

# **Bakerview Mennonite Brethren Church**

## **Bylaws**

**Adopted: June 15, 2020**

# Table of Contents

<b>Part 1 – Name and Affiliation</b>	<b>3</b>
<b>Part 2 – Definitions and Interpretation</b>	<b>3</b>
<b>Part 3 – Confession of Faith</b>	<b>4</b>
<b>Part 4 – Members</b>	<b>4</b>
<b>Part 5 – General Meetings of Members</b>	<b>6</b>
<b>Part 6 – The Council</b>	<b>9</b>
<b>Part 7 – Council Meetings</b>	<b>11</b>
<b>Part 8 – Council Positions</b>	<b>12</b>
<b>Part 9 - Executive Team and Pastoral Staff</b>	<b>13</b>
<b>Part 10 – Remuneration of Council Members,     Signing Authority, and Conflict of Interest</b>	<b>14</b>
<b>Part 11 – Delegates</b>	<b>15</b>
<b>Part 12 – Borrowing Powers</b>	<b>16</b>
<b>Part 13 – Amendments</b>	<b>16</b>
<b>Part 14 - Dissolution</b>	<b>16</b>

# Bylaws of Bakerview Mennonite Brethren Church

## Part 1 – Name and Affiliation

1.1 The official name of the church is ***Bakerview Mennonite Brethren Church***, herein referred to as the **Church**.

1.2 The Church is an unincorporated congregation of the British Columbia Conference of Mennonite Brethren Churches.

1.3 The purposes of the Church are charitable, consistent with its registration as a charitable organization by the Canada Revenue Agency. The Church shall only undertake such charitable activities as are consistent with such registration.

## Part 2 – Definitions and Interpretation

### Definitions

2.1 In these Bylaws:

“**Assistant Moderator**” means the Council Member appointed to that role under Part 8;

“**Associate Pastor**” means a person appointed under Part 9;

“**Auditor**” means the person or firm appointed to perform an audit or review of the Church’s finances;

“**Bylaws**” means these Bylaws as altered from time to time;

“**Conference**” means The British Columbia Conference of the Mennonite Brethren Churches;

“**Council**” means the elected body of directors of the Church;

“**Council Member**” means the men and women who are members of the Council;

“**Executive Team**” means the individuals who are collectively responsible for managing the operation and ministries of Bakerview Church, and led by the Lead Pastor;

“**Finance Committee**” means the Council committee that assists Council in providing expertise and oversight of the financial affairs of the Church;

“**Guiding Principles**” means the document containing the Guiding Principles and Procedures of Bakerview Church;

**“Lead Pastor”** means the person appointed under Part 9 who is accountable to Council and responsible for leading the Executive Team;

**“Member”** means a person who is accepted as a member of the Church under these Bylaws;

**“Ministry Plan”** means a plan outlining the intended Christian and charitable work of the Church during a specified period;

**“Ministry Team”** means the team of individuals who implement a ministry of Bakerview Church;

**“Moderator”** means the Council Member appointed to that role under Part 8;

**“Secretary”** means the Council Member appointed to that role under Part 8;

**“Special Resolution”** means a resolution passed by not less than two-thirds ( 67%) of such Members entitled to vote who are present in person at a general meeting of which notice specifying the intention to propose the special resolution has been duly given.

## **Conflict with Conference Bylaws**

**2.2** If there is a conflict between these Bylaws and the bylaws, policies or regulations of the Conference, the bylaws, policies or regulations of the Conference, as the case may be, shall prevail.

## **Part 3 – Confession of Faith**

### **The Confession of Faith**

**3.1** Subject to the directions of the Conference, the Confession of Faith of the Canadian Conference of Mennonite Brethren Churches shall be the Confession of Faith of the Church.

