auditors for the subsequent fiscal year; and
- viii. Transacting any other necessary business.

7.6. ***Special Meetings of MCEC***

- i. Special meetings of MCEC Delegates may be called by the Executive Council as it deems necessary; or
- ii. The Executive Council shall convene a Special Meeting of the MCEC Delegates on the written request of not less than ten percent (10%) of the Congregations received into Membership by the Corporation. Items for consideration shall be

included in an advance announcement along with the place and time of the meeting. The Executive Council shall call a Special Meeting within 21 days of receiving such petition.

7.7. Notice

- i. Notice of a Delegate Gathering at which the Annual General Meeting of MCEC is conducted will be provided at least thirty (30) days in advance of the meeting;
- ii. Notice of Special Meetings of MCEC Delegates will be provided at least ten (10) days in advance of the meeting;
- iii. Whenever this Bylaw requires that notice be given, such notice may be provided in any of the following means: in person, by telephone, electronically by postal mail or by such other means as may be determined by the Executive Council from time to time;
- iv. Notice will be provided to Member Congregations who in turn will provide notice to their Delegates;
- v. For the purpose of service of notice to any Congregation, member of the Executive Council, or Officer for any meeting or otherwise, the address of any Member Congregation, member of the Executive Council or Officer shall be the last known address as recorded in the books of MCEC;
- vi. The provision of notice or other documentation, whether in person, by telephone, electronically by postal mail or by such other means as may be determined by the Executive Council, will be deemed to have been served at the point in time at which it was delivered electronically or posted to a public mail receptacle.
- vii. Any meeting notice shall contain a reminder that a Delegate may vote by proxy in accordance with the provisions of this By-law.

7.8. Errors or Omissions in Notice

- i. No errors or omissions in giving notice of any Annual, general, or Special Meeting or any adjourned meeting, whether Annual, or Special, of the Delegates of MCEC shall invalidate such meeting or make void any actions taken at that meeting;
- ii. Any Delegate, member of the Executive Council, or Officer may at any time waive any notice of any meeting required to be given under the Bylaws of MCEC and may ratify and confirm any or all actions taken at that meeting.

7.9. Quorum

- i. A quorum for the transaction of business at any meeting of the Delegates of MCEC shall consist of no less than 35% of the Congregations comprising the Membership of MCEC. If a quorum is present at the opening of a meeting, those present may proceed with the business of the meeting, even if a quorum is not present

throughout the said meeting.

7.10. Voting

- i. At all Delegate Gatherings each Delegate is entitled to one vote;
- ii. At all Delegate Gatherings every question shall be decided by a simple majority of the votes of the Delegates present in person and those who may be attending via electronic means as per [Section 7.4.iii](#) or by proxy as per [Section 7.4.v](#), unless otherwise required by law or by the Bylaws of MCEC;
- iii. Every question shall be decided in the first instance by a show of hands unless a ballot vote be requested by any Delegate;
- iv. A declaration by the moderator of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of MCEC shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution;
- v. A request for a vote may be withdrawn, but if a vote be requested and not withdrawn, the question shall be decided by a simple majority of votes given by the Delegates present in person and such vote shall be taken in such manner as the moderator of the meeting shall direct and the result of such vote shall be deemed the decision of MCEC;
- vi. The Moderator shall only be entitled to exercise his or her vote in the event that there is an equality of votes. The Moderator is entitled to cast such deciding vote, whether that vote was taken by a show of hands or by a ballot vote.
- vii. Provided, however, that at any meeting of Delegates a resolution may be passed that any matter may be decided at such meeting by consensus without a specific vote taken and thereafter a declaration by the moderator that there is consensus with respect to a matter without any opposition thereto by any Delegate and an entry to that effect in the minutes of MCEC shall be sufficient evidence of the approval of such a matter.

