



Alberta

Conference of Mennonite
Brethren Churches

GENERAL OPERATING BYLAWS

General Operating Bylaws

- Article 1 Interpretations
- Article 2 Membership Structure
- Article 3 Membership Processes
- Article 4 Meetings
- Article 5 Executive Board Governance
- Article 6 Executive Board Structure and Processes
- Article 7 Financial Limitations
- Article 8 Amending Bylaws
- Article 9 Dissolution of the Conference

**Approved at AGM
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Article 1 Interpretations

1.1 Definitions

In these Bylaws, unless the context otherwise requires:

1. The “Act” is the 1957 Private Act that incorporated the conference (see Constitution 1.3).
2. “The Conference” means the Alberta Conference of Mennonite Brethren Churches.
3. “The Canadian Conference” means the Canadian Conference of Mennonite Brethren Churches of North America, also known as CCMBC.
4. “Board Governance Manual” means the Alberta Conference of Mennonite Brethren Churches Governance Manual for the Executive Board.
5. “Executive Board” is the Executive Board of the Conference as defined in Article 5 and 6.
6. “Faith Team” means the team appointed to administer the credentialing of pastors and assessing new member churches.
7. “Life Team” means the team appointed to provide care and assistance with conflict matters.
8. “Member church” is a church that has been formally accepted into membership into the Conference.
9. “Member in good standing” means a member church that has not been placed under discipline as defined in Bylaw 3.3.
10. “Local church” is an identifiable assembly of believers, which may or may not be formally constituted as a charity or organization.

1.2 Number and Gender

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

Article 2 Membership Structure

2.1. Membership

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

2.2 Authority

Authority of Conference

- a) The Conference shall exercise authority in matters that relate to the common work and welfare of member churches.
- b) The Conference is a religious body, provincially incorporated, and is authorized “to promote, maintain, superintend and carry on in accordance with the doctrinal laws, constitution, acts and rulings of the CCMBC, any or all the work of

that body.” (quoted, for full reference see *1957 An Act to Incorporate The Alberta Conference of Mennonite Brethren Churches*)

Autonomy of Member Churches

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

2.3 Responsibilities of Member Churches

Each member church shall give moral and material support consistent with resolutions made at the Conference AGM for the projects and activities of the Conference and the CCMBC in fulfilling their mission.

2.4 Expectations of Responsibility

As a family of churches, each member church is expected to:

- a) Teach and uphold the Confession of Faith of the Canadian Conference;
- b) Support the mission of the Conference;
- c) Forward statistical and financial information to the Conference upon request to facilitate the business of the Conference;
- d) Refer potential pastoral candidates to the Conference for a credentialing assessment prior to proceeding with candidacy;
- e) Support pastors to complete credentialing within 18 months of hiring;
- f) Financially support the Conference through the contribution of a percentage of the church’s operating budget, approved by the Conference;
- g) Align church constitution and bylaws with the Conference; and
- h) Implement resolutions and practices that are consistent with the understanding of the Bible as reflected in the Confession of Faith.

2.5 Mutual Accountability

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

Article 3 Membership Processes

3.1 Establishing Membership in the Alberta Conference

- a) The Conference may grant membership to any church or assembly of believers (“local church”) which professes the same faith as that of the Conference, accepts its resolutions, values and mission, understands the responsibilities and expectations of membership, and participates in its common undertakings.
- b) Any local church within the Province of Alberta may petition the Conference for membership.
 - i) Before a local church can submit an application for membership in the Conference, it must formally accept and incorporate into its bylaws the Confession of Faith and adherence to the General Operating Bylaws of the Conference.
 - ii) Upon receipt of an application for membership, the Executive Board shall direct the Provincial Director together with the Faith Team, or authorized representatives of the same, to consult with the applicant group regarding its faith position, organization, and other such matters as it may deem necessary.
 - iii) A recommendation concerning the membership application is to be brought to the Executive Board for presentation at the next convention of the Conference.
 - iv) Upon a recommendation of the Executive Board, a vote shall be held at the next convention to accept the church into membership.

3.2 Membership in Canadian Conference

Each local church holding membership in the Conference shall also hold membership in the Canadian Conference. The bylaws of the member church shall indicate that it is a member of the Canadian Conference. If a member church is not in good standing with the Conference, it is also deemed to be in not good standing with the Canadian Conference.