## **Part 4 – Members**

### **Receiving of Members**

**4.1** The Council shall establish guidelines that will govern each of the following means whereby people are accepted into membership of the Church:

1. Through baptism upon confession of faith, attendance of a class for new Members, and a commitment to the Church’s Confession of Faith and the mission of the Church;

2. Through letters of recommendation from other Mennonite Brethren churches, upon attendance of a class for new Members and a commitment to the Church's Confession of Faith and the mission of the Church;
3. Through letters of recommendation from other denominations that practice baptism on confession of faith, attendance of a class for new Members, and a commitment to the Church's Confession of Faith and the mission of the Church;
4. Through evidence that they have been baptized upon the confession of their faith, attendance of a class for new Members, and a commitment to the Church's Confession of Faith and the mission of the Church.

## **Duties of Members**

**4.2** Every Member must affirm the Confession of Faith, comply with these Bylaws, remain within a covenant of membership, practice responsible Christian living as defined by the Conference and the Canadian Conference of Mennonite Brethren Churches and participate in the life of the Church, including in its financial support.

## **Member Not in Good Standing**

**4.3** A Member is not in good standing if the Member fails to comply with the duties of Members (Part 4), or fails to affirm his or her membership on an ongoing basis, as determined by the Council.

## **The Termination of Membership**

**4.4** The Council shall establish guidelines that will govern each of the following means whereby membership of a Member is terminated:

1. Through requesting a letter of recommendation to another church;
2. Through a letter of resignation or release at the Member's request;
3. Through discipline;
4. Through failure to maintain good standing for twelve (12) consecutive months; or
5. Through death.

## **Part 5 – General Meetings of Members**

### **Order of Business at General Meeting**

**5.1** The order of business at a general meeting includes but is not limited to the following:

1. If necessary, elect an individual to chair the meeting as outlined in Part 5.6;
2. Determine that there is a quorum;
3. Approve the agenda;
4. Approve the minutes from the last general meeting;
5. Deal with unfinished business from the last general meeting;
6. Deal with new business, including any matters about which notice has been given to the Members in the notice of meeting;
7. Terminate the meeting.

### **Time and Place of the Annual General Meeting**

**5.2** A general meeting of Members must be held at least once per year, at a time and place the Council determines. Business at an Annual General Meeting must include:

1. Approval of Minutes of the previous Annual General Meeting, or other general meetings
2. The presentation of a report on the Ministry Plan for the previous year;
3. A Council report on the financial statements of the Church for the previous financial year and the auditor's report, if any, on those statements;
4. Any other reports of the Council's activities and decisions since the previous Annual General Meeting;
5. The presentation and approval of the Ministry Plan for the coming year;
6. The presentation and approval of the annual budget;
7. The election or appointment of Council Members and Discernment Team as required by Part 6; and
8. The appointment of an auditor, if required.

## **Notice of a General Meeting**

**5.3** A notice of a general meeting of Members must be given a minimum of two Sundays prior to the meeting and state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a Member receiving the notice to form a prayerful, reasoned judgment concerning that business.

Council may choose to make available a telephonic or other electronic means that permits participants to communicate adequately with each other during such a meeting. Members participating in a meeting by such means are deemed to be present at the meeting, and are entitled to vote.

## **Matters Decided at General Meeting by Ordinary Resolution**

**5.4** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution. All Members are entitled to vote at a general meeting of Members, except those Members, if any, found not to be in good standing under Part 4.

## **Ordinary Business at a General Meeting**

**5.5** At a general meeting of Members, the following business is ordinary business:

1. Adoption of agenda and rules of order;
2. Consideration of any reports of the Church or Council presented to the meeting;
3. Election of Council Members if required by Part 6; and
4. Business arising out of a Council report that does not require the passing of a special resolution.

## **Chair of General Meeting**

**5.6** The following individuals are entitled to chair a general meeting:

1. The Moderator of the Council;
2. One of the other Council Members or any other person appointed by the Council shall preside as the chair if the Moderator is unable to preside.

## **Alternate Chair of General Meeting**

**5.7** If no individual is entitled under these Bylaws to preside as the chair of a general meeting within fifteen (15) minutes from the time set for holding the meeting, the voting Members who are present must elect an individual present at the meeting to preside as the chair.

## **Quorum Required**

**5.8** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting Members is present.

## **Quorum for General Meetings**

**5.9** The quorum for the transaction of business at a general meeting is ten (10) Members or ten percent (10%) of the Members, whichever is greater.