7.11. Appointment of Auditors

- i. One or more auditors shall be appointed at each Annual General Meeting of the Delegates of MCEC. The auditors of MCEC shall hold office until the next Annual General Meeting after their being appointed, or until their successors are appointed, unless previously removed by resolution of the Delegates in a general meeting or by the Executive Council. The remuneration of the auditor or auditors shall be fixed by the Executive Council or such person as they may delegate;
- ii. The auditors shall be supplied with a copy of the balance sheet, and it shall be their duty to examine the same with the accounts and vouchers relating thereto. The auditors shall have a list delivered to them of all financial records kept by MCEC,

and shall at all reasonable times, have access to same and the accounts of MCEC;

- iii. The auditors shall make an annual report to the Delegates and every such report shall state whether in their opinion the balance sheet is a full and fair balance sheet properly drawn up so as to exhibit a true and correct view of the state of the financial affairs of MCEC.

8. Representation and Participation at Delegate Gatherings

8.1. *Delegate Representation*

- i. The representation of Congregations at Delegate Gatherings shall consist of Delegates from the Congregation who are elected or appointed annually to serve in the capacity of a Delegate;
- ii. The election or appointment of Delegates by the Congregation shall occur in adequate time for Delegates to receive advance notice of the Delegate Gathering;
- iii. Each Congregation shall provide the Secretary of MCEC with a list of Delegates prior to the Annual General Meeting of MCEC and in adequate time for the dissemination of information;
- iv. Each Full Member Congregation is eligible to send a minimum of three (3) Delegates to a Delegate Gathering;
- v. Each Provisional Member Congregation is eligible to send a minimum of two (2) Delegates to a Delegate Gathering;
- vi. And each Full Member or Provisional Member Congregation that has a membership in excess of 150 members shall be entitled to elect one (1) additional Delegate for each additional 50 members or part thereof;
- vii. And in addition to the above, each Congregation may appoint or elect one Delegate called a Youth Delegate. This Delegate shall be a secondary school student or the age of a secondary school student. The Youth Delegate will fulfil all the requirements of Delegates as specified in this Bylaw.

8.2. *Pastoral Leaders as Delegate*

Each Congregation is also encouraged to include within its Delegates persons who are the pastoral leaders of the Congregation.

8.3. *Non-delegate Participation*

Persons from Congregations who have not been appointed as a Delegate, persons from Affiliated Faith Communities, representatives of partner agencies, and other guests are welcome to participate in Delegate Gatherings but are not eligible to vote. Non-delegate

participation in the discussion related to a Delegate vote is at the sole discretion of the Moderator.

9. Adjournments

9.1. *Adjournments*

Any meeting of the Members of MCEC or of the Executive Council may be adjourned to any time and from time to time and such adjourned business may be transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

10. Head Office

10.1. The head office of MCEC shall be in the City of Kitchener, in the Regional Municipality of Waterloo, and Province of Ontario, and at such place therein as the Executive Council may from time to time determine.

11. Corporate Seal

11.1. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of MCEC.

12. Executive Council

12.1. *Executive Council*

The affairs of MCEC shall be governed by an Executive Council that shall function as a policy governance board to oversee the mission of MCEC. The Executive Council shall consist of the persons set out in [Section 12.2](#) below, each of whom and throughout their term of office shall be a member of an MCEC Congregation and shall be elected for a term as hereinafter provided. In addition to the foregoing, each member of the Executive Council shall:

- i. Be an individual who is at least eighteen (18) years of age;
- ii. Not have the status of a bankrupt;
- iii. Not be a person who has been found under any applicable statute to be incapable of managing property;
- iv. Not be a person who has been declared incapable by a court in Canada or elsewhere;
- v. Comply with the qualifications of the Act.

If a person ceases to be qualified as provided above, the person thereupon ceases to be a member of the Executive Council, and the vacancy so created may be filled in the manner prescribed in this Bylaw.

12.2. ***Members of Executive Council***

Members of Executive Council shall consist of the following persons:

- i. Moderator;
- ii. Assistant Moderator;
- iii. Secretary;
- iv. Treasurer;
- v. Five (5) persons elected from the Membership of MCEC; and
- vi. the Executive Minister acting in a non-voting ex officio capacity.

12.3. ***Term of Executive Council Members***

Each member of the Executive Council shall be elected for a three-year term, with the possibility of being elected for one additional term. Any exceptions shall be approved by the Delegates.

