

GENERAL OPERATING BY-LAW #1
[Including all amendments up to 16-Jan-2022 Special Meeting, Motion 1]

A By-Law relating generally to the transaction of the affairs of WATERLOO MENNONITE BRETHREN CHURCH (an Ontario Corporation).

BE IT ENACTED as a By-Law of WATERLOO MENNONITE BRETHREN CHURCH (hereinafter referred to as the “Church”) as follows:

I DEFINITIONS, LETTERS PATENT, INTERPRETATION AND HEADINGS

1. DEFINITIONS

1.01 In this By-Law and all other By-laws and Resolutions of the Church unless the context otherwise requires, the following definitions shall apply:

- a. "Act" means the Ontario Corporations Act as amended from time to time and any statute enacted in substitution thereof, 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;
- b. “Board” means the Board of Directors of the Corporation pursuant to the Act, and is hereinafter referred to as the “Leadership Board” of the Church;
- c. "By-law" means any By-law of the Corporation from time to time in force and effect, including the General Operating By-law;
- d. "Church" means the legal entity incorporated as a Corporation without share capital under the Act by Letters Patent dated the 23rd day of July, 2004, and named **WATERLOO MENNONITE BRETHREN CHURCH**, through which its Members and other attendees may fellowship together as a church affiliated with the Ontario Conference of Mennonite Brethren Churches;
- e. "Church Constitution" or "Constitution" means the Letters Patent, General Operating By-law and any Policy Statements adopted by the Leadership Board from time to time;
- f. “Church Covenant” means the written agreement entered into by all Members of the corporation to commit themselves to the lifestyle and behaviour of a follower of Christ, as articulated in that document and in the Confession of Faith;
- g. "Confession of Faith" means the Confession of Faith of the U.S. and Canadian Conferences of Mennonite Brethren Churches.
- h. "Corporation" means the Church as defined herein;
- i. "Discipline” means seeking to reconcile individual Members to one another through

- mutual forgiveness, and restoring offenders to fellowship with God and the Church;
- j. "Documents" includes deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all tangible or intangible records including but not limited to those in digital or electronic format;
 - k. "General Operating By-law" means this By-law and any other By-laws of the Church intended to amend or replace the General Operating By-law herein;
 - l. "Immersion" means fully submersed in water, except where, in the discretion of the Lead Pastor, this is prevented by reason of a disability.
 - m. "Leadership Board" means the Board of Directors of the corporation, for all purposes of the Ontario Corporations Act;
 - n. "Letters Patent" means the Letters Patent incorporating the Church, as from time to time amended or supplemented by Supplementary Letters Patent;
 - o. "Meeting of Members" or "Membership Meetings" means any annual or special meeting at which Members may be required to vote on any question. Non-members may attend, at the discretion of the Chair of the Membership Meeting, but are not entitled to vote thereat;
 - p. "Member" means a Member of the Church;
 - q. "Members" or "Membership" means the collective Membership of the Church;
 - r. "Member in Good Standing" means a Member who is not under the Discipline of the Church as set out in Section 11 of this By-Law.
 - s. "Objects" means the charitable Objects of the Corporation as contained in the Letters Patent;
 - t. "Officer" means an officer of the Church as described in Section 26;
 - u. "Person" means an individual person, but does not include corporations, partnerships, trusts, or unincorporated organizations;
 - v. "Policy Statements" means any Policy Statements adopted as part of the Church Constitution from time to time;
 - w. "Resolution" means a Resolution passed by a two-thirds majority vote of Members present or represented by proxy, unless the Act or this By-law otherwise requires;

- x. "Written Notice" means notice by any one of regular mail, registered mail, facsimile transmission or electronic mail unless specified to the contrary herein.

2. LETTERS PATENT, INTERPRETATION AND HEADINGS

- 2.01 Letters Patent - This General Operating By-law and any other By-laws of the Corporation shall be strictly interpreted at all times in accordance with and subject to the Objects, which for purposes of this General Operating By-law are incorporated by reference and made a part hereof. If any of the provisions contained in this General Operating By-law are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.
- 2.02 Interpretation - In this General Operating By-law and all other By-laws and Resolutions of the Church the following interpretations shall apply:
 - a. words importing the singular number include the plural and vice versa;
 - b. with exception for all references to the position of Lead Pastor, words importing the male gender include the female gender; and
 - c. words importing or referring to person or persons shall include individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations.
- 2.03 Headings - Headings used in this General Operating By-law are for convenience of reference only and shall not affect the construction or interpretation thereof.

II MEMBERSHIP

3. DEFINITION OF MEMBERSHIP

- 3.01 The existing Leadership Board members of the unincorporated church from which this Church has been formed shall be the first Members and Directors of the Corporation.
- 3.02 Thereafter, Membership in the Church shall consist of those Persons who have been admitted to Membership by the Leadership Board.
- 3.03 A current record of Members of the Church shall be kept by the administrative staff of the Church.

4. QUALIFICATION FOR MEMBERSHIP

- 4.01 A Person shall qualify to be a Member of the Church if such Person meets all of the following qualifications:
- a. confesses faith in Jesus Christ as his or her Saviour and Lord;
 - b. has been baptized by Immersion by Waterloo Mennonite Brethren Church or has been recommended, by letter, to transfer his or her membership from another Mennonite Brethren Church or has undergone believer's baptism, gives evidence of new birth in Christ both in conduct and by public testimony before the church Membership and (if possible) produces a letter of recommendation from his or her former church;
 - c. has completed the process for admission into Membership set out in section 5.

Amendment to Article 4.01(c) of the GOB, approved by the membership at the Sept 30, 2018 AGM.

WMB's General Operating By-Law #1 shall be and the same is hereby amended by adding the following phrase at the end of Article 4.01(c) concerning the process for admission to membership in WMB: "save and except duly qualified members in good standing of an existing Mennonite Brethren church with whom WMB has resolved to merge, or has merged, its membership, assets and activities."

- 4.02 A Person who has evidenced conduct which would otherwise be subject to the discipline of the church as set out in Section 9.01 is disqualified from consideration for membership until such time as the conduct issue has been resolved to the satisfaction of the Leadership Board.

5. ADMISSION TO MEMBERSHIP

- 5.01 Application for Membership in the Church may be initiated by either a verbal or written request to a Pastor, or through any Leadership Board member to a Pastor.
- 5.02 Every applicant shall participate in the "Discovering WMB" course, or other such alternate course as may be designated from time to time by the Lead Pastor.
- 5.03 If the applicant understands and agrees with the Church Constitution and understands the fundamental tenets of the Christian faith, the applicant shall be required to provide a written or verbal testimony to the Membership including
- a. a declaration of his or her profession of faith in Jesus Christ as Saviour and Lord,
 - b. a commitment to adhere to the Church Covenant, and
 - c. agreement to be subject to the authority of the Church.
- 5.04 Once the Pastor or his designate is satisfied that the applicant is eligible for membership in the Church, the testimony set out in section 5.03 shall be forwarded for consideration to the Leadership Board. Upon receipt of such testimony, a member of the Leadership

Board shall interview the applicant to independently satisfy the Leadership Board that such Person is eligible for membership in the Church.

