


CAROL PREST

BYLAWS

of

THE B.C. CONFERENCE OF THE MENNONITE BRETHREN CHURCHES (the "Society")

PART 1. INTERPRETATION.

BY-LAW 1. DEFINITIONS.

In these Bylaws, unless the context otherwise requires:

1. the "directors" of the Society are the members of the Executive Board for the time being, and shall hereafter be called the "Executive Board";
2. "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
3. "registered address" of a member church means the address as recorded in the register of member churches;
4. "special resolution" means a resolution passed by seventy-five per cent majority of the votes of persons authorized to vote and present at a convention;
5. "Canadian Conference" means the "Canadian Conference of Mennonite Brethren Churches";
6. "Confession of Faith" means the Mennonite Brethren Confession of Faith;
7. "Bible" means the Christian Bible containing 66 books in the Old and New Testaments;
8. "Executive Board" means the board of directors of the Society and other ex-officio non-voting members set out in these Bylaws.
9. "Recognized Church" means a church, whether incorporated or unincorporated, that was or was considered to be a member of the Society under the Bylaws prior to October of 2021, or that has subsequently been recognized and accepted by the Society under the Bylaws, and has not ceased to be recognized and accepted by the Society under the Bylaws;

BY-LAW 2. NUMBER AND GENDER

Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART 2. MEMBERSHIP.

BY-LAW 3. MEMBERS AND RECOGNIZED CHURCHES.

1. The Society may recognize any church which accepts the Mennonite Brethren Confession of Faith, accepts its resolutions, and participates in its common undertakings.
2. Membership of the Society shall consist of:
 - 2.1 the Lead Pastor of each Recognized Church; and
 - 2.2 those other individuals that are delegates or are appointed by a Recognized Church as delegates to an Annual Convention, Special Convention or other general meeting of the Society by Recognized Churches in accordance with Bylaw 12. Such individuals will cease to be Members of the Society at the conclusion of the Annual Convention, Special Convention or other general meeting for which they were appointed by a Recognized Church.
3. Procedure for recognition.
 - 3.1. A church desiring recognition shall make application to the Executive Board, who shall then present the application to the Society for a final decision.
 - 3.2. Acceptance of the Mennonite Brethren Confession of Faith, the Constitution and Bylaws of the Canadian Conference and this Society shall precede the application for recognition. Such acceptance must be passed by resolution at a meeting of the applicant church, which resolution shall be filed with the written application for membership. Such acceptance will also require that the church will not be a member of another denomination.
 - 3.3. Recognized Churches of the Society are also members of the Canadian Conference.

BY-LAW 4. RECOGNIZED CHURCH OBLIGATIONS.

1. A Recognized Church shall give moral and material support to all Society and Canadian Conference projects and activities. It shall teach and uphold the Mennonite Brethren Confession of Faith.

BY-LAW 5. TERMINATION OF RECOGNITION OF A CHURCH.

1. Voluntary Withdrawal. A Recognized Church desiring to voluntarily withdraw from membership shall make application to the Executive Board, which Board shall then make recommendation thereon to the Society at the annual convention for action on the application.
2. Suspension or Dismissal. When a Recognized Church no longer adheres to the Mennonite Brethren Confession of Faith, or declines to accept and carry out the resolutions of the Society, or causes ill report on account of its actions or conduct, the

Society may suspend or dismiss that church by special resolution. A letter stating the reason for the action shall accompany the notice of the resolution.

3. A Recognized Church that joins another denomination shall be deemed to have withdrawn from the Society.

BY-LAW 6. MEMBERSHIP OF AN INDIVIDUAL IN THEIR CHURCH.

1. The Acceptance of Members. It is the responsibility of the Recognized Church to establish procedures that will govern each of the following methods whereby members are accepted by that Recognized Church:
 - 1.1 through baptism upon confession of their faith;
 - 1.2. through letters of transfer from other Mennonite Brethren churches;
 - 1.3. through letters of recommendation from churches of other denominations who practice baptism on the confession of faith; and
 - 1.4. through testimony and evidence that they have been baptized upon the confession of their faith.
2. The Continuance of Membership. Membership in the Recognized Church is sustained through responsible participation in the life of that church. The Society does not have two membership lists, namely, active and inactive. The Recognized Church may, however, limit the privileges of a member under discipline. It is the responsibility of each Recognized Church to establish procedures that will govern this matter.
3. Member Discipline. The primary purpose of the disciplinary action by the Recognized Church is to lead the person under discipline to repentance and restoration of fellowship. Such action shall be taken only after attempts have been made by the church to correct the person deemed to be in error. Before disciplinary action is taken, the person under consideration shall receive an explanation of the action being contemplated. The person shall have the right to a hearing prior to the disciplinary action.
4. The Termination of Membership. It is the responsibility of the Recognized Church to establish procedures that will govern each of the following transactions that terminate membership:
 - 4.1 issue a transfer certificate. Members may terminate their membership in a Recognized Church through requesting that a transfer certificate be sent to another Mennonite Brethren church. Such transfers, however, will not be effected on behalf of members under discipline;
 - 4.2 issue a letter of recommendation. Members may terminate their membership through requesting a letter of recommendation to a church of another evangelical denomination. A certificate of baptism shall accompany the letter;

