



**THE ALBERTA CONFERENCE**  
of MENNONITE BRETHREN CHURCHES

**CONSTITUTION AND BYLAWS**  
**January 7<sup>th</sup>, 2010**

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# THE ALBERTA CONFERENCE OF MENNONITE BRETHREN CHURCHES CONSTITUTION AND BYLAWS

## CONSTITUTION

### Article I Name and Purpose

#### 1.1 Official Name

The name of this corporation shall be "The Alberta Conference of Mennonite Brethren Churches" ("Conference").

#### 1.2 Naming

This corporation may be referred to as "The Alberta Conference" and such reference shall be deemed to mean "The Alberta Conference of Mennonite Brethren Churches."

#### 1.3 Details of Incorporation

The Conference is incorporated by the 1957 Private Act, *An Act to Incorporate the Alberta Conference of Mennonite Brethren Churches* ("the Act") of the Legislative Assembly of Alberta, c. 110, assented to on April 11<sup>th</sup>, 1957. The Act sets out the objects of the Conference, its power to make bylaws, the management of the Conference, the incidental powers of the Conference, the borrowing powers of the Conference, and matters pertaining to the investment of Conference funds. The Constitution and Bylaws of the Conference will comply with the provisions of the Act.

#### 1.4 Purpose

The purpose of the Conference shall be to:

- Develop and care for leaders;
- Encourage church health and growth; and
- Promote doctrinal integrity.

The activities of the Conference shall be carried on without the purpose of financial gain for its members, and any profits or accretions to the Conference shall be used in promoting its purposes.

## **Article II Confession of Faith**

### **2.1 Confession of Faith**

The Confession of Faith of the Canadian Conference of MB Churches ("Canadian Conference") shall serve as the Confession of Faith of the Alberta Conference. Neither the Alberta Conference nor its member churches (as defined in Section 3) shall pass or accept resolutions or practices which are in conflict with this Confession of Faith; all resolutions and practices shall be consistent with the understanding of the Bible developed under a community hermeneutic as reflected in this Confession of Faith.

# BYLAWS

## Article I Membership Structure

### 1.1. Membership

The Alberta Conference shall consist of all Mennonite Brethren churches ("member churches") within the boundaries of the Province of Alberta.

### 1.2 Authority

#### *Authority of Conference*

The Conference shall exercise authority in matters that relate to the common work and welfare of member churches.

#### *Autonomy of Member Churches*

To the extent that the local affairs of member churches are not subject to the Constitution, Bylaws, policies, or procedures of the Conference, each member church is autonomous in the management of its local affairs.

### 1.3 Responsibilities of Member Churches

Each member church shall give moral and material support to the projects and activities of the Alberta Conference and the Canadian Conference.

### 1.4 Expectations of Responsibility

Each member church is expected to:

- Teach and uphold the Confession of Faith of the Alberta Conference;
- Forward statistical and financial information to the Conference upon request to facilitate the business of the Conference; and
- Refer potential pastoral candidates to the Conference for a credentialing assessment prior to being hired.

### 1.5 Mutual Accountability

The relationship of the Conference to its member churches shall be characterized by a spirit of mutual accountability and submission to one another under the lordship of Jesus Christ.

## Article II Membership Processes

### 2.1 Establishing Membership in the Alberta Conference

The Conference may grant membership to any church or assembly of believers ("local church") which professes the same faith as that of the Conference, accepts its resolutions, and participates in its common undertakings.

Any local church within the Province of Alberta may petition the Conference for membership.

- Before a local church can submit an application for membership in the Conference, it must formally accept and incorporate into its bylaws the Confession of Faith and the Bylaws of the Conference.
- Upon receipt of a petition for membership, the Executive Board of the Conference (“Executive Board”) shall direct the Faith and Life Team, or authorized representatives of the same, to consult with the applicant group regarding its faith position, organization, and other such matters as it may deem necessary.
- The Faith and Life Team shall bring a recommendation concerning the membership application to the Executive Board for presentation at the next convention of the Conference.

## **2.2 Membership in Canadian Conference**

Each local church holding membership in the Conference (“member church”) shall also hold membership in the Canadian Conference. The Bylaws of the member church shall indicate that it is a member of the Canadian Conference.

## **2.3 Difficulties in Operation of Member Churches**

Member churches are encouraged to consult with the Faith and Life Team when experiencing difficulty in areas of doctrine and/or interpersonal relationships. The Faith and Life Team may, at its discretion, make a report to the Executive Board. The Executive Board or its designate shall have the authority to convene and preside over a meeting of the membership, members and/or formal church leadership of a member church in order to ascertain the facts and assist in resolving the difficulty.

A member church may withdraw from the Conference at its own request, by submitting to the Secretary of the Executive Board of the Conference, a certified copy of the official minutes of a properly convened church meeting recording its decision to withdraw.