- 5.05 In the event that the Leadership Board is not satisfied that the applicant fully understands and appreciates the fundamental tenets of the Christian faith or the implications of Church membership, the Leadership Board may require further spiritual preparation before proceeding with the application for membership.
- 5.06 Once the Leadership Board is satisfied that the applicant is eligible for membership in the Church, the Leadership Board shall approve the applicant for Membership by transfer or baptism by Immersion at the next Membership/Baptism celebration service, or at such other reasonable time as the Lead Pastor determines.
- 5.07 Upon Resolution of the Leadership Board, existing members of the unincorporated church from which this Church has been formed shall be deemed to be Members of the Church until such time as the first covenanting celebration following incorporation.

6. PRIVILEGES, RIGHTS AND RESPONSIBILITIES OF MEMBERSHIP

- 6.01 Church membership shall carry the following privileges, rights and responsibilities:
 - a. the privilege to attend all public worship services of the Church subject to Section 11.14 herein;
 - b. the privilege to participate in Communion as administered by the Church;
 - c. the responsibility to financially support the work of the Church as the Lord directs and personal circumstances permit;
 - d. the responsibility to participate in Church activities and ministries as the Lord directs and personal circumstances permit;
 - e. the responsibility to minister to one another's spiritual needs as part of the Body of Christ, including accountability relating to Christian behaviour and conduct issues;
 - f. the responsibility to respect and submit to the spiritual authority and procedures of the Church as expressed in the Church Constitution;
 - g. the right to attend, speak and participate at all Meetings of Members; and
 - h. the right, for a Member who has reached the age of majority, to vote either in person or by proxy at all Meetings of Members.
- 6.02 Church membership is transferable to another Mennonite Brethren Church, provided:
 - a. such other church accepts members by transfer;

- b. the Member is not, at the time of requesting such transfer, under the discipline of the Church as set out in Section 11.01.

7. WITHDRAWAL AND REMOVAL OF MEMBERS

- 7.01 A Member in Good Standing may withdraw at any time as a Member of the Church, and upon request, such Member may be given a letter of transfer addressed to the church to which the Member is relocating.
- 7.02 Every Person wishing to withdraw as a Member must provide written notification of the request to withdraw to the Leadership Board together with reasons for the request. Upon receipt of such request for withdrawal as a Member and upon the Leadership Board confirming that such person is a Member in Good Standing, such person shall be removed from the Membership roll of the Church
- 7.03 If a Member is subject to the process outlined in Section 11, and requests withdrawal of his or her membership, then such person shall be deemed to have withdrawn as a Member not in good standing.
- 7.04 The Board may require Members from time to time to confirm their membership by asking them to re-sign the Church Covenant. Any Member failing to do so within the prescribed time limits shall be deemed to have resigned as a Member of the church. In exceptional circumstances, the Leadership Board by Resolution may waive the necessity that a Member confirm his or her membership in the Church in writing within the prescribed time limits.

8. ACCOUNTABILITY AMONG MEMBERS

- 8.01 Disagreements and conduct issues within the congregation should, as much as possible, be resolved in accordance with principles set out in Matthew 18:15-20, Luke 17:3, Galatians 6:1, and 1 Corinthians 5:1-5. Without limiting the generality of the said passages of scripture, the following procedure should, as much as possible, be adopted where such disagreements and conduct issues occur.
 - a. A Member who believes he has been wronged by another Member or observes misconduct on the part of another Member shall approach that person in a humble manner, with an explanation of the offence or misconduct which the Member feels has occurred;
 - b. If the Member so confronted will not listen and repent, or if the matter is not resolved, then the Member who has alleged wrongdoing shall approach the Member together

with one or two other church Members, who ideally will be individuals with some gifts, training or experience in dispute resolution;

- c. If the Member so confronted still does not listen and repent, or if the dispute is not resolved, then the Member who has alleged wrongdoing shall refer the matter to a Pastor or Leadership Board member and that referee shall ensure the matter is brought to the attention of the Lead Pastor and the Leadership Board Chair.
- d. If the Leadership Board determines, on a preliminary basis, that the allegation is not appropriately a matter for discipline, then no disciplinary action against the Member shall be proceeded with but the parties may work with the Lead Pastor to achieve resolution or may be required to participate in a collaborative conflict resolution process in accordance with the Church's policy on Conflicts, Disagreements and Complaints.

8.02 Alternatively, if the Leadership Board determines on a preliminary basis that the allegation is appropriately a matter for discipline, the procedure set out in Section 11 shall be followed.

8.03 Any allegation giving rise to action against a Member pursuant to Section 11 must be first set out in a signed, written statement given to the Lead Pastor and Leadership Board Chair, describing the nature of the allegation and an explanation of the basis upon which it is made.

9. CIRCUMSTANCES GIVING CAUSE FOR DISCIPLINE

9.01 A Member shall be deemed to be under the Discipline of the Church if the Leadership Board determines by Resolution that he/she has evidenced conduct or behaviour that is unbecoming of a Christian, contrary to biblical principles and the Church Covenant. Examples of conduct or behaviour that would become the subject of discipline by the Leadership Board include, but are not limited to:

- a. sexual conduct outside the bounds of heterosexual marriage;
- b. other habitual 'lifestyle' behaviours on which the Church has a clear position (e.g. intoxication/drug abuse, physical or verbal abuse, gossip/defamation of others, use of pornography, etc.) which are not repented of;
- c. theft, fraud, lies or similar dishonesty, which is not repented of and set right;
- d. deliberate efforts to undermine the Church's unity and ability to function, after collaborative conflict resolution efforts have been exhausted unsuccessfully;
- e. propagation of doctrines and practices contrary to those set forth in the Statement of Faith or the general teachings of the Church;

- f. unwillingness to either comply with or submit to the scriptural authority and procedures set out in the Church Constitution herein;

10. RESTORATION THROUGH DISCIPLINE

- 10.01 Christ's exhortation to watch over one another and to bear one another's burdens in the spirit of meekness and love shall be foremost in the minds of the Leadership Board in fulfilling their responsibility for the Discipline of a Member. The primary aim of Discipline shall be the restoration of the offender to fellowship with God and with the Church. The Church has not only the right but the duty to practice such Discipline in a Christian manner. In administering Discipline, care shall be taken that the Church carry a worthy witness of its faith before the world, both for the sake of the spiritual life of each Member and for the testimony of the Church.

11. PROCEDURE FOR DISCIPLINE

- 11.01 If the Leadership Board determines on a preliminary basis that the written allegation requires further investigation, then the allegation shall be referred in writing to the Leadership Board for a hearing and a Member against whom the allegation is made shall be deemed to be subject to the process outlined in this Section 11. Any Member withdrawing from Membership while subject to the process outlined in this Section 11 shall be deemed to have withdrawn as a Member not in good standing and the process outlined in this Section 11 shall continue as described.
- 11.02 The Leadership Board shall then convene a hearing to consider the allegation. The Member shall be given fourteen (14) days notice in writing by registered and regular mail at his or her last known address (which period of time shall include the date of mailing but shall exclude the date of the hearing), of the date, time and place at which the hearing will be held. The notice shall briefly explain the nature of the allegation and advise the Member that the allegation will be considered by the Leadership Board at the hearing. The Member shall be entitled to attend before the hearing to listen to the details of the allegation made and to respond thereto.
- 11.03 The hearing shall be conducted by a quorum of the Leadership Board, and the Leadership Board Chair (or other Leadership Board member designated by the Chair) shall act as the Chairperson of the hearing and have responsibility for carriage of the hearing. The Leadership Board shall determine whether a Member is to be disciplined at the end of the hearing and if so, what discipline is to be imposed. The Chairperson shall be responsible to ensure that due process and procedural fairness as provided for in this General Operating By-law is complied with in relation to all aspects of the hearing and that any recommendations of discipline by the Leadership Board are duly and fairly implemented.
- 11.04 The hearing shall not be open to the public nor to the Members of the Church. The Member under investigation shall be entitled to be accompanied at the hearing by no

more than two Members of his or her choice whose role shall be to act as observers during the hearing but who shall not be entitled to participate thereat.