3.3 Difficulties in Operation of Member Churches

- a) Member churches are encouraged to consult with the Provincial Director when experiencing difficulty in areas of doctrine and/or interpersonal relationships. Member churches may otherwise report to the Executive Board, who in turn will then proceed with the matter according to the *Policy of Care, Concern, and Conflict*.
- b) The Executive Board or its designate shall have the authority to convene and preside over a meeting of the membership, members and/or formal church leadership of a member church in order to ascertain the facts and assist in resolving a difficulty.
- c) A meeting called by the Conference shall be deemed a duly-called meeting of the members of that church. A minimum notice period of 7 days shall be given.
- d) A member church may withdraw from the Conference at its own request, following the process outlined in Bylaw 3.5.

- e) In the course of resolving difficulties, a member church may have its membership suspended by a motion of the Executive Board. A member church whose membership is suspended is considered to be *not in good standing*, including all of its individual members. Upon resolving of the difficulties, a member church may have its membership reinstated by a motion of the Executive Board.
- f) A member church may be removed from the Conference following the process outlined in Bylaw 3.5.

3.4 Dissolution of Member Churches

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

3.5 Termination of Membership

- a) A member church may voluntarily withdraw from the Conference at its own request, by submitting to the Secretary of the Executive Board of the Conference, a certified copy of the official minutes of a properly convened church meeting recording its decision to withdraw.
- b) The Conference may begin the process to revoke a church's membership in such cases as:
 - i. when a member church fails to support and/or promote the resolutions of the Conference;
 - ii. causes ill report on account of its actions or conduct;
 - iii. no longer adheres to the Confession of Faith of the Conference;
 - iv. fails to support Conference purposes, mission and values;
 - v. creates undue risk of harm and/or harm to itself and/or the Conference; or
 - vi. in any-other manner that damages the purpose and mission of the Conference.
- c) A church's membership in the conference will be revoked:
 - i) following a careful examination of the circumstances according to the *Policy of Care, Concern, and Conflict*;
 - ii) upon the recommendation of the Executive Board; and
 - iii) by a majority vote at a convention.
- d) The process as outlined in detail in the *Policy of Care, Concern, or Conflict* involves:
 - i. Informal:
 - a. The Executive Board shall assign the Life team (or other persons) to process, in the spirit of Matthew 18, the *Policy of Care, Concern, and Conflict*.
 - ii. Formal:

- a. If it remains unresolved, the matter will be registered with the Executive Board to request a formal review.
- b. The Executive Board will determine and initiate a formal review and the church will be considered not in good standing and will be notified.
- c. The Executive Board shall normally appoint:
 - i. the Faith Team to formally investigate the matter;
 - ii. the Executive Board shall receive the evidence in written form and discern further action, which may include restoration, discipline, or recommendation to convention for removal; and
 - iii. The National Faith and Life Team, or similar body, may be asked to review the matter for the purpose of advising the Executive Board.

Article 4 Meetings

4.1 Conventions

- a) An annual convention of the Conference shall consist of an assembly of delegates to hear reports, review recommendations, make decisions, conduct elections, and deliberate generally on the activities of the Conference.
- b) The annual convention shall be held each year at a time and place to be determined by the Executive Board.
- c) The annual convention may be conducted in an online format at the discretion of the Executive Board in and its assessment of whether it is possible or preferable to meet in person.
- d) Notice of the annual convention shall be given to member churches at least 30 days in advance of the convention.
- e) Agenda materials for the annual convention shall be distributed to member churches at least 30 days in advance of the convention.

4.2 Special Convention

- a) The Executive Board may request a special convention whenever questions or issues arise, and the consideration of these matters should not, for the welfare of the Conference or its member churches, be delayed until the next annual convention.
- b) Before convening a special convention the Executive Board shall:
 - i. submit to the member churches the questions or issues to be considered at a special convention;
 - ii. provide a written explanation for calling a special convention; and
 - iii. request that each member church consent to the calling of a special convention.

- c) If no less than half of the member churches consent to the calling of a special convention, then the Executive Board shall set the time and place of such a convention within a three-month period from the time that the Executive Board requested a special convention.