## **Lack of Quorum at Commencement of Meeting**

**5.10** If, after thirty (30) minutes from the time set for holding a general meeting, a quorum of voting Members is not present:

1. The meeting stands adjourned to be continued at the same time seven days later.
2. If, at the continuation of the adjourned meeting, a quorum is not present after thirty (30) minutes from the time set for holding the continuation of the adjourned meeting, the voting Members who are present constitute a quorum for that meeting.

## **If Quorum Ceases to be Present**

**5.11** If, at any time during a general meeting, there ceases to be a quorum of voting Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

## **Methods of Voting**

**5.12** At a general meeting, voting must be by a show of hands except that if, before such a vote, two or more voting Members request a secret ballot or a secret ballot is directed by the chair of the meeting, then voting must be by a secret ballot.



## **Announcement of Result**

**5.13** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

## **Proxy Voting**

**5.14** Voting by proxy is not permitted.

## **Members Request for a Meeting**

**5.15** Any five (5) Members may request the Council to call a general meeting of the Members, specifying the purpose for the proposed meeting. The Council shall consider the request within thirty (30) days and if they decide to do so, may call a general meeting for the purposes set out in the request, or for any other purpose.

## **Part 6 – The Council**

### **The Role of the Council**

**6.1** The Council is accountable for creating the conditions necessary for the achievement of the Church's mission, and for the effective governance and management of the Church. Council Members are to use their wisdom, discernment and shepherding gifts to delegate and oversee all activities of the Church. They are the "keepers of the vision" and as such lead the Church in major decision-making and strategic initiatives. The responsibilities of Council include, but are not limited to, the following:

1. In consultation with the Members, set the overall philosophy, vision and mission of the Church in a context of prayer and Scripture (Acts 6:4) in keeping with the Confession of Faith;
2. Ensure that any ministries that are necessary for carrying out the Church's vision and mission are consistent with Bakerview's governing documents;
3. Delegate the responsibility for managing the operation and ministries of the Church to the Executive Team under the leadership of the Lead Pastor;
4. Delegate the Executive Team to develop a Ministry Plan with the Lead pastor, to achieve the mission of the church.
5. Together with the Executive Team, ensure that the Church is operating under the approved Ministry plan.

6. Present annually an assessment report to Church Members regarding the progress on the Ministry Plan's impact on mission and vision;
7. Oversee the activities and review the effectiveness of the Executive Team;
8. Supervise and resource the Lead Pastor in his/her responsibility of leading the Executive Team;
9. Ensure that adequate risk management policies and practices are in place;
10. Facilitate regular forums for Church leaders and/or Members;
11. Ensure that the Church is effectively working to form Jesus-following disciples;
12. Ensure that the Church is receiving sound preaching and teaching that is consistent with the Confession of Faith as specified in Part 3;
13. Ensure that appeals from Members about matters pertaining to the affairs of the Church are appropriately heard and addressed.

### **Number of Council Members on the Council**

**6.2** The Church must have no fewer than seven (7) and no more than twelve (12) Council Members including the Lead Pastor who participates as a non-voting member.

### **Qualifications of Council Members**

**6.3** Council Members must be Members of the Church in good standing and meet the qualifications listed in the Guiding Principles. These Principles shall be approved at a general meeting by Special Resolution.

### **Election or Appointment of Council Members**

**6.4** A Discernment Team is annually elected by the congregation at the Annual General Meeting. In consultation with Council and with input from the congregation, it will identify and recommend individuals of suitable character and gifting as described in the Guiding Principles for election by the congregation to the Council.

**6.5** At each Annual General Meeting, Members must elect or appoint the Council Members according to the process outlined in the Guiding Principles. Every candidate will require the approval of two-thirds (67%) majority of the Members present at a general meeting to be placed in office.

## **The Term of Council Members**

**6.6** The term of a Council Member shall be three years, renewable with approximately one-third of the Council concluding each year. After two consecutive terms, Members must wait at least one year before allowing their names to be placed in nomination again. Terms will be staggered to ensure continuity.