- 11.05 Both the Member and the Leadership Board may call any witnesses or evidence that is relevant to the allegation being made. No party to the hearing shall be represented by legal counsel. Strict rules of evidence need not be followed at the hearing, but due regard shall be had by the Chairperson to probative value and relevance in judging the admissibility of any evidence to be called.
- 11.06 There shall be an equal allocation of time for the presentation of evidence by both the Leadership Board and the Member under investigation. The Leadership Board may designate a time limitation on the hearing, provided that such limitation is applied equally to the presentation of evidence by both the Leadership Board and the Member and provided further that notice of such limitation of time is given to the Member at least three hours before the hearing is required to end.
- 11.07 All evidence presented at the hearing shall be kept confidential, except such summary facts that the Leadership Board determines needs to be given to the Membership of the Church.
- 11.08 At the end of the hearing, the Leadership Board shall convene in private to deliberate on the evidence presented. A consensus by the members of the Leadership Board shall be required to conclude that the allegation is true; failing which the allegation will be deemed not to be proven, with the result that the Member under investigation shall no longer be under the discipline of the Church and shall be reinstated as a Member in good standing.
- 11.09 In the event that the Leadership Board determines that the allegation is true, the Leadership Board shall decide by consensus the appropriate disciplinary action to be implemented. Any disciplinary action shall be determined and implemented with the intent of both protecting the integrity of the ministry of the Church and restoring the Member into fellowship pursuant to the principles enunciated in Luke 17:3 and Galatians 6:1. Termination of membership shall be deemed appropriate only where no other alternative is available.
- 11.10 Disciplinary actions other than termination of membership may include but not be limited to the following:
 - a. removal of the Member from a teaching position or other position of responsibility within the Church, for a defined period;
 - b. the prohibition of the offending conduct or behaviour,
 - c. the requirement that an apology be given, or
 - d. the requirement that the Member evidence an attitude of submission to the authority

of the Church or a spirit of contrition

- e. requirement to enter into a course of counseling or anger management
 - f. a requirement that the Member seek medical intervention
 - g. other accountability mechanisms or assistance determined by the board.
- 11.11 The decision of the Leadership Board on the type of Discipline to be administered shall be final and binding. In the event that the decision is to terminate the person's membership in the Church, then the Member under Discipline shall automatically cease to be a Member of the Church upon notification to the Member of the decision.
- 11.12 The decisions of the Leadership Board under sub-sections 11.08, 11.09 and 11.10 shall be communicated to the Member in writing, together with reasons, as soon as is practical after such decisions have been made.
- 11.13 No pronouncement on matters of Discipline by the Church shall be made unless given orally from a prepared text at a Meeting of Members, and only after careful and sober consideration has first been made by the Leadership Board to avoid, as much as possible, undue or unnecessary embarrassment to the Member under Discipline or other undue or unnecessary prejudicial consequences to either the person or to the Church as a whole.
- 11.14 A Member who is under discipline, or whose membership has been terminated, or who has withdrawn as a Member not in good standing, shall not be barred from public worship unless his or her presence is disruptive to the peaceful proceedings of the public worship service as determined in the opinion of Pastoral Staff present at that worship service. If the presence of such a Member or former Member is deemed disruptive, that person agrees that he or she may be removed from such public worship service without the necessity of legal action.
- 11.15 In the event that a Member who is under discipline, or whose membership has been terminated, or who has withdrawn as a Member not in good standing, attends any other church and that other church does not seek a letter of reference from the Church, then the Lead Pastor or the Chair of the Leadership Board member shall be authorized to verbally advise the other church that the person in question is currently or was previously under discipline of the Church at the time of termination of or withdrawal from Membership.

12. WAIVER AND MEDIATION

- 12.01 Notwithstanding anything else contained herein, membership in the Church is given upon the strict condition that disciplinary proceedings or any other proceedings or matters arising out of the Church Constitution shall not give a Member cause for any legal action against either the Church, any Pastor, any staff member of the Church, any Leadership Board member, or other officer, or any Member of the Church. Acceptance of

membership in the Church shall constitute conclusive and absolute evidence of a waiver by the Member of all rights of action, causes of action, and all claims and demands against the Church, any Pastor, any staff member of the Church, any Leadership Board member, or other officer, or any Member of the Church in relation to disciplinary proceedings or any other proceedings or matters arising out of the Church Constitution or involving the Church in any manner whatsoever and this provision may be pleaded as a complete bar and estoppel (i.e., the prevention of an action) in the event that such action is commenced in violation hereof.

- 12.02 In the event that a Member is dissatisfied with any matters of process involving that Member and the Church, as set out in the Church Constitution, then that Member may seek to have his or her concerns resolved through a process of Christian mediation, provided that the Member does not violate or circumvent the waiver contained in Section 12.01, nor attempt to do so. If such mediation is requested by the Member who is dissatisfied, he or she shall choose one mediator and the Church shall choose another mediator, to work together as a team. Such mediators do not need to be members of the Church, but shall be members of a church in the Canadian Conference of Mennonite Brethren Churches. The two mediators so chosen will determine their own process for meeting with the Leadership Board and the Member, in an attempt to resolve the dispute. Such mediative process is voluntary on the part of the Member, and can be terminated at any time by the Member, or by the mediators if they see no purpose in persisting with mediation. The Church will continue to participate in mediation for up to a maximum of 60 days from the time both mediators have been chosen, as long as the Member desires to do so and the mediators believe that there is a reasonable prospect of resolving the dispute. Any agreement or resolution which is reached as a result of such mediation will be reduced to writing, and will be final and binding upon the Church and the Member involved.

13. MEMBERSHIP MEETINGS

- 13.01 Annual General Meeting - There shall be an annual general Meeting at such time and place and format in Ontario as determined by the Leadership Board, to be no later than 2 calendar months following the end of the fiscal year. The purpose of the Annual General Meeting will be to do the following:

[Amended here at 13.01 and at 13.04, 13.07, 13.10, 13.11 and 42.02 per 2020 AGM Motion #1 to permit electronic meetings]

[Amendment to Article 13.01 of the GOB, approved by the membership at the Sept 29, 2019 AGM.

Be it resolved that WMB's General Operating By-Law #1 shall be and the same is hereby amended as follows: 13.01 Annual General Meeting – There shall be an annual general Meeting at such time and place in Ontario as determined by the Leadership Board, to be no later than 4 calendar months following the end of the fiscal year.”]