12.4. ***Removal of an Executive Council Member***

A member of the Executive Council shall cease to hold office upon the occurrence of any of the following:

- i. He or she ceases to meet the qualifications in [Section 12.1](#) above;
- ii. He or she dies;
- iii. He or she resigns his or her office by written notice to the Executive Council, which resignation shall be effective at the time it is received, or at the time specified in the notice, whichever is later;
- iv. The Delegates of MCEC may, by a resolution passed by a two-thirds (2/3) majority of votes at a Delegate Gathering of which notice specifying the intention to pass such resolution has been given, remove any member of the Executive Council before the expiration of their term of office and may by a simple majority of votes cast at the meeting elect any person for the remainder of their term.

13. Executive Council Authority and Responsibilities

13.1. ***Powers of Executive Council***

In addition to the governance of the general affairs of MCEC and the powers herein set forth, the Executive Council shall:

- i. Be responsible for the overall coordination of MCEC programs;
- ii. Be responsible for the hiring of the Executive Minister;

- iii. Appoint a member of the Executive Council, or its delegate, to sit as a member on the search committee that will assist the Executive Minister in the hiring of Executive Team staff;
- iv. Set general policies and procedures to guide the mission of MCEC;
- v. Direct the Executive Minister to institute management policies necessary for the efficient, safe and effective operation of MCEC and for compliance with any applicable statute or law;
- vi. Give direction for budget planning and take final responsibility for the MCEC budget;
- vii. Provide leadership and assistance in addressing the concerns of MCEC programs and ministries as well as those of the Congregations;
- viii. Be responsible for decision-making between Annual General Meetings; such actions shall be confirmed by the Annual General Meeting;
- ix. Serve as a catalyst and liaison between the Congregations and church-wide boards and agencies, ecumenical bodies, government agencies, and other agencies and bodies as deemed necessary;
- x. Call the Delegate Gatherings for Annual General Meetings and Special Meetings of Delegates;
- xi. Appoint ad hoc committees as needed;
- xii. See that MCEC is in compliance with the Act under which it is incorporated and is in compliance with any policies or laws as required by any applicable statute or law;
- xiii. Manage the documents of MCEC as follows: Keep a roll of the names and addresses of the Members; Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Executive Council, and other Councils; Attend to correspondence on behalf of the Executive Council; Have custody of all minute books, documents, registers, and the seal of the Corporation and ensure that they are maintained as required by law; and ensure that all reports are prepared and filed as required by law or requested by the Executive Council.

14. Executive Council Procedures

14.1. *Vacancies*

- i. Vacancies on the Executive Council, however caused, may, so long as a quorum of the Executive Council remains in office be filled by the Executive Council from among the qualified Membership of MCEC if they shall see fit to do so. The names of persons so appointed shall be placed on the slate of persons to be ratified by

Delegates at the next Annual General Meeting. Otherwise, such vacancy shall be filled at the next Annual General Meeting of the Delegates. If there is not a quorum of the Executive Council, the remaining Executive Council shall forthwith call a meeting of the Delegates to fill the vacancies.

14.2. ***Quorum and Meetings***

- i. Five members of the Executive Council shall form a quorum for the transaction of business;
- ii. Except as otherwise provided by law, the Executive Council may hold its meetings at such place or places as it may from time to time determine;
- iii. No formal notice of any such meeting shall be necessary if all members of the Executive Council are present, or if those absent signify their consent to the meeting being held in their absence;
- iv. Executive Council meetings may be formally called by the Moderator or Assistant Moderator or by the Secretary on direction in writing of three members of the Executive Council. Notice of such meeting shall be telephoned to each member of the Executive Council not less than one (1) day before the meeting is to take place or delivered electronically not less than three (3) days before the meeting is to take place or shall be mailed to members of the Executive Council not less than ten (10) days before the meeting is to take place. The statement of the Secretary that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice;
- v. The Executive Council may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent;
- vi. A meeting of the Executive Council may also be held, without notice, immediately following the Annual General Meeting of MCEC;
- vii. Meetings of the Executive Council are for duly elected members and may also include such persons that the Executive Council, at its sole discretion, invites to be in attendance;
- viii. The Executive Council may consider or transact any business either special or general at any meeting of the Executive Council;
- ix. If the Executive Council elects to meet in whole or in part by telephonic, electronic, or other communication facility that permits all participants to communicate adequately for the purposes of decision-making, any person entitled to attend such meeting may participate by means of such telephonic, electronic, or other communication facility;
- x. Any and all actions taken by the Executive Council at any such telephonic or

electronically convened meetings are deemed to be as equally valid to actions taken at meetings that are held in person.