## **Unexpected Vacancies on Council**

**6.7** The Council may, at any time, appoint a Member as a Council Member to fill a vacancy that arises as a result of the resignation, incapacity or death of a Council Member.

**6.8** A Council Member appointed by the Council to fill a vacancy ceases to be a Council Member at the next Annual General Meeting.

## **Committees of Council**

**6.9** The Council is responsible for ensuring that there is adequate oversight in place for all Church activities including areas such as Human Resources. It will do this through either the establishment of committees of Council or through the delegation of specific responsibilities to the Executive Team.

**6.10** The Council is responsible for ensuring that the financial matters of the Church are overseen through the establishment of a Finance Committee of Council. The Council will define the terms of reference for the Committee and appoint individuals to serve who may be Council Members or other Members or both.

## **Part 7 – Council Meetings**

### **Calling Council Meetings**

**7.1** A Council meeting may be called by the Moderator or someone else designated by Council.

### **Notice of Council Meeting**

**7.2** A minimum of two (2) days notice of a Council meeting must be given unless all the Council Members agree to a shorter notice period.

### **Conduct of Council Meetings**

**7.3** The Council Members shall conduct their meetings and proceedings following their own policies and procedures.

## **Quorum of Council Members**

**7.4** The quorum for the transaction of business at a Council meeting is a majority of the Council Members.

## **Frequency of Meeting**

**7.5** The Council shall meet no less than six (6) times a year and at such time and place as determined by the Council.

## **Part 8 – Council Positions**

### **Organization of the Council**

**8.1** The Council shall appoint its own Moderator, Assistant Moderator and Secretary.

### **Role of Moderator**

**8.2** The Moderator is the chair of the Council and is responsible for creating the conditions within Council for effective leadership for the achievement of the Church's mission, and for the effective governance and management of the Church. The Moderator is responsible for overseeing Council Members in the execution of their duties. The Moderator prepares the agenda for Council, and is the spokesperson for Council. The Moderator and Secretary of the Council shall respectively also serve in the same capacity at general meetings of the Church.

### **Role of Assistant Moderator**

**8.3** The Assistant Moderator is the vice-chair of the Council and is responsible for carrying out the duties of the Moderator if the Moderator is unable to serve.

### **Role of Secretary**

**8.4** The Secretary is responsible for doing, or making the necessary arrangements to ensure that:

1. Notices of general meetings and Council meetings are issued;
2. Minutes of general meetings and Council meetings are taken;
3. Records of the Church are adequately kept;
4. All reports that may be required by the Conference or an applicable law are filed.

## **Part 9 - Executive Team and Pastoral Staff**

### **Role of Executive Team**

**9.1** The Executive Team is the primary body responsible for managing the operation and ministries of the Church in ways that support the mission and vision of the Church as outlined in the Ministry Plan.

**9.2** The Executive Team is led by the Lead Pastor.

**9.3** Members of the Executive Team are chosen by the Lead Pastor in consultation with Council.

### **Role of the Lead Pastor**

**9.4** The Lead Pastor is the man or woman who, together with the Executive Team, shepherds the Church in its mission and vision and is responsible to the Council for the following:

1. Maintain a healthy relationship with Council;
2. Lead the Executive Team;
3. Appoint and oversee the members of the Executive Team in consultation with Council;
4. Develop a Ministry Plan with the Executive Team and any Ministry Teams, in consultation with Council;
5. Oversee the preaching and teaching ministry of the Church.

### **Qualifications of the Lead Pastor**

**9.5** The Lead Pastor must be a Member of the Church in good standing and meet the qualifications outlined by Council.

### **Appointment of the Lead Pastor**

**9.6** In the event of a vacancy in the office of the Lead Pastor, the Council shall be responsible to initiate a search process for candidates to fill the position. Once the Council has selected a candidate, that candidate shall be presented to the Members of the Church for final approval. A successful candidate must receive approval by at least eighty percent (80%) of the voting Members present at a general meeting.