- a. review and approve the financial statements and Treasurer's report for the immediately preceding fiscal year, including the Auditor's report thereon, and the budget for the upcoming fiscal year;
- b. appoint a public accounting firm as Auditor for the upcoming fiscal year;
- c. review and accept reports from the Officers, Pastors, and the Leadership Board;

- d. elect members to the Leadership Board as required;
 - e. vote on any expenditures exceeding 6% of the annual budget;
 - f. transact any other necessary business.
- 13.02 Special Meetings - Special Meetings shall be called by the Leadership Board whenever decisions are required to be made by the Members of the Church with respect to:
- a. the appointment of a Lead Pastor;
 - b. the sale, purchase or mortgage of Land and buildings;
 - c. changes to the Church mission statement, “...making more and better disciples...”.
 - d. changes to the Letters Patent or this bylaw;
 - e. a possible merger with other congregations
- 13.03 Other Meetings - At the request of a majority of the Leadership Board, or upon the request of at least fifteen percent (15%) of the Members, Other Meetings shall be called and convened within 30 days of the request.
- 13.04 Notice of Meetings - Notice of all Membership Meetings (Annual, Special and Other) shall be given to Members by notice verbally from the pulpit and in the Church bulletin at least 14 days in advance and on at least two Sundays prior to the date of the Membership Meeting. The notice for all Membership Meetings shall include the date, time, place, format and purpose of the meeting. Sufficient information shall be made available in advance of the meeting to permit Members to form a reasoned judgment on the decision to be taken. Notice of each Membership Meeting must remind the Member that the Member has the right to vote in person or by proxy or electronically provided an electronic format has been declared in the notice of meeting.
- 13.05 Waiver of Notice - A Member may waive notice of a Membership Meeting and attendance of any such person at a Membership Meeting shall constitute a waiver of notice of the meeting, except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 13.06 Omission of Notice - The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any Member shall not invalidate any Resolution passed or any proceedings taken at any Membership Meeting, provided that no Member objects to such omission or irregularity within fourteen (14) days of the meeting.

- 13.07 Quorum - A quorum for an Annual, Special, or Other Membership Meeting shall be constituted by the presence, in person or electronically (when this format is permitted) or by proxy, of fifteen percent (15%) of the total Membership of the Church immediately prior to the time of the meeting in question. No business shall be transacted at any Membership Meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a Membership Meeting or within such reasonable time thereafter as the Chair of the Membership Meeting may determine, the Meeting shall be adjourned to a time and place to be determined by the Leadership Board, notice of which shall be given in accordance with the provisions of Section 13.04.
- 13.08 Chairperson – The Chair of the Leadership Board (or in his or her absence, a designate appointed by the Leadership Board) shall set the agenda and act as Chairperson of all Membership Meetings. The Chairperson of the Membership Meeting shall only be entitled to vote in the event of an equality of votes.
- 13.09 Resolution - At all Membership Meetings, every question shall be determined by Resolution, (as defined in Section 1)
- 13.10 Voting Procedure - Every question submitted to any Membership Meeting shall be decided by a show of hands, except where a secret ballot is provided for or requested as stated below:
- a. In the case of an equality of votes, the Chair of the Meeting shall cast the deciding vote.
 - b. At any Membership Meeting unless a secret ballot is provided, a declaration by the Chair that a motion has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
 - c. A secret ballot may be held either upon the decision of the Chair or upon request of any Member and shall be taken in such manner as the Chair directs. The result of a secret ballot shall be deemed to be the decision of the meeting at which the secret ballot was held. A request for a secret ballot may be withdrawn.
 - d. A secret ballot will be held whenever an electronic format has been declared in the Notice of Meeting. The voting procedure shall follow the WMB Electronic Meeting Policy as approved by the Leadership Board.
- 13.11 Voting Rights and Proxies - Votes at Membership Meetings may be given personally or electronically (when this format is permitted) or by proxy, provided that the proxy appointed is also a Member and represents no more than one other Member at such meeting. At every meeting at which a Member is entitled to vote, every Member present and appointed by proxy to represent another Member shall have one vote himself or herself and one vote for the Member he or she represents by proxy. A proxy shall be executed by the Member in writing. A Proxy may be in the following form or some

similar form:

"The undersigned Member of WATERLOO MENNONITE BROTHERS CHURCH hereby appoints _____, or failing the Person appointed above, _____ as the proxy of the undersigned to attend and act at the Membership Meeting of the Church to be held on the _____ day of _____, 20____, and at any adjournment or adjournments thereof in the same manner, to the same extent, and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments.

DATED the _____ day of _____, 20____

Signature of Member"

Proxies shall be delivered in writing or by facsimile transmission to the Church office at least 24 hours in advance of the meeting or adjourned meeting.

- 13.12 Procedural Code - The rules of procedure for Membership Meetings shall follow the *Sturgis Standard Code of Parliamentary Procedure*, in the most current edition available, except where varied by the General Operating By-law.
- 13.13 Adjournment - The Chair may, with the consent of a simple majority of Members present and voting, adjourn the meeting to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

18

III LEADERSHIP BOARD

14. DEFINITION OF LEADERSHIP BOARD

- 14.01 The Leadership Board shall consist of a Chair, and Vice-Chair, and no fewer than six and no greater than thirteen other members as selected in accordance with Section 17.
[Amended from "ten" to "thirteen" per 2020 AGM Motion #2]
- 14.02 For purposes of the Act, the Leadership Board members shall be deemed to be the Board of Directors and in this regard a Leadership Board member shall be deemed to be a Director of the Corporation.
- 14.03 The pastor(s) of the Church may attend and participate at Leadership Board meetings, upon invitation of the Chair, but are not voting members of the Leadership Board.

15. PROVISIONAL LEADERSHIP BOARD

- 15.01 The applicants for incorporation herein shall become the provisional members of the Leadership Board, whose term of office shall continue until their successors are elected. At the first Meeting of Members, the members of the Leadership Board then elected shall replace the provisional members of the Leadership Board named in the Letters Patent.

16. QUALIFICATION FOR LEADERSHIP BOARD

- 16.01 A Person may be considered for election to the Leadership Board if he or she fulfils all of the following qualifications:
- a. is a Member in good standing, is in full agreement with the Church Constitution, and supports the mission, vision and values of the Church;
 - b. is at least eighteen (18) years of age:[As amended by Motion 1 at AGM 2021]
 - c. is not receiving remuneration (nor is any immediate family member receiving remuneration) from employment either directly or indirectly from the Church;
 - d. demonstrates the spiritual maturity and characteristics outlined by the apostle Paul in I Timothy 3:1 - 8 and Titus 1:6 – 9, and does not evidence conduct or behaviour that is unbecoming of a Christian or contrary to the Church Covenant;
 - e. has knowledge of the Church and its Members, gained through a time of active and practical involvement and service within the Church;
 - f. has demonstrated ability to make decisions and work constructively as a member of a team;
 - g. is willing and able to give time and energy to accomplish the functions of the Leadership Board;
 - h. has demonstrated an attitude of humility and servant leadership.

17. ELECTION OF LEADERSHIP BOARD

- 17.01 The Leadership Board shall be elected at the Annual General Meeting of Members by a Resolution affirming the slate of nominees. The slate of nominees shall be composed of continuing Board members and nominees for vacant positions presented by the Discernment Committee. The Discernment process for vacant positions will be as follows:
- a. At least 90 days before the Annual General Meeting, Members will be asked to submit written nominations to the Discernment Committee, after considering the

spiritual qualifications and gifts of the potential nominees. A nomination shall be signed, so that the nomination may be discussed with the Member making the nomination. Nominations must be received at least 60 days before the Annual General Meeting. The nominee must be contacted in advance by the Member submitting the nomination and agree to such nomination.