Any member church which is proven to disagree with the Confession of Faith, and has not voluntarily withdrawn itself from the Conference, may be removed from the Conference membership by a majority vote at a convention, upon the recommendation of the Executive Board.

## **2.4 Dissolution of Member Churches**

In the event of the dissolution of a member church, the member church is encouraged to negotiate with the Conference to transfer its real property, assets and liabilities to the Conference.

## **2.5 Termination of Membership**

The withdrawal or suspension of a member church may result in its termination of membership in the Conference.

- A member church wishing to withdraw voluntarily from membership in the Conference shall inform the Executive Board, which shall bring a recommendation to accept or reject the member church's request to the next convention of the Conference.
- When a member church fails to support the resolutions of the Conference, causes ill report on account of its actions or conduct, or no longer adheres to the Confession of Faith of the Conference, the Conference may suspend or revoke its membership. Such action may only be taken following a careful examination of the circumstances by the Faith and Life Team, and on the joint recommendation of the Executive Board and the Faith and Life Team.

## **2.6 Conventions**

- An annual convention of the Conference shall consist of an assembly of delegates to hear reports, review recommendations, make decisions, conduct elections, and deliberate generally on the activities of the Conference.
- The annual convention shall be held each year at a time and place to be determined by the Executive Board.
- Notice of the annual convention shall be given to member churches at least 30 days in advance of the convention.
- Agenda materials for the annual convention shall be distributed to member churches at least 10 days in advance of the convention.

## **2.7 Special Convention**

- The Executive Board may request a special convention whenever questions or issues arise, and the consideration of these matters should not, for the welfare of the Conference or its member churches, be delayed until the next annual convention.
- Before convening a special convention the Executive Board shall: 1) submit to the member churches the questions or issues to be considered at a special convention; 2) provide a written explanation for calling a special convention; and 3) request that each member church consent to the calling of a special convention.
- If no less than half of the member churches consent to the calling of a special convention, then the Executive Board shall set the time and place of such a convention within a six-month period from the time that the Executive Board requested a special convention.

- Notice of a special convention shall be given to member churches at least 30 days in advance.
- The business of the special convention shall be limited to the matters presented to the member churches in accordance with Section 2.7(b) above. Any additional materials required to conduct such business shall be distributed to member churches at least 30 days in advance of the special convention.

## **2.8 Notice**

- Notice of the annual convention or special convention may be given to member churches either by:
  - a. mail;
  - b. notice published in a regular newsletter sent to all member churches individually; or
  - c. electronic means, such as e-mail or facsimile.
- A notice sent by mail shall be deemed to have been given on the fifth day following the day on which the notice was mailed. In proving that proper notice has been given it is sufficient to show that notice was properly addressed and put in a Canadian post office receptacle.
- A notice sent by electronic or facsimile transmission shall be deemed to have been given on the day following the day on which the notice has been confirmed as received.
- The accidental omission to give notice of a meeting to, or the non-receipt of a notice by a member church that is entitled to receive notice does not invalidate proceedings at that meeting.

## **2.9 Representation, Voting Privileges, and Quorum**

- Member churches shall be represented by delegates at conventions of the Conference. Delegates for member churches may include the following:
  - The principal pastor of the member church, or one member of the pastoral staff as chosen by the pastoral staff; and
  - The chair of the board of the member church, or one designated member of the church board as chosen by the church board; and
  - One delegate chosen from the membership of a member church for every 15 members or fraction thereof; and
  - One additional delegate chosen from the membership of a member church.
- A delegate must be a member or adherent of a member church, and he or she must be authorized by the member church to be its representative.
- The Executive Board may authorize additional persons to participate in deliberations at any of its conventions.
- Only delegates from member churches and Executive Board members present at a meeting shall have the right to vote on motions. Each

- delegate and each member of the Executive Board shall be entitled to one vote. Voting by proxy is not permitted.
- Quorum for any convention of the Conference shall be obtained when: a) there are at least 50 voting delegates; and b) the voting delegates represent more than 50% of member churches in the Conference.
  - A majority of the votes cast by the members present and carrying voting rights shall determine the questions and motions for the meetings. The only exception to this is where the vote or consent of a greater number of members is required by these bylaws.
  - Ballot voting shall be conducted at the discretion of the Executive Board or the Moderator in charge of the proceedings of the Conference.

## **2.10 Rules of Procedure**

All conventions of the Conference shall be conducted according to the guidelines in the Leadership Handbook of the Canadian Conference. *Robert's Rules of Order* shall be followed in all proceedings, and the Secretary of the Executive Board shall ensure that a copy of the *Rules of Order* is available at all conventions.

## **2.11 Amendments**

### *Vote*

The Constitution and Bylaws of the Conference may be amended by a two-thirds-plus-one vote of delegates at any convention of the Conference.