- 4.3 issue a letter of release; and
 - 4.4 through disciplinary action that doesn't result in repentance (as referred to in Bylaw 6.3 above).
5. The Privileges of Membership.
- 5.1 Decision-making in Recognized Churches. Formal decisions of any Recognized Church in matters that fall within the jurisdiction of the local church body shall be the exclusive right and duty of its members. It is the responsibility of each Recognized Church to establish guidelines, consistent with Society policies that will further govern decision making.
 - 5.2 Tangible Assets. Membership in a Recognized Church creates no proprietary rights in any of the tangible assets thereof. Termination of membership, for whatever reason, requires no accounting by the church to the departing member in respect of such assets.

PART 3. RELATIONSHIPS OF THE SOCIETY.

BY-LAW 7. TO THE CANADIAN CONFERENCE.

1. The Society is directly affiliated with the Canadian Conference and shall support its activities and carry out its decisions.

BY-LAW 8. TO RECOGNIZED CHURCHES.

1. Status of Recognized Churches. Each Recognized Church shall be responsible for the management of its local affairs. It shall arrange its services according to its own needs and circumstances.
2. Mutual Accountability. As a family of churches we are mutually accountable to each other. Recognized Churches:
 - 2.1. are directly affiliated with and a part of the Society and shall support its ministries and carry out its decisions;
 - 2.2. shall give opportunity for Society or its staff to report and to solicit support for the work of the Society;
 - 2.3. shall have pastoral staff approved for ministry by the Society. When a church is beginning a search for pastoral staff the Conference Minister shall be consulted and kept apprised of the developments;

- 2.4. are encouraged to consult with the Conference Minister and/or the Executive Committee of the Society when experiencing difficulty in areas of doctrine and/or interpersonal relationships. The Executive Committee shall be available to give assistance to pastor, church board, and/or a member congregation that is experiencing difficulty and/or is operating/teaching contrary to the Bible and the Confession of Faith. The Executive Committee may call and preside over a special meeting of the members of the local church to ascertain the facts and assist in solving the problem;
 - 2.5. shall, when it becomes evident that they are continuing to struggle, initiate together with the Conference Minister or the Executive Committee a process to help resolve the issue in a spirit of Christian love;
 - 2.6. shall file their annual financial and statistical reports with the Society office; and
 - 2.7. shall file annual reports to the Charities Division, Government of Canada.
3. Recommendations and Questions.
- 3.1. All recommendations of the Society's boards and committees must be presented to the Executive Board for processing prior to presentation to Recognized Churches and the Society for consideration.
 - 3.2. A Recognized Church may submit questions to the Executive Committee for clarification and advice. Where deemed advisable the Executive Committee may submit such questions to the Executive Board or to the Council of Church Leaders for further consideration.
 - 3.3. Matters in which the Canadian Conference has jurisdiction shall be referred to the Executive Committee of the Canadian Conference.
4. Authority of the Society. The Society has the right to make the final decision on questions relating to the common ministry and to the welfare of the Recognized Churches. Such decisions shall be in keeping with the Bible and the Mennonite Brethren Confession of Faith.

PART 4. CONVENTIONS

BY-LAW 9. FREQUENCY, PLACE, AND NOTICE OF ANNUAL CONVENTIONS.

1. The Society shall hold an annual general meeting called the "Annual Convention" at such time and place to be determined by the Executive Committee on behalf of the Executive Board.

2. A minimum of forty-five (45) days' notice of meetings shall be given to all Recognized Churches. An agenda and any proposed resolutions shall be distributed to Recognized Churches with the notice of meeting.

BY-LAW 10. QUORUM.

1. A quorum for any meeting, whether the Annual Convention or a Special Convention, shall be representation from no less than thirty percent (30%) of member churches.

BY-LAW 11. FUNCTIONS.

1. The Society shall conduct elections, review annual reports of the Executive Board and its committees, consider recommendations received from the Executive Board and its committees, vote on resolutions and deliberate generally on all matters which have been properly processed by the Executive Board before the meeting.

BY-LAW 12. REPRESENTATION OF RECOGNIZED CHURCHES.