14.3. **Errors in Notice**

No errors or omission in giving notice for a meeting of the Executive Council shall invalidate such meeting or invalidate any actions taken at such meeting. Any member of the Executive Council may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken thereat.

14.4. **Voting**

- i. Questions arising at any meeting of the Executive Council shall be decided by a majority of votes. The Moderator shall only be permitted to exercise his or her vote in the event of an equality of votes;
- ii. All votes at any such meeting shall be taken by ballot if so requested by any member of the Executive Council present, but if no request is made the vote shall be taken in the usual way by assent or dissent. A declaration by the Moderator that a resolution has been carried and an entry to that effect in the minutes shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution;
- iii. Provided, however, that at any meeting of the Executive Council a resolution may be passed that any matter may be decided at such meeting by consensus without specific vote taken and thereafter a declaration by the Moderator that there is consensus with respect to a matter without any opposition thereto by any member of the Executive Council and an entry to that effect in the minutes of the Executive Council meeting shall be sufficient evidence of approval of such matter.

14.5. **Remuneration**

Members of Executive Council shall serve as such without remuneration and no Member of Executive Council shall directly or indirectly receive any profit from occupying their position on Executive Council, except that Members of Executive Council may be reimbursed for reasonable expenses they incur in the performance of their duties as a Member of Executive Council.

14.6. **Conflict of Interest**

No member of the Executive Council shall place himself or herself in a position where there is a conflict of interest between his or her duties as an Executive Council member and his or her other interests. Every Executive Council member who is in any way directly or indirectly interested in or may become interested in a material way in an existing or proposed contract, transaction or arrangement with the Corporation or who otherwise has a conflict of interest by virtue of involvement with a member of his or her family (with "family" defined as spouse, father, mother, child, brother or sister, or the spouse of such family members) or by the involvement of his or her partner, business associate, or corporation that the Executive Council member is involved with, either as a director, shareholder, officer, employee, or agent, then such member of the Executive Council shall declare his or her conflict of interest

fully at a meeting of the Executive Council and shall withdraw from any discussion or vote thereon.

15. Officers of MCEC

15.1. *Officers*

The Officers of MCEC shall consist of the Moderator, Assistant Moderator, Secretary, and Treasurer, all of whom shall be members of an MCEC Congregation. The Executive Council may appoint such other officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Executive Council may prescribe from time to time. Any officer shall cease to hold office upon the resolution of the Executive Council.

15.2. *Duties of the Moderator*

The Moderator shall preside at all meetings of the Executive Council and at the Annual General Meeting and Special Meetings of Delegates and be responsible for providing leadership for the overall governance of MCEC. The Moderator shall perform such other duties as may be required by law or as the Executive Council may determine from time to time.

15.3. *Duties of the Assistant Moderator*

The Assistant Moderator shall act in the absence of the Moderator or at the Moderator's request. The Assistant Moderator shall perform such other duties as may be required by law or as the Executive Council may determine from time to time.

15.4. *Duties of the Secretary*

The Secretary shall attend all meetings of the Executive Council and of the Annual and Special Meetings of the Delegates of MCEC and shall oversee the recording of minutes of all such proceedings in the books or electronic records kept for that purpose. The Secretary shall perform such other duties as may be required by law or as the Executive Council may determine from time to time.

15.5. *Duties of the Treasurer*

The Treasurer, who is normally the chair of the financial oversight body of MCEC, shall be custodian of all funds of MCEC, ensure an accurate accounting of all receipts and disbursements of MCEC, and see that an annual audited financial statement is prepared for the Executive Council and the Annual General Meeting of Delegates of MCEC. The Treasurer shall perform such other duties as may be required by law or as the Executive Council may determine from time to time.