### *Procedures*

- Amendments to the Constitution and Bylaws of the Conference may be proposed by member churches, the Executive Board, Conference Commissions, or by delegates assembled at a convention of the Conference.
- All proposed amendments to the Constitution and Bylaws shall be referred to the Executive Board. Before any amendment to the Constitution or Bylaw can proceed, the Executive Board must provide notice to member churches of the proposed amendment to the Constitution and Bylaws at least 60 days in advance of the meeting for the proposed vote on the amendment.
- Notice of motion for amendments to the Constitution and Bylaws with an accurate statement of the proposed amendment may be made at any Conference convention, for disposition at the next convention.
- Quorum for any amendments to the Constitution and Bylaws of the Conference shall be obtained when: a) there are at least 50 voting delegates; b) and the voting delegates represent more than 50% of member churches in the Conference.

## **2.12 Dissolution of the Conference**

### Notice and Vote

- The dissolution of the Conference shall only be carried out by a two-thirds-plus-one vote of delegates present at an Annual Convention of the Conference.
- Notice of the proposed resolution to dissolve must be presented to member churches at least 60 days in advance of such a meeting with an accurate statement of the proposed resolution.
- Quorum for any vote on dissolution shall be obtained when: a) there are at least 50 voting delegates; b) and the voting delegates represent more than 50% of member churches in the Conference.

## **2.13 Disposition of Property**

If, upon the dissolution of the Conference, there remains, after the satisfaction of all debts and obligations, any property or assets that formerly belonged to the Conference, then that property shall be given or otherwise transferred to the Canadian Conference.

## **Article III Executive Board Structure**

### **3.1 Authority**

- The Conference shall elect Directors to the Executive Board. The Conference may also elect or appoint representatives to permanent and *ad hoc* committees as it deems necessary to carry out its purposes.
- The Executive Board shall administer the affairs of the Conference in all things. The Executive Board may enter into or cause to be made for the Conference, in its name, any kind of contract which the Conference may lawfully enter into. Except as hereinafter provided, the Executive Board may exercise all such other powers and do all such other acts and things as the Conference is authorized to exercise and do by the *Act* or otherwise.
- The Executive Board shall have power to authorize expenditures on behalf of the Conference from time to time and may delegate by resolution to an officer or officers of the Conference the right to employ and pay salaries to employees. The Executive Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Conference in accordance with the *Act* and such terms as the Executive Board may prescribe.
- The Executive Board shall take such steps as permitted by the *Act* and as the Executive Board may deem requisite to enable the Conference to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Conference.

- The Executive Board may appoint such agents and engage such employees as it shall deem necessary from time to time. Those appointed or employed by the Executive Board shall have such authority and shall perform such duties as shall be prescribed by the Executive Board at the time of such appointment.
- Remuneration for all officers, agents and employees and committee members shall be fixed by the Executive Board by resolution.

### **3.2 Limitations of Authority**

In exercising its authority, the Executive Board may not cause or allow the Conference to be in violation of the *Act*, the Constitution and Bylaws of the Conference, or the laws of Canada and the Province of Alberta.

### **3.3 Responsibilities**

The Executive Board shall exercise responsibility for the general welfare of the Conference and shall give leadership to the Conference.

The responsibilities of governance of the Executive Board are to:

- Design the Executive Board's structure and governance processes;
- Maintain a governance manual that outlines the specific roles, authority, and responsibilities of the Executive Board, as well as for committees, agents and employees of the Conference;
- Delegate management authority and responsibilities to the Executive Director ("Executive Director") of the Conference.
- Provide strategic leadership by identifying, incorporating, and monitoring the Conference's values, beneficiaries and services, vision, mission and priorities.

### **3.4 Expectations, Responsibilities, and Benefits**

- The Executive Board is expected to create and maintain a Faith and Life Team within the management structure of the Executive Board. The Faith and Life Team shall monitor and work with member churches to ensure their compliance with the policies and procedures of the Canadian Conference and Alberta Conference with respect to doctrinal integrity.
- The expectations of the Executive Board will be described in its strategic plans, the annual strategic goals of the Conference, and the annual tactical goals of the Executive Director.
- In fulfilling its strategic and operational responsibilities, the Executive Board shall seek the counsel of its member churches (e.g. through clusters, forums, surveys, conventions) in its strategic planning process and in its governance of the strategic mission and priorities.
- The Executive Board shall appoint auditor(s) and/or reviewer(s) for the Conference. When the Executive Board deems it necessary, it shall

- appoint representatives to supervise the work of the nominating, constitution, program, and special committees.
- No Executive Board member shall receive any stated salary for his or her services to the Conference, but each member shall be entitled to receive from the Conference reimbursement of the expenses incurred by attending any regular or special meeting of the Executive Board or of any committee. All such reimbursement and compensation shall be paid even if a meeting is adjourned because of the absence of a quorum. Nothing herein contained shall be construed to preclude any Executive Board member from serving the Conference in any other capacity and receiving related compensation.