1. For the purposes of Bylaw 3(2.1) and Bylaw 3(2.2), a Recognized Church shall be represented at conventions by the Lead Pastor plus delegates on the basis of one (1) delegate per twenty-five (25) church members and fractions thereof. If unable to attend, a Lead Pastor may be replaced by another person appointed by the Recognized Church.
2. Delegates appointed under Bylaw 12.1 must be members in good standing with the Recognized Church and must be authorized by the Recognized Church. Each delegate is a member for that meeting and entitled to cast one vote.
3. No proxies shall be permitted for any meeting of the Society.
4. The Society shall be at liberty to decline the accreditation of any delegate to a meeting or withdraw their voting privilege where proper authorization is not established to the satisfaction of the Society.

BY-LAW 13. SPECIAL CONVENTIONS.

1. The Executive Board may, at its discretion, convene an extraordinary general meeting called a "Special Convention".
2. Whenever ten percent (10%) of Recognized Churches submit a written request to the Executive Board for a Special Convention, the Executive Board shall convene a Special Convention within twenty-one (21) days of receiving the requisite written notice from member churches.

BY-LAW 14. CONVENTION PROCEDURES.

1. All matters shall be determined by simple majority vote of members present at the meeting, except a special resolution that requires seventy-five percent (75%) support from the members.
2. All elections shall be by way of secret ballot or by acclamation, as the members may decide.
3. The order of proceedings at meetings shall be as provided in the Roberts Rules of Order and these Bylaws; otherwise the order shall be determined by the chair, whose determination shall be subject to the simple majority approval of members.
4. Recognized Churches may submit a resolution for consideration by the Convention by giving notice, with a copy of the resolution, to the Executive Board not less than three (3) months prior to the Convention meeting.

PART 5. ORGANIZATION AND GENERAL PROVISIONS

BY-LAW 15. EXECUTIVE BOARD AND COMMITTEES.

1. The Society shall elect individuals to serve on the Executive Board and any committees as shall be necessary for the proper administration of its affairs.

BY-LAW 16. ORGANIZATION OF THE EXECUTIVE BOARD AND COMMITTEES.

1. Members of Executive Board and its committees shall be elected by the Society at its Annual Convention and shall serve without remuneration.

BY-LAW 17. TENURE.

1. Executive Committee. The moderator, assistant moderator, secretary, and the members-at-large shall each be elected for not more than three (3) consecutive two year terms.
2. Other Committees.
 - 2.1. A person shall serve in an elected capacity on only one committee at any given time.
 - 2.2. A person may serve in an elected capacity on any given committee for not more than three (3) consecutive two year terms.

BY-LAW 18. VACANCIES.

1. Where a vacancy occurs in the Executive Board or its committees during the term of office, the Executive Board may appoint a person to serve the remainder of the term. The person selected to fill the vacancy serves until the next Convention.

**PART 6. ORGANIZATION AND DUTIES OF THE
EXECUTIVE BOARD AND ITS EXECUTIVE COMMITTEE**

BY-LAW 19. THE EXECUTIVE BOARD.

1. Election and term of office.

- 1.1 The Executive Committee and the chairpersons of each of the Society's committees shall be members of the Executive Board and the directors of the Society for the purpose of the *Society Act* of British Columbia.
- 1.2 The Columbia Bible College chairperson (or vicechairperson), or mutually agreed upon representative, shall be a member of the Executive board and a Director of the Society and the President of Columbia Bible College shall be an ex-officio non-voting member of the Board.
- 1.3 The Conference Minister and his Executive Staff shall be ex-officio member non-voting members of the Board.

2. Duties.

- 2.1. The Executive Board shall provide leadership in all Society business.
- 2.2 The Executive Board shall plan and direct all Society business.
- 2.3 The Executive Board shall seek to promote the spiritual welfare of the Society and its member churches and ministries. It shall guard the doctrinal soundness of the Recognized Churches and make appropriate and timely clarifications on questions of doctrine, ethics and policy. It shall be alert to areas of weakness or harmful trends, and shall respond to such weakness or trends with positive action.
- 2.4 The Executive Board shall be responsible for the approval of all budget proposals to ensure that they reflect fairly the overall mission and goals of the Society. This shall be done not later than thirty (30) days before the Annual convention.
- 2.5 The Executive Board shall consider all resolutions submitted to it for presentation to the Society. A resolution submitted to the Executive Board will be presented to the Society only when approved by the Board. However, a resolution officially submitted by a Recognized Church to the Executive Board for comment may thereafter be submitted directly to the Convention.

BY-LAW 20. THE EXECUTIVE COMMITTEE.

1. Election term of office.

- 1.1 During the Annual Convention, the Society shall elect the Moderator, Assistant Moderator, Secretary and the Members-at-large.
- 1.2 Their two-year terms of office shall begin immediately after the adjournment of the Annual Convention.