15.6. *Execution of Documents*

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Members of Executive Council. In addition, the Executive Council may from time to time direct the manner in which and the person by whom a particular document or type of document shall

be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Member of Executive Council or Officer may certify a copy of any instrument, resolution, Bylaw, or other document of the Corporation to be a true copy thereof.

16. Additional Councils

16.1. *Other Councils/Committees*

MCEC may have such other councils and committees as are from time to time established by resolution of the Executive Council and approved by the Delegates of MCEC. Such councils and committees shall have such duties and responsibilities and be comprised of such members and be organized and function as is determined from time to time by resolution of the Executive Council and approved by the delegates of MCEC.

17. Protection of Directors and Others

17.1. *Protection of Directors, Officers and Others*

- i. Every Protected Person shall be indemnified and saved harmless, from time to time and at all times, out of the funds of the Corporation, from and against all costs, charges and expenses which such Protected Person sustains or incurs:
 - a in relation to any demand, action, suit, or proceeding which is commenced against such Protected Person in respect of any matter made, done, or permitted or not permitted by such Protected Person, in relation to the execution of the duties of such Protected Person's office; or
 - b in relation to the affairs of the Corporation generally;save and except costs, charges, or expenses occasioned by the failure of such person to act honestly and in good faith in the performance of the duties of office.
- ii. Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts, receipts, neglects, omissions, or defaults of such Protected Person or of any other Protected Person arising from any of the following:
 - a insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
 - b insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
 - c loss or damage arising from the bankruptcy or insolvency of any person, firm, or corporation including any person, firm, or corporation with whom or which any monies, securities, or effects shall be lodged or deposited;

- d loss, conversion, misapplication, or misappropriation of or any damage resulting from any dealings with monies, securities, or other assets belonging to the Corporation;
 - e loss, damage, or misfortune which may occur in the execution of the duties of the Protected Person's office or trust or in relation thereto; and
 - f loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty, or failure to render aid of any sort.
- iii. It shall be the obligation of any person seeking indemnity from the Corporation to cooperate fully with the Corporation in the defence of any demand, claim, or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.
- iv. Before giving approval to the indemnities provided in this Section, the Executive Council shall confirm that it has considered:
 - a the degree of risk to which the Protected Person is or may be exposed;
 - b whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity; and
 - c whether it advances the administration and management of the property to give the indemnity and has concluded that the granting of the indemnity is in the best interest of the Corporation.
- v. Such indemnity will only be effective upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation, as applicable, inclusive of whatever valid and collectible insurance has been collected.
- vi. The Corporation shall also indemnify any Protected Person, firm, or corporation in such circumstances designated by law, upon approval by the Executive Council.
- vii. Nothing in this Section shall limit the legal right of any person, firm, or corporation entitled to indemnity to claim indemnity apart from the provisions of this Section.

18. MCEC Records

18.1. *Ownership of Records*

All records of Councils, committees, and staff persons of MCEC are the property of MCEC.

18.2. *Archives*

The depository for archival materials of MCEC will be the Mennonite Archives of Ontario located at Conrad Grebel University College.

18.3. ***Files of Retiring MCEC Officer/Council Member/Committee Member/Staff Person***

All files, whether paper, electronic, or otherwise, pertaining to the activities of the councils, committees, or the work of a staff person shall be transferred by an Officer, member, or staff person to their successor or to MCEC offices.

19. Finances

19.1. ***Financial Year***

The financial year of MCEC shall terminate on the 31st day of January in each year or at such other date as determined by the Executive Council and approved by the Delegates of MCEC.

19.2. ***Financial Signing Authority***

- i. All cheques, bills of exchange, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of MCEC, shall be signed by such Officer or Officers, agent or agents of MCEC and in such manner as shall from time to time be determined by resolution of the Executive Council;
- ii. Any one of such Officers or agents may alone endorse notes and drafts for collection on account of MCEC through its bankers, and endorse notes and cheques for deposit with MCEC's bankers for the credit of MCEC;
- iii. The same may be endorsed "for collection" or "for deposit" with the bankers of MCEC by using MCEC's rubber stamp for the purpose. Any one of such Officers or agents so appointed may arrange, settle, balance, and certify all books and accounts between MCEC and MCEC's bankers and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and release or verification slips.