- b. The list of nominees will be reviewed by the Discernment Committee, to satisfy itself that each nominee possesses the qualifications listed in Section 16.01 above. Any nominee not meeting this test will be deleted from further consideration.
- c. Remaining nominees will be asked to complete a Leadership Board application form and submit to the Discernment Committee's process, as detailed in Section 30.
- d. The Discernment Committee will identify the final Leadership Board nominees at least 21 days in advance of the Annual General Meeting. The proposed nominees will be published to the Membership at least two weeks in advance of the AGM.
- e. Any Member having reservations about an individual nominee shall immediately approach that nominee privately in an effort to resolve his or her concern. If the Member considers that this process has not achieved resolution, the Member shall present the concern to the chair of the Discernment Committee in a timely and confidential manner.
- f. The Discernment Committee shall investigate the concern being expressed and make a final decision on whether to include the nominee in the final slate of nominees.

18. TERM OF OFFICE OF LEADERSHIP BOARD

- 18.01 Persons elected as members of the Leadership Board shall hold office for a maximum of six one-year terms. It is expected that persons elected shall make an initial three-year commitment to serve on the Leadership Board.
- 18.02 Upon incorporation, existing Leadership Board members of the non-incorporated church will serve out their remaining terms of office.
- 18.03 Upon the completion of the maximum term on the Leadership Board, a minimum of a one year absence is required before eligibility for re-election to membership on the Leadership Board is restored.
- 18.04 If for any reason a member of the Leadership Board chooses to resign prior to completion of his or her initial three year commitment, that member shall give thirty (30) days Written Notice, to the Leadership Board. Such letter of resignation shall set out the reasons for the departure of the member from the Leadership Board.

19. AUTHORITY OF LEADERSHIP BOARD

- 19.01 General Authority - The Leadership Board shall be responsible for the overall affairs of the Church and shall make or cause to be made for the Church in its name any kind of contract which the Church may lawfully enter into, save as hereinafter provided; to take such steps as are necessary to enable the Church 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 Church, and generally may exercise such other powers and do such other acts and things as the Church is, by its Letters Patent, the Act, or otherwise authorized to do.
- 19.02 Specific Authority - The Leadership Board shall carry out its duties wherever possible by following a governance model and shall focus its efforts on prescribing “ends”, not “means”. Without limiting the generality of the foregoing, the Board is authorized to:
- a. approve Policy Statements as defined in Section 37;
 - b. approve the compensation and benefits framework and general terms of employment for employees of the Church;
 - c. negotiate all terms of the employment contract of the Lead Pastor, including termination of the Lead Pastor’s employment;
 - d. retain and instruct legal counsel on behalf of the Church;
 - e. make facilities and financial decisions requiring expenditures between three (3) and six (6) per-cent of the total budget for the current year;
 - f. appoint conference delegates;
 - g. initiate the Lead Pastor search process;
 - h. evaluate the Lead Pastor on an annual basis;
 - i. approve the increase or decrease in the complement of paid staff;
 - j. approve the job description of the Lead Pastor;
 - k. approve applicants for membership;
 - l. discipline church Members in accordance with this By-law and any amendments thereto;
 - m. approve any change to the type or style of worship or services;
 - n. approve long range plans for, among other things, spiritual needs, program priorities,

- budget, property, and daughter congregations;
 - o. recommend any change to the Church mission statement to the Membership;
 - p. approve any change to the Church vision statement;
 - q. adopt Church policies;
 - r. approve major fund drives;
 - s. approve participation in MB Conference projects;
- 19.03 Remuneration of Employees - The remuneration and terms of employment of all employees of the Church shall be fixed by the Leadership Board, subject to approval of the overall budget at the Annual General Meeting. Such decisions fixing compensation of Church employees shall not require Membership approval, provided that the total remuneration of all Church employees does not exceed the last approved budget of the Church by more than 6%. Otherwise such decision shall require the approval of the Membership before coming into force and effect.
- 19.04 Board Report - The Leadership Board shall report to the Membership at the Annual General Meeting.
- 19.05 No Remuneration of Leadership Board Members - The members of the Leadership Board shall serve without remuneration and no member of the Leadership Board shall directly or indirectly receive any profit from his or her position, nor shall any member of the Leadership Board receive any direct or indirect remuneration from the Church. Leadership Board members may be refunded for reasonable expenses incurred in the performance of their duties.
- 19.06 Conflict of Interest - Members of the Leadership Board are in a position of trust, and shall therefore avoid placing themselves in a position where there is an actual conflict of interest (or any appearance of conflict of interest) between their duties as a Leadership Board member and other interests. Without limiting the generality of the above statement, the following are considered to be conflict of interest situations which must be avoided:
- a. An employee of the Church sitting as a member of the Leadership Board. This does not prevent an employee from attending a Leadership Board meeting when invited or requested to do so to provide reports, input or other assistance to the Leadership Board. Such employees may participate in Leadership Board discussions but shall not vote on any Board decisions;
 - b. A family member (spouse, sibling, parent or child) of an employee sitting as a member of the Leadership Board;
 - c. A Leadership Board member or family member of that Leadership Board member

selling any goods or services to the Church. "Selling" includes providing goods or services in exchange for a charitable donation receipt;

- d. A Leadership Board member participating in Board discussions or decisions that involve finances, employment, or other material interests of any person or company with whom the Leadership Board member has a close relationship. The test a Leadership Board member should apply in determining the existence of a conflict of interest is whether they can exercise their Board responsibilities keeping only the best interest of the Church in mind, or whether their view on the issue could in any way be influenced by that relationship. If a conflict exists, the Board member should immediately declare the nature and extent of such conflict and leave the meeting for any discussion or decisions on that matter.

RESIGNATION FROM LEADERSHIP BOARD

- 20.01 If a change in the personal circumstances of any member of the Leadership Board makes it difficult for that member to devote the necessary time or energy to the work of the Leadership Board, then that member of the Board shall be free to resign from the Leadership Board without embarrassment or stigma regardless of the remainder of the term of that member.
- 20.02 If for any reason a member of the Leadership Board chooses to resign, then that member shall give thirty (30) days Written Notice, if possible, to the Chair, who in turn shall call it to the attention of the Leadership Board, who shall then have the power to accept such resignation between Meetings of Members of the Church. Such letter of resignation shall set out the reasons for the departure of the member from the Leadership Board.

21. VACANCY ON LEADERSHIP BOARD

- 21.01 The position of a member of the Leadership Board shall be automatically vacated if any of the following situations occur:
 - a. such person resigns his or her position as a member on the Leadership Board by delivery of the written resignation to the Chair of the Leadership Board;
 - b. such person no longer fulfils all the qualifications of a Leadership Board member set out in Section 16.01;
 - c. such person becomes bankrupt;
 - d. such person ceases to be a Member of the Church;
 - e. such person comes under the Discipline of the Church as set out in Section 11;

f. such person dies.

21.02 If a vacancy should occur for any reason set out in Section 21.01, the Leadership Board, may (if there are at least 8 members remaining on the Board) opt to wait until the next Annual General Meeting to fill the vacancy in the usual course. If there are less than 8 members remaining on the Board, or the remaining Board members in their sole discretion deem it advisable to seek an immediate replacement for a vacancy which occurs between Annual General meetings, the Board may call a Meeting of Members. In that case, the Discernment Committee shall nominate a person or persons for election at the meeting to fill the vacancy on the Leadership Board for the balance of the unexpired term caused by such vacancy.

22. LEADERSHIP BOARD MEETINGS

22.01 Regular Meetings - Regular meetings of the Leadership Board shall be held at such time and place as shall be determined by the Chair of the Leadership Board but not less than six (6) times a year.

22.02 Special Meetings - Special meetings of the Leadership Board may be called by the Chair of the Leadership Board upon Written Notice or upon written request of a quorum of the existing Leadership Board to the Chair of the Leadership Board, who shall then give notice of a special meeting of the Leadership Board as soon as possible thereafter.