## **Tenure of the Lead Pastor**

**9.7** If at any time the Lead Pastor intends to resign, that intention should be expressed to the Church through the Council. A minimum of three (3) months' notice of resignation is preferred. The Council shall make all final decisions regarding the direction and management of the employment of the Lead Pastor, and may terminate the employment of the Lead Pastor.

## **Role of Associate Pastors**

**9.8** The Associate Pastors shall, under the direction of the Lead Pastor, Executive Team and Council, provide spiritual direction and leadership to the Church ministries to which they are assigned.

## **Appointment of Associate Pastors**

**9.9** In the event of a pastoral vacancy or filling an associate pastoral position, the Lead Pastor, the Executive Team and the Council shall be responsible to oversee a search process for candidates to fill the position. After they have selected a candidate, that candidate shall be presented to the Members of the Church for final approval. A successful candidate must receive approval by at least eighty percent (80%) of the voting Members present at a general meeting.

## **Tenure of Associate Pastors**

**9.10** If at any time an Associate Pastor intends to resign, this intention shall be expressed to the Church through the Lead Pastor. A minimum of three (3) months' notice of resignation is preferred. The Lead Pastor, in collaboration with the Council and designated members of the Executive Team, shall make all final decisions regarding the employment of Associate Pastors including, if necessary, the termination of their employment.

## **Part 10 – Remuneration of Council Members, Signing Authority, and Conflict of Interest**

### **Remuneration of Council Members**

**10.1** Council Members are not permitted to receive remuneration for being a member of the Council, but the Church may pay a Council Member for services provided as an employee or independent contractor.

### **Signing Authority**

**10.2** A contract or other record to be signed by the Church must be signed on behalf of the Church:

1. By the Moderator and one other Council Member;
2. If the Moderator is unable to provide a signature, by the Assistant Moderator and one other Council Member;
3. If the Moderator and Assistant Moderator are both unable to provide signatures, by any two other Council Members; or
4. In any case, by one or more individuals authorized by the Council to sign the record on behalf of the Church.

### **Conflict of Interest**

**10.3** Council Members who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest to the Council:

1. Upon nomination, and
2. If serving, when the possibility of a conflict arises.

**10.4** A conflict of interest does not necessarily prevent a Member from serving as a Council Member provided the Member withdraws from the decision-making process on matters pertaining to that interest. The withdrawal must be recorded in the minutes.

## **Part 11 – Delegates**

### **Appointment of Delegates**

#### **11.1 Delegates**

1. The Council shall appoint delegates to the conventions of Conference and the Canadian Conference of Mennonite Brethren Churches.
2. The Lead Pastor and the Moderator shall represent the Church as delegates if possible. Other delegates may be appointed by the Council as required.
3. The Council shall encourage and endeavor to give as many Church Members in good standing the opportunity to attend conventions as reasonably possible.

### **Expenses for Delegates**

**11.2** The Church shall cover the costs, as outlined in Church policy, of Members who attend denominational conventions as official delegates on behalf of the Church.

## **Part 12 – Borrowing Powers**

### **Council Authorization**

**12.1** Subject to the directions and policies of the Conference, the Council is authorized to borrow and repay money on behalf of the Church with the provision and restriction that the Church may not in any given fiscal year borrow an amount in excess of ten percent (10%) of the Church's three-year average annual revenue without first receiving:

1. The prior written approval from the Conference; and
2. A Special Resolution of the Members.

### **Definition of Borrow**

**12.2** For the purpose of this section, the term "borrow" shall also mean the guaranteeing of any third-party debt.

## **Part 13 – Amendments**

### **Amendments**

#### **13.1 Amendments**

1. Any Member of the Church may propose an amendment to the Bylaws by submitting it in writing to the Council.
2. The Council shall review and study any proposed amendments, including amendments prepared by the Council, and present them to the Church at the next regular general meeting. The proposed amendment shall be published and distributed at least two Sundays prior to the meeting.
3. Amendments to the Bylaws may be made at any general meeting of the Church by Special Resolution.

## **Part 14 - Dissolution**

### **Dissolution**

**14.1** If upon dissolution or winding up of the Church there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property shall be transferred to the Conference.