19.3. ***Deposit of Securities for Safekeeping***

- i. The securities of MCEC shall be deposited for safekeeping with one or more bankers, credit unions, trust companies, or other financial institutions to be selected by the Executive Council;
- ii. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of MCEC signed by such Officer or Officers, agent or agents of MCEC and in such manner as shall, from time to time, be determined by resolution of the Executive Council and such authority may be general or confined to specific instances;
- iii. Investments and/or endowments held by MCEC shall be invested with trusted institutions who share and reflect MCEC's values, whenever possible. Exceptions shall be ratified by the Executive Council.

19.4. ***Borrowing and Purchase or Sale of Real Property***

- i. *The Executive Council may from time to time pass a resolution to:*
 - a. Borrow money on the credit of the Corporation by obtaining loans, advances, or otherwise;
 - b. Charge, mortgage, or pledge any or all of the real or personal property, including books or debts, and to secure any bonds, debentures, or other securities, or any liability of MCEC;
 - c. Purchase real estate for use by MCEC or sell MCEC owned real estate;
- ii. And from time to time the Executive Council may pass a resolution to authorize any member of the Executive Council or employee of MCEC or any other person to act on its behalf within the parameters of such resolution in order to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid or to the purchase or sale of real estate as aforesaid, as to the terms and conditions of the loan or the purchase or sale thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by MCEC as the Executive Council may authorize, and generally to manage, transact, and settle the borrowing of money, or sale, or purchase of real estate by MCEC.

20. Severability and Precedence

- 20.1. The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw. If any of the provisions contained in the Bylaws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

21. Amendments

- 21.1. All or any part of any Bylaw of MCEC may be amended or repealed by the Executive Council provided that such proposed repeal or amendment is approved by a two-thirds (2/3) majority vote of the Delegates at a duly-constituted Delegate Gathering according to the requirements of [Section 7](#) and [Section 8](#) of this Bylaw and of which prior notice of the proposed repeal or amendment has been duly given;
- 21.2. Notice to Congregations for such amendments shall be no less than 30 days in advance of a duly called meeting of MCEC Delegates.

22. Dissolution of MCEC

- 22.1. If the Delegates of MCEC, acting at a duly-called Delegate Gathering of MCEC approve by a two-thirds (2/3) majority vote an action that calls for the dissolution of MCEC as a covenanted faith community and in addition the dissolution of MCEC as a legally incorporated entity, the remaining assets of MCEC will be transferred in equal parts to MC Canada and Mennonite World Conference or their successor bodies.

23. Coming into Force

- 23.1. Given that MCEC was created as a Corporation by the registration of Letters Patent of Amalgamation dated February 1, 1988, its first Bylaw, Bylaw No. 1, came into force on February 1, 1988;
- i. Bylaw No. 1 was amended on March 24, 1990;
 - ii. Bylaw No. 1 was further amended on October 27, 1990;
 - iii. Bylaw No. 1 was further amended on October 26, 1991;
 - iv. Bylaw No. 2 replaced Bylaw No. 1 on April 10, 1999;
 - v. Bylaw No. 3 replaced Bylaw No. 1. on April 29, 2006;
 - vi. This Bylaw No. 4 comes into force at the conclusion of the Delegate Gathering at which it is adopted;
 - vii. Any subsequent amendments to this Bylaw come into force at the conclusion of the Delegate Gathering at which they are adopted.

Adoption

THE FOREGOING BYLAW, being a bylaw respecting the general operations of the Corporation, is hereby passed by all of the directors of the Corporation, as evidenced by the signatures of the Moderator and the Secretary of the Corporation hereto.

Dated the 19th day of March, 2019.

Arli Klassen, Moderator

Ernie Harris, Secretary

CONFIRMED by the Members of the Corporation on the 27th day of April 2019.

Per:

Ernie Harris, Secretary