22.03 Omission of Notice - The accidental omission to give notice of any meeting of the Leadership Board to, or the non-receipt of any notice by, any Leadership Board member shall not invalidate any Resolution passed or any proceeding taken at such meeting, provided that no Leadership Board member objects to such omission or irregularity.

22.04 Chairperson - The Chair of the Leadership Board shall chair all meetings of the Board, unless unavailable, in which case the vice-chair shall chair the meeting.

22.05 Quorum - A quorum for a meeting of the Leadership Board shall be a majority of the members of the Leadership Board.

22.06 Decision-Making – At all meetings of the Board decisions will be made using a consensus model. Consensus is defined as a situation in which no Board member desires to prevent an action from going forward. In the event that consensus is not achieved, the matter shall be deferred to a future meeting of the Board. If consensus is not reached on the unresolved issue at the subsequent meeting, the matter will be decided by a majority of votes cast on the question. Each member of the Board participating in the meeting shall cast one vote on the matter to be decided. In the event of an equality of votes, the Chair shall cast the deciding vote.

22.07 Minutes - The Leadership Board shall keep written minutes of each meeting. Minutes

approved by the board shall be available to Members of the Church upon request. Matters of a confidential nature shall be discussed and decided during in-camera sessions of the Board, and minutes of such sessions shall be kept confidential to the Board only. In-camera items shall include but not be limited to discussions involving performance appraisals, salary details, church discipline matters, land and/or contract negotiations.

- 22.08 Written Resolutions - A Resolution in writing, signed by all of the members of the Leadership Board is as valid as if it had been passed at a meeting of the Leadership Board.
- 22.09 Meetings by Telephone - If all of the members of the Leadership Board consent thereto generally or in respect of a particular meeting, a member of the Leadership Board may participate in a meeting of the Leadership Board by means of a conference telephone or such other communication facility as permits all Persons participating in the meeting to hear each other, and a member of the Leadership Board participating in such meeting by such means is deemed to be present at the meeting.

IV LEAD PASTOR, ASSOCIATE PASTOR(S) AND STAFF

23 DEFINITION AND DUTIES OF THE LEAD PASTOR

- 23.01 The Lead Pastor is accountable to the Leadership Board and responsible for the spiritual oversight and operational management of the Church, including, but not limited to:
- a. providing spiritual leadership to the Church and co-ordination of Church programming by the entire Pastoral Team;
 - b. developing Policy Statements for Leadership Board adoption as may be necessary from time to time;
 - c. supervising all staff members of the Church, including evaluation of performance. Removal of Associate Pastors shall require the approval of the Leadership Board;
 - d. hiring Associate Pastors who meet the qualifications for membership in the Church within the complement approved by the Leadership Board;
 - e. ensuring the delivery of appropriate Christian education and discipleship programs and resources for all age groups;
 - f. designing and implementing worship services and special events, which shall include periodic re-covenanting celebrations for Members;
 - g. developing sermon series and topics;

- h. responding to other duties as assigned by the Leadership Board;
- i. co-coordinating access to counseling programs and services;
- j. co-coordinating responses to the pastoral needs of the WMB faith community;
- k. co-coordinating opportunities that ensure members of our faith community are connected, cared for and grow in their faith (e.g. small groups);
- l. developing, implementing and co-coordinating visitation programs;
- m. co-coordinating all matters relating to usage of Church property and facilities;
- n. managing Church finances, including designated funds, and promoting stewardship;
- o. co-coordinating internal and external Church communications;
- p. determining the number, type and style of Church services and Church programs subject to approval by the Leadership Board.

23.02 The Lead Pastor shall have the right to:

- a. be an ex-officio member of (without power to vote) or appoint a designate to (without power to vote) all committees and boards of the Church, with the exception of the Leadership Board; and
- b. receive notification and minutes of all meetings of the Leadership Board,
- c. be present and fully participate at all such meetings, but shall not be present when the Leadership Board is discussing the Lead Pastor's position, salary or benefits.

23.03 WMB Church shall be entitled to have one or two Lead Pastors. Where there is more than one Lead Pastor, in this by-law the phrase Lead Pastor can mean either individual, except in Section 23.01 and 23.02 where it means both Lead Pastors.

23.04 When there is more than one Lead Pastor, specific accountabilities for each Lead Pastor shall be defined in their respective Employment Agreements, or shall be as otherwise determined by the Leadership Board. Lead Pastors' accountabilities will be made known to the Church.

24 THE CALLING OF A LEAD PASTOR

24.01 Vacancy in the position of Lead Pastor - Whenever a vacancy in the position of Lead Pastor occurs, or whenever a vacancy of a Lead Pastor within a Lead Pastor team occurs, the Leadership Board shall establish the criteria, and process for the selection of a

Lead Pastor, or a Lead Pastor team. The Leadership Board shall also determine the terms of reference, including time frames, to be followed by any Committee required by the process established by the Leadership Board (a “Pastoral Search Committee”). Such terms of reference shall require that a candidate satisfies the following qualifications:

- a. is in full agreement with the Church Constitution, and supports the mission, vision and values of the Church;
- b. is over the age of twenty-five (25) years;
- c. demonstrates the spiritual maturity and characteristics outlined by the apostle Paul in I Timothy 3:1 - 8 and Titus 1:6 – 9, and does not evidence conduct or behaviour that is unbecoming of a Christian or contrary to the Church Covenant;
- d. has demonstrated ability to make decisions and work constructively as a member of a team;
- e. is willing and able to work with, and support the functions of, the Leadership Board;
- f. has demonstrated an attitude of humility and servant leadership.

24.02 Duties of Pastoral Search Committee - The Pastoral Search Committee shall recommend to the Leadership Board a candidate for the position of Lead Pastor. The Pastoral Search Committee shall follow the procedure for consensus outlined for the Leadership Board in Section 22.06 when making their recommendation to the Board.

24.03 Evaluation of Candidate – Unless the Leadership Board decides not to act upon the recommendation of the Pastoral Search Committee, the recommended candidate shall be invited by the Leadership Board to participate in a process that will enable the Leadership Board and Pastoral Staff to evaluate the recommended candidate.

24.04 Following a positive evaluation of the candidate, or in the case of a Lead Pastor team, the candidates, by the Leadership Board, the Board will arrange a mutually convenient time (usually, but not necessarily, a weekend visit during which various events will be scheduled by the Leadership Board) for the prospective candidate, or in the case of a Lead Pastor team, the candidates, and the Church Members and attendees to meet and have an opportunity to learn about each other. Immediately following the candidating period, a Special Meeting of the congregation will take place to make a final determination on extending a formal call to a prospective candidate, or prospective candidates. Upon approval of eighty percent (80%) of Members present in person or represented by proxy at the special meeting called for that purpose, a formal call shall be extended to the Lead Pastor or Lead Pastor team.

25 TERMS OF EMPLOYMENT OF STAFF MEMBERS

- 25.01 In recognition of the integral role that each staff member of the Church (which shall be deemed to include the Lead Pastor, Associate Pastors, all other employees of the Church, and all contract workers, if applicable) has in the overall ministry of the Church, each prospective staff member shall:
- a. be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof; and
 - b. as a condition of hiring, review and sign an engagement agreement which provides that the prospective staff member agrees that employment with the Church requires that the lifestyle of the staff member must not evidence conduct or behaviour that, in the opinion of the Leadership Board, is unbecoming of a Christian and contrary to biblical principles. As such, the prospective staff member will be subject to the authority of the Church as expressed in the Church Constitution, including provisions dealing with Discipline, in the same manner as if such person is a Member of the Church.