Notice of a special convention shall be given to member churches at least 30 days in advance; however in response to a crisis or a matter of urgency, as determined by the Executive Board, a special convention with requisite quorum convened with less than 30 days notice will be deemed valid with the passing of a waiver of notice motion by the delegates in attendance.

- d) The business of the special convention shall be limited to the matters presented to the member churches in accordance with Section 4.2(b) above. Any additional materials required to conduct such business shall be distributed to member churches at least 30 days in advance of the special convention.

4.3 Member Called Special Convention

- a) The Executive Board may be requested to call a special convention by the member churches in good standing. In order for the Executive Board to process this request, it must:
 - i) be submitted in writing;
 - ii) state, in detail, the purpose of the special convention;
 - iii) be agreed to in writing by at least a majority of member churches in good standing; and
 - iv) be delivered to the Conference office by registered mail or courier.
- b) Before convening a member-called special convention the Executive Board shall:
 - i) submit to the member churches the questions or issues to be considered at a special convention;
 - ii) provide a written explanation for calling a special convention; and
 - iii) request that each member church consent to the calling of a special convention.
- c) If no less than half of the member churches in good standing consent to the calling of a special convention, then the Executive Board shall set the time and place of such a convention within a three month period from the time that the Executive Board received the requested for a special convention.
- d) Notice of a special convention shall be given to member churches at least 30 days in advance.
- e) The business of the special convention shall be limited to the matters presented to the member churches in accordance with Section 4.3(b) above. Any additional

materials required to conduct such business shall be distributed to member churches at least 30 days in advance of the special convention.

4.4 Notice of Meetings

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

4.5 Representation and Voting Privileges

- a) Member churches in good standing shall be represented by delegates to represent the views of their church through their participation at conventions of the Conference. Delegates may include the following:
 - i) the principal pastor of the member church, or one member of the pastoral staff as chosen by the pastoral staff; and
 - ii) the chair of the board of the member church, or one designated member of the church board as chosen by the church board; and
 - iii) one delegate chosen from the membership of a member church; and
 - iv) one delegate chosen from the membership of a member church for every 25 members of fraction thereof.
 - v) Also see Bylaw 4.6 item a.iii)
- b) A delegate must be a member or adherent of a member church in good standing, and he or she must be authorized and prepared to represent the views of the member church to be its representative.
- c) The Executive Board Directors, may not be appointed as delegates of their church.

- d) The Executive Board may authorize additional persons to participate in deliberations at any of its conventions.
- e) Only delegates present at a meeting shall have the right to speak and vote on motions. Each delegate shall be entitled to one vote.
- f) Guests may be allowed to speak to motions on the discretion of the Moderator in charge of the proceedings of the meeting.
- g) Voting by proxy is not permitted.
- h) A majority of the votes cast by the delegates present and carrying voting rights shall determine the questions and motions for the meetings. The only exception to this is where the vote or consent of a greater number of members is required by these bylaws.
- i) Ballot voting shall be conducted at the discretion of the Executive Board, or upon request by a delegate, or by direction of the Moderator in charge of the proceedings of the Conference.

4.6 Quorum

- a) Quorum for any convention of the Conference shall be obtained when:
 - i) there are a number of delegates at least equal to twice the total number of member churches in good standing; and
 - ii) the voting delegates represent at least 50% of member churches in good standing in the Conference; and
 - iii) where no one church is allowed more than 20% of the delegates eligible to vote.

For example: If there are 20 member churches in good standing, then 40 voting delegates are needed where at least 10 different churches are represented by these delegates.

4.7 Election Procedures

- a) The election of Director(s), or individuals to other positions, will be as follows:
 - i) a list of nominees will be distributed with the agenda materials at least 30 days in advance of the convention;
 - ii) delegates will be asked to vote to elect each nominee to their identified position;
 - iii) nominees are elected by majority vote.

4.8 Rules of Procedure

- a) All conventions of the Conference shall be conducted according to the guidelines in the Leadership Handbook of the Canadian Conference.