2. Duties

- 2.1 The Executive Committee shall provide leadership in all Society business on behalf of the Executive Board (in interim).
- 2.2 The Executive Committee shall plan and direct all Society business on behalf of the Executive Board (in interim).
- 2.3 The Executive Committee shall be responsible for the direction, evaluation and support of the Conference Minister.
- 2.4 The Executive Committee shall be responsible for the planning and directing of the Annual Convention.
- 2.5 The Executive Committee shall be available to give assistance to a pastor, church board, or a member congregation that is experiencing difficulty or is operating or teaching contrary to the Confession of Faith. The Executive Committee may call and preside over a special meeting of the leaders or members of the local church to ascertain the facts and assist in solving the problem.

3. Limitations

- 3.1 The Executive Committee does not have any authority other than that which the Executive Board delegates to it. The Executive Committee may act in interim on behalf of the Board provided such actions are brought to the Executive Board for ratification. All minutes of the Executive Committee meetings will be made available to elected members of the Executive Board.

PART 7. OWNERSHIP AND MANAGEMENT OF ASSETS.

BY-LAW 21. PROPERTY OF THE SOCIETY.

1. Title to all property, whether real or personal, at Recognized Church sites, is held by the Society, except for such other arrangements as may be made by the Executive Board and ratified by the Society.

2. All real property located at Recognized Church sites shall be registered in the name of the Society at the appropriate Land Title Office, except for such other arrangements as may be made by the Management Committee in consultation with the Executive Board and ratified by the Society.
3. The day-to-day management of assets at Recognized Church sites shall be conducted by Recognized Churches, except where the Executive Board directs otherwise.
4. All property of the Society shall ultimately be subject to the supervision and management of the Management Committee on behalf of the Executive Board.

BY-LAW 22. LIABILITIES.

1. Subject to such exception as is hereinafter set out, each Recognized Church shall be entirely responsible for financial obligations relating to that Recognized Church.
2. If a Recognized Church proposes to incur indebtedness not exceeding the value of the local church site, and if the Society is not required to produce security to the lender other than the duplicate certificate of title relating to the local church site, and if the lender acknowledges limitation of liability to the assets of the local church site, the Society, through its Executive Board, shall forthwith upon request by the local member church, execute all proper documents with respect to the real property.
3. If acknowledgment of limitation of liability is not obtainable from the lender, or if a Recognized Church proposes to incur indebtedness for an amount greater than the market value of the local church site, or requires the unrestricted signature of the Society, such Recognized Church may only undertake any of these actions with the written consent of the Society through its Executive Board. In such instances, the Recognized Church shall submit an application to the Management Committee. The Management Committee shall examine the merits of the application and make recommendations to the Executive Board for acceptance or rejection of the application, together with such terms as the Management Committee may consider appropriate.

BY-LAW 23. DISSOCIATION OR DISSOLUTION

1. Upon dissociation of any Recognized Church from the Society, ownership in all real and personal property of such Recognized Church shall remain in the Society, subject to such recommendations of the Management Committee as may be accepted by the Executive Board.
2. Upon dissolution of a Recognized Church, or of associations or organizations composed of members of the Society or Recognized Churches, ownership of all real and personal property of such Recognized Church, association, organization shall remain in the Society. The supervision and management of such assets shall be carried out by the Management Committee. The ultimate disposition of such assets shall be determined by the Executive Board.

PART 8. MISCELLANEOUS

BY-LAW 24. BORROWING POWERS

1. In order to carry out the purposes of the Society, the Executive Board on the recommendation of the Management Committee may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money for purposes authorized by the Society.
2. The Society may, by special resolution, restrict the borrowing powers of the Executive Board.

BY-LAW 25. ALTERATION OF THE CONSTITUTION AND BYLAWS

1. Amendments to the Constitution and Bylaws of the Society may be proposed by Recognized Churches, the Executive Board and its committees, or by members assembled in Annual or Special Conventions. Proposed amendments shall first be referred to the Executive Board for consideration. At the next Convention, whether Annual or Special, the Society shall vote on the proposed amendment if it has been approved by the Executive Board. A special resolution shall be required for passage of the proposed amendment. The amendment, as passed, shall be filed with the Registrar of Companies, Province of British Columbia.
2. Changes in the Constitution and Bylaws shall be made in accordance with the provisions of the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it.

BY-LAW 26. DISSOLUTION

If upon dissolution or winding up of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property shall not be paid to or distributed among the members but shall revert to the Canadian Conference of Mennonite Brethren Churches, or, if not in existence, then to the General Conference of the Mennonite Brethren Churches, or if not in existence, then to some other Canadian charitable organization or organizations having cognate or similar objects, provided that such organization is a charitable organization within the meaning of the *Income Tax Act* for the time being in force. Such organization or organizations shall be determined by a majority of members attending the first meeting called by the liquidator on the dissolution or winding up of the Society. This provision was previously unalterable.

Dated: January 31, 2022