V OFFICERS

26 OFFICERS

- 26.01 The officers of the Church shall be:
- a. Leadership Board Chair;
 - b. Leadership Board Vice-Chair;
 - c. Secretary
 - d. Treasurer
- 26.02 Leadership Board Chair- For purposes of the Act, the Leadership Board Chair shall be deemed to be the President of the corporation. The duties of the Leadership Board Chair in his/her role as President shall be as follows:
- a. to call all Membership Meetings in accordance with procedures set out in this by-law;
 - b. to prepare the agenda for Membership Meetings in consultation with the Leadership Board, committee and agency board chairpersons and the Pastor(s), and to preside at all Membership Meetings as the Chairperson;
 - c. to ensure the fairness, objectivity and completeness of all Membership Meetings;

- d. to vote at Membership Meetings only when a deciding vote is necessary;
- e. to call all meetings of the Leadership Board;
- f. to prepare the agenda for Leadership Board meetings and to preside at all Leadership Board meetings as the Chairperson;
- g. to ensure the fairness, objectivity and completeness of all such meetings;
- h. to prayerfully seek the guidance of Jesus Christ in all matters of the Church;
- i. to be permitted to express an opinion on any matter discussed at the Leadership Board but to vote only when a deciding vote is necessary at any meeting of the Leadership Board;
- j. to ensure that all directives and Resolutions of the Leadership Board are carried into effect; and
- k. to carry out such other duties as are directed from time to time by the Leadership Board.

26.03 Leadership Board Vice-Chair - For purposes of the Act, the Leadership Board Vice-Chair shall be deemed to be the Vice-President of the corporation. In the absence of the Leadership Board Chair, the duties of the Leadership Board Chair shall be performed by the Leadership Board Vice-Chair. In the event that the Leadership Board Chair is not able to function in his/her position, then he/she shall be replaced by the Leadership Board Vice-Chair, who shall exercise all of the authority and comply with all of the obligations of the Leadership Board Chair.

26.04 Secretary - The duties of the Secretary shall be to ensure that the following roles are completed and carried out, either personally or through employees and/or volunteers of the Church:

- a. to record all of the business of Membership Meetings and meetings of the Leadership Board;
- b. to conduct such correspondence as necessary on behalf of the Church, and distribute minutes as required, arising out of such meetings;
- c. to publish the time and place for all Membership Meetings with due notice;
- d. to be the custodian of the seal of the Church which he or she shall deliver only when authorized by Resolution of the Leadership Board to do so and to such person or persons as may be named in the said Resolution;
- e. to be the custodian of all official records of the Church;

- f. to carry out such other duties as directed from time to time by the Leadership Board;
and

26.05 Treasurer - The duties of the Treasurer shall be to ensure that the following roles are completed and carried out, either personally or through employees and/or volunteers of the Church:

- a. to issue and sign cheques on behalf of the Church;
- b. to keep an accurate cheque register;
- c. to maintain accounts payable records;
- d. to invest funds belonging to the Church as directed by the Leadership Board from time to time;
- e. to be responsible for supervising the collection of monies and offering donations received by the Church;
- f. to deposit the monies received by the Church into the proper bank accounts;
- g. to keep account of all monies received by the Church and keep a full and accurate account of all assets, liabilities, receipts and disbursements of the Church for general and designated funds, including the following:
 - i. recording the income and receipts
 - ii. recording the disbursement of funds;
 - iii. preparation of monthly bank reconciliations; and
 - iv. preparation of monthly financial statements.
- h. to ensure that no member of the Leadership Board receives any remuneration for acting as such, unless such monies are for purposes of reimbursing such person for legitimate expenses incurred on behalf of the Church;
- i. to carry out such other duties as directed from time to time by the Leadership Board.

26.06 The offices of Secretary and/or Treasurer may be filled by a Pastor of Administration if the Leadership Board so directs.

27 QUALIFICATIONS FOR OFFICERS

27.01 A Person may be considered by the Leadership Board for appointment as an Officer of the Church only if he or she fulfils all of the qualifications of a Leadership Board member as outlined in Section 16.01, including conflict of interest guidelines as set out in Section 19.06 of this by-law.

28 APPOINTMENT OF OFFICERS

- 28.01 Officers shall be appointed by the Leadership Board as soon as possible following every Annual General Meeting, to hold office for such term as determined by the Leadership Board. Any vacancies shall be filled by the Leadership Board as soon as reasonably possible. All appointments of Officers shall be communicated to the Members of the Church.

VI PROTECTION AND INDEMNITY

29 PROTECTION AND INDEMNITY TO LEADERSHIP BOARD, ETC.

29.01 Protection of Leadership Board Members, Pastors, Officers and Others

Except as otherwise provided in the Act and unless the same shall happen by or through such person's willful neglect or default, no Leadership Board member, Pastor or Officer of the Church shall be liable for the acts, receipts, neglects or defaults of any other Leadership Board member, Pastor or Officer or employee or for any loss, damage or expense happening to the Church through insufficiency or deficiency of title to any property acquired by the Church or for or on behalf of the Church or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Church shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Church or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Leadership Board member, Pastor or Officer's respective office or trust or in relation thereto. Leadership Board members, Pastors and Officers of the Church shall not be under any personal duty or responsibility in respect of any contract, act or transaction made, done or entered into in the name of or on behalf of the Church, provided same have been submitted to and authorized or approved by the Leadership Board.

29.02 Indemnity of Leadership Board Members, Pastors, Officers, and Others

Every Leadership Board member, Pastor, Officer or any Member or person (with "person" in this section to include corporations, partnership, joint ventures, sole proprietorships, unincorporated associations, and other forms of business organizations) who has undertaken or is about to undertake any liability approved by the Leadership Board or a Pastor on behalf of the Church, its heirs and assigns, will respectively be indemnified and saved harmless out of the funds of the Church from and against:

- a. any liability and all costs, charges and expenses which such person sustains or incurs in or about any action, suit or proceeding that is proposed or commenced against him or her for or in respect of anything done or permitted by him or her in the execution

- of the duties of his or her office or authorized activity,
- b. all other costs, charges and expenses which he or she sustains or incurs in respect of the affairs of the Corporation,

PROVIDED that no such person shall be indemnified by the Church in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action suit or other proceeding as a result of which he or she is adjudged to be in breach of any duty or responsibility imposed by the Corporations Act or under any other statute, unless, in an action brought against such person in his or her capacity as a Leadership Board member, Officer, Pastor or person carrying out an activity authorized by the Leadership Board or a Pastor on behalf of the Church, he or she has achieved complete or substantial success as a defendant.

The Church shall also indemnify any such persons as described above in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to choose indemnity apart from the provision of this By-law to the extent permitted by the Act or law.

29.03 Insurance Coverage for Leadership Board Members, Pastors, Officers, and Others

The Leadership Board shall purchase and maintain insurance coverage for the benefit of Leadership Board members, Officers, Pastors and other persons carrying out activities authorized by the Leadership Board or a Pastor on behalf of the Church, against liabilities, costs, charges and expenses sustained or incurred by such persons in respect of the execution of the duties of their office or duly authorized activities or in respect of the affairs of the Church.