- b) The Secretary of the Executive Board shall ensure that a copy of the Rules of Order, as well as the Confession of Faith, the *ABMB Act of Incorporation*, the *Constitution*, and the *General Operating Bylaws*, and any other governance (i.e. Board Governance Manual) and policy documents are available at all conventions.
- c) Agendas and accompanying documents are to be prepared by the Executive Board and distributed as per 4.1 - 4.3. To honor the notice period given to member churches, no new agenda items are to be brought to the floor at the convention. If additional agenda items are identified in the meeting, they can be handled as per 4.2.
- d) The Executive Board shall appoint a parliamentarian to serve during a Convention for the purpose of ensuring that decisions are in compliance with the Conference's Handbook.

Article 5 Executive Board Governance

5.1 Authority

- a) The Conference shall elect (see Bylaw 4.7) the Directors to the Executive Board as presented by the Nominating Committee.
- b) The Executive Board shall administer the affairs of the Conference in all things. The Executive Board may enter into or cause to be made for the Conference, in its name, any kind of contract which the Conference may lawfully enter into. Except as hereinafter provided, the Executive Board may exercise all such other powers and do all such other acts and things as the Conference is authorized to exercise and do by the *Act* or otherwise.
- c) The Executive Board shall have power to authorize expenditures on behalf of the Conference from time to time and may delegate by resolution to an officer or officers of the Conference the right to employ and pay salaries to employees.
- d) The Executive Board shall take such steps as permitted by the *Act* and as the Executive Board may deem requisite to enable the Conference to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Conference.
- e) The Executive Board may appoint agents, such as the Canadian Conference, and engage such employees as it shall deem necessary from time to time. Those appointed or employed by the Executive Board shall have such authority and

shall perform such duties as shall be prescribed by the Executive Board at the time of such appointment and as described in the Board Governance Manual.

5.2 Limitations of Authority

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

5.3 Responsibilities

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

The responsibilities of governance of the Executive Board are to:

- a) Oversee the spiritual, ethical, and theological integrity of the Conference (description of qualifications of an elder, 1 Timothy 5, Titus 1).
- b) Oversee and monitor financial, legal, and fiduciary obligations.
- c) Design the Executive Board's structure and governance processes.
- d) Maintain a Board Governance Manual that outlines the specific roles, authority, and responsibilities of the Executive Board, as well as for committees, agents and employees of the Conference.
- e) Delegate management authority, limitations of authority, accountabilities, responsibilities, and expectations of responsibilities to the Provincial Director of the Conference as defined in the Board's Governance Manual for:
 - i) management of the Conference's infrastructure and for fulfilling the strategic mission and goals, as defined in the Board Strategic Plan; and
 - ii) ongoing monitoring of mutually negotiated outcomes.
- f) Provide strategic leadership by identifying, incorporating, and monitoring the Conference's values, beneficiaries and services, vision, mission and priorities.
- g) Provide reporting of the Conference activities.

5.4 Expectations, Responsibilities, and Benefits

- a) The expectations of the Executive Board will be described in its strategic plans, the annual strategic goals of the Conference, and the annual tactical goals of the Provincial Director or selected agents.
- b) In fulfilling its strategic and operational responsibilities, the Executive Board shall seek the counsel of its member churches (e.g. through personal contact, forums,

surveys, conventions) in its strategic planning process and in its governance of the strategic mission and priorities.

- c) The Executive Board shall recommend auditor(s) and/or reviewer(s) for the Conference. When the Executive Board deems it necessary, it shall appoint representatives to supervise the work of the standing and/or special committees.
- d) The Executive Board will ensure that all documentation required by government authorities is submitted within the applicable timeframes.
- e) The Executive Board will also provide member churches with an annual report concerning the Executive Board's activities with Conference stakeholders (member churches, pastors, employees, volunteers, and strategic partners).
- f) No Executive Board Director shall receive any salary for his or her services to the Conference, but each Director shall be entitled to receive from the Conference reimbursement of the expenses incurred by attending any regular or special meeting of the Executive Board or of any committee. All such reimbursement and compensation shall be paid even if a meeting is adjourned because of the absence of a quorum.

5.5 Mutual Accountability

- a) The Conference is accountable to the Executive Board for providing the necessary authorization and resources (such as people, financial support, resources, etc.) to the Executive Board in order to fulfill its responsibilities to accomplish the mission of the Conference.
- b) The Executive Board is accountable to the Conference for fulfilling its responsibilities and achieving the purposes and objectives set by the Conference. The Executive Board will also ensure that the Conference complies with the *Act*, the Constitution and General Operating Bylaws of the Conference, as well as all laws and policies of governmental and regulatory authorities.