### **3.5 Mutual Accountability**

- The Conference is accountable to the Executive Board for providing the necessary authorization and resources to the Executive Board in order to fulfill its responsibilities.
- The Executive Board is accountable to the Conference for fulfilling its responsibilities and achieving the goals set by the Conference. The Executive Board will also ensure that the Conference complies with the *Act*, the Constitution and Bylaws of the Conference, as well as all laws and policies of governmental and regulatory authorities.
- The Executive Board will ensure that all documentation required by government authorities is submitted within the applicable timeframes. The Executive Board will also provide member churches with a comprehensive, annual report concerning the Executive Board's activities with Conference stakeholders (member churches, pastors, employees, volunteers, and strategic partners).

## **Article IV Executive Board Processes**

### **4.1 Election, Appointment and Removal of Directors**

The Executive Board shall have a minimum of seven (7) members and a maximum of twelve (12) members. The Executive Board shall include a Moderator, Assistant Moderator, Secretary, and Treasurer. Executive Board members shall be elected by a vote taken at the annual convention of the Conference.

The term of office for an Executive Board member shall be two years. The term of office for newly elected Executive Board members shall commence immediately upon the adjournment of the annual convention of the Conference. A person may serve in only one elected capacity on the Executive Board at any one time.

A person may serve in any given elected position on the Executive Board for three consecutive full terms (no more than six years). Any partial term served in order to fill a vacancy shall not be counted as a full term. A person who has served three consecutive full terms shall not serve in any other elected capacity within the Conference for one year.

In the event that the number of Executive Board members is less than seven (7), the Executive Board members may, by majority vote, appoint as many members as is necessary to ensure that the Executive Board has seven (7) members. An Executive Board member appointed in this manner must meet the eligibility requirements set out in Article 4.1 above.

An Executive Board member may be removed from office if his or her behavior or beliefs run counter to the Confession of Faith, *Act*, Constitution, Bylaws, policies, and practices of the Conference. An Executive board member may be removed from office by a majority vote at a convention or at a duly called meeting of the Executive Board.

#### **4.2 Qualifications of Directors**

- A person must be all of the following in order to qualify to become or remain a member of the Executive Board:
  - a) an individual eighteen (18) years of age, or older;
  - b) has the capacity by law to enter into contracts and manage his or her own affairs;
  - c) is not an undischarged bankrupt; and
  - d) has not been convicted of an offense in connection with the promotion, formation, or management of a Corporation or involving fraud within the last five (5) years.
  
- All Directors shall be members in good standing of member churches.

#### **4.3 Officers**

The Moderator and Assistant Moderator shall each serve a minimum two-year term. The first year of the Moderator's term shall coincide with the second year of the Assistant Moderator's term.

The role of the Moderator is to lead the process of decision-making. The Moderator shall be objective and impartial, and shall not lead the discussion to a predetermined conclusion. The Moderator shall not make a motion, speak for or against a motion, or vote on a motion.

The Secretary and the Treasurer shall each serve a minimum two-year term.

The Secretary shall make and preserve a faithful record of all proceedings of all conventions and the meetings of the Executive Board. The Secretary shall also perform such other duties as may be prescribed by the Executive Board.

The Treasurer, subject to the restrictions of the Act and the Executive Board, shall serve as the Chair of the Financial Audit Committee. The Treasurer shall also perform such other duties as may be prescribed by the Executive Board.

#### **4.4 Proceedings of the Executive Board**

- The Moderator or any three (3) Executive Board members may convene an Executive Board meeting at any time. The Secretary, upon the request of the Moderator or any three (3) Board members, shall, convene an Executive Board meeting.
- The quorum at any Executive Board meeting is a majority of the current Executive Board members but at no time can a quorum consist of fewer than three (3) Executive Board members.
- The Executive Board may hold meetings at the time and place within or outside Canada that the Executive Board deems appropriate.
- Every Executive Board member is entitled to only one (1) vote at any meeting and no Executive Board member is entitled to more than one (1) vote in the event that there is a tie votes on a particular motion or issue.
- An Executive Board member may not vote by proxy.
- Written resolutions may not replace or provide a substitute for Executive Board meetings.
- All deeds, documents, transfers, contracts, engagements, bonds, debentures and other instruments requiring execution by the Conference shall be signed on behalf of the Conference, and the seal of the Conference, where the affixing of the seal is required, shall be affixed by the Moderator or Vice-Moderator, and any one of the following: an Executive Board Member or any person which the Executive Board may otherwise from time to time authorize. Except as stated above, or as otherwise provided in the *Act* or the Bylaws, no officer, agent or employee of the Conference has any power to bind the Conference by any contract or engagement or to pledge its credit.