VII DISCERNMENT COMMITTEE

30 DEFINITION AND DUTIES OF DISCERNMENT COMMITTEE

- 30.01 The Leadership Board shall establish a standing Discernment Committee composed of a minimum of 5 Members of the Church, which shall consist of one Leadership Board member, the Lead Pastor or designate, and three members-at-large appointed to serve for such duration as determined by the Leadership Board. The Leadership Board shall also establish guidelines for the Discernment Committee which shall include but not be limited to sensitivity to the spiritual gift mix, conflicts of interest and alignment with the Church's mission and vision
- 30.02 The Discernment Committee shall prepare and submit to the Members at the Annual General Meeting a slate of nominees who satisfy the qualifications outlined in Section 16.01 for election pursuant to Section 17.01.
- 30.03 Members of the Discernment Committee shall serve without remuneration, provided that a committee member may be refunded reasonable expenses incurred by him or her in the

performance of his or her duties.

- 30.04 The Discernment Committee shall select its own Chairperson from its members-at-large. The Leadership Board representative shall be changed on an annual basis.

31 QUALIFICATION FOR MEMBERSHIP ON DISCERNMENT COMMITTEE

- 31.01 A person may be considered for appointment to the Discernment Committee if he or she fulfils the following qualifications:
- a. the person must be a Member in good standing, at least eighteen (18) years of age who is in full agreement with the Church Constitution;
 - b. the Person must not be related to another member of the Discernment Committee, with the term "related" being defined as any of the following: spouse, parent, child, grand-child, parent-in-law, child-in-law, uncle, aunt, niece or nephew.
 - c. the person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
 - d. the person must have a knowledge of the Church and its Members, gained through a time of active and practical involvement and service within the Church;

VIII OTHER COMMITTEES

32 APPOINTMENT OF OTHER COMMITTEES

- 32.01 The Leadership Board may establish such Committees as it deems necessary from time to time.
- 32.02 The number of members, length of service and mandate for such Committees shall be determined by the Leadership Board from time to time.
- 32.03 Members shall serve on a Committee without remuneration, provided that a committee member may be refunded for reasonable expenses incurred in the performance of his or her duties.

33 QUALIFICATIONS FOR COMMITTEE MEMBERSHIP

- 33.01 A Person may be considered for appointment to a Committee if he or she fulfils all of the following qualifications:

- a. the Person must be a Member in good standing who is at least eighteen (18) years of age or older;
- b. the Person must be personally committed to Jesus Christ as Saviour and Lord and give evidence thereof;
- c. the Person must have an active involvement within the body of the Church; and
- d. the Person must agree to comply with the Church Constitution.

34 CHAIRPERSON AND SECRETARY OF COMMITTEES

- 34.01 The Chairperson and Secretary of each Committee shall be selected by the members of the particular Committee at the first meeting of the Committee, provided that the Chairperson of any Committee shall be a Member of the Church.

35 DUTIES AND OPERATIONS OF COMMITTEES

- 35.01 The specific duties of each Committee shall:
- a. be determined by the Leadership Board;
 - b. include the keeping of minutes of each meeting;
 - c. require that a report be made to the Leadership Board from time to time.
- 35.02 Committees shall meet at such times as are determined by the Chairperson of each Committee.
- 35.03 Committee meetings shall be conducted in the same manner as Leadership Board meetings as set out in Section 22, with modifications as necessary.

IX AFFILIATION

36 CHURCH AFFILIATION

- 36.01 The Church shall be a Mennonite Brethren Church of the Ontario Conference of Mennonite Brethren Churches and a member of the Canadian Conference of Mennonite Brethren Churches.
- 36.02 Subject to section 36.01, the Church may also be affiliated with such associations and organizations as the Members may determine from time to time by a vote of two thirds of

the Members present in person or represented by proxy at a meeting called for that purpose.

X POLICY STATEMENTS

37 POLICY STATEMENTS FOR THE CHURCH

- 37.01 In consideration of the ongoing need for the Church to provide clarification, guidelines and directions to its Members regarding Church governance and organizational issues or practical applications of biblical teaching and Christian conduct, the Leadership Board may adopt Policy Statements on such matters as are deemed necessary from time to time.
- 37.02 Nothing provided in this section shall be interpreted to authorize or permit any Policy Statement which is inconsistent with the Letters Patent, Confession of Faith or the provisions of this By-law, and any Policy Statement made in contravention thereof is of no force and effect.

XI GENERAL PROVISIONS

38 CORPORATE SEAL

- 38.01 The seal, an impression of which is stamped in the margin of this By-law, or as changed by Resolution of the Leadership from time to time, shall be the seal of the Church.

39 EXECUTION OF DOCUMENTS AND CHEQUES

- 39.01 Contracts, documents or any instruments in writing requiring the signature of the Church shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality. The Leadership Board shall have the power from time to time to appoint by Resolution an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Leadership Board may give the Corporation's power of attorney to any registered dealer in securities for the purpose of transferring and dealing with any stocks, bonds and other securities of the Corporation. The seal of the Corporation, when required, may be affixed to contracts, documents and instruments in writing signed as described above by any officer or officers duly appointed to do so.
- 39.02 The Leadership Board may from time to time designate who shall have authority to sign cheques, drafts or orders for the payment of money on behalf of the Church.

40 FINANCIAL YEAR END

- 40.01 Unless otherwise ordered by the Leadership Board, the fiscal year end of the Corporation shall be July 31st of each year.

41 HEAD OFFICE

- 41.01 The head office of the Corporation shall be in the City of Waterloo in the Regional Municipality of Waterloo, Province of Ontario.

42 AMENDMENTS

- 42.01 Notwithstanding the provisions of the Act, the Letters Patent of the Church may only be amended by an affirmative vote of at least eighty-five (85%) per cent of the Members of the Church voting in person or represented by proxy at a meeting duly called for the purposes of considering the said amendment, provided that notice of such meeting shall be given in the Church Bulletin on four consecutive Sundays prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof.
- 42.02 The By-laws of the Church not embodied in the Letters Patent may be repealed or amended by By-law and enacted by an affirmative vote of at least seventy-five (75%) per cent of the Members of the Church voting in person or electronically or represented by proxy at a meeting duly called for the purposes of considering the said By-law, provided that notice of such meeting shall be given in the Church Bulletin on two consecutive Sundays prior to such Membership Meeting and provided further that the notice shall state the proposed amendment and the purpose thereof, ~~and provided further that the repeal or amendment of such By-laws shall not be enforced or acted upon until the approval of the Ontario Ministry of Consumer and Commercial Relations, Companies Branch, has been obtained.~~

[Amendment to Article 42.02 of the GOB, approved by the Leadership Board on Oct 1, 2018

Be it resolved that WMB's General Operating By-Law #1 shall be and the same is hereby amended by deleting the following clause from Article 42.02 of General Operating By-Law #1: "*and provided further that the repeal or amendment of such By-laws shall not be enforced or acted upon until the approval of the Ontario Ministry of Consumer and Commercial Relations, Companies Branch, has been obtained.*"

CONSENSUS/CARRIED

This amendment must be brought to the 2019 AGM for approval by the membership.

This amendment was approved by the membership at the AGM on September 29, 2019.]

IN WITNESS WHEREOF, we the provisional members of the Leadership Board of Waterloo Mennonite Brethren Church have hereunto set our hands this 2nd day of September, 2004.

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

CONFIRMED by the Members of the Church on the Day of September, 2004.

WATERLOO MENNONITE BRETHREN CHURCH

per: _____
Secretary