5.6 Protection of Directors and Officers

The Conference shall purchase insurance so that every Director and committee member of the Conference and any other person, including every employee, who has undertaken or is about to undertake any liability on behalf of the Conference, and their respective heirs, executors, administrators and assigns respectively, shall at all times be indemnified and saved harmless, out of the funds of the Conference from and against:

- a) All costs, charges and expenses which such a board or committee member or other person sustains or incurs in or about any action, suit or proceeding which is brought by or prosecuted against them for, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution

of the duties of their office, except such costs, charges or expenses as are occasioned by their own willful neglect or deliberate illegal acts; and

- b) All other costs, charges and expenses, which they sustain or incur, in or about or in relation to the affairs thereof except such costs, charges and expenses as are occasioned by their own willful neglect or deliberate illegal acts.

Article 6 Executive Board Structure and Processes

6.1 Number of Directors

- a) The Executive Board shall have a minimum of five (5) Directors and a maximum of eight (8) Directors.
- b) The exact number of Directors shall be determined by the Executive Board.
- c) No more than two (2) Directors may be members of the same church.
- d) No less than 4 member churches may be represented on the board.
- e) Executive Board Directors shall be elected by a vote taken at the annual convention of the Conference by a majority vote of the delegates. (Also see Bylaw 4.7)

6.2 Term of Directors

- a) The term for an Executive Board Director shall be two (2) years, and shall commence immediately upon the adjournment of the annual convention of the Conference.
- b) A person may serve in only one capacity as officer on the Executive Board at any one time.
- c) A person may serve in any given capacity as officer on the Executive Board for three (3) consecutive full terms (no more than six years).
- d) Any partial term served in order to fill a vacancy shall not be counted as a full term.
- e) A Director who has served three consecutive full terms shall not serve in any other elected capacity within the Conference for one year.

6.3 Replacing Officers or Directors

- a) In the event that the number of Executive Board Directors is less than five (5), the Executive Board Directors may, by majority vote, appoint as many Directors

as is necessary to ensure that the Executive Board has five (5) Directors. An Executive Board Director appointed in this manner must meet the eligibility requirements set out in bylaw 6.2 and 6.5.

- b) In the event that an officer of the board must be replaced, the Executive Board of Directors may vote to appoint a new officer from the existing Board of Directors or choose to appoint an eligible individual not currently serving on the Board of Directors.

6.4 Removing Officers or Directors

- a) An Executive Board Director may be removed from office if his or her behavior or beliefs run counter to the Confession of Faith, *The Act*, Constitution, Bylaws, policies, mission, vision, and practices of the Conference. If after the board's attempts to work with the person fails to remedy the situation, an Executive Board Director may be removed from office by a majority vote at a convention or at a duly called meeting of the Executive Board.
- b) A person will immediately cease to be a Director:
 - i) upon delivering a written resignation to any of the Directors of the board;
 - ii) upon being found to be incapable of managing personal affairs by reason of mental infirmity;
 - iii) upon death;
 - iv) upon no longer meeting the qualifications listed in bylaw 6.5; or
 - v) upon being a member of a member church no longer in good standing.
- c) If removed, a Director must be re-elected to be re-instated as a Director.

6.5 Qualifications of Directors

- a) All Directors should be deemed to possess the biblical qualities of an elder or overseer. (See 1 Timothy 3, Titus 1)
- b) All Directors must support the Confession of Faith, MB Code of Conduct, the mission and vision of CCMBC/ABMB.
- c) A person must be all of the following in order to qualify to become or remain a Director of the Executive Board:
 - i) an individual eighteen (18) years of age, or older;
 - ii) has the capacity by law to enter into contracts and manage his or her own affairs;
 - iii) is not an undischarged bankrupt;
 - iv) has not been convicted of an offense in connection with the promotion, formation, or management of a Corporation or involving fraud within the last five (5) years; and

- v) is a male or female member in good standing of a member church in good standing.
- d) To discern a nominee's qualifications, all nominees will be required to:
 - i) Submit an application to determine compliance and support of the criteria above;
 - ii) Provide a brief personal faith story;
 - iii) Indicate gifting and desire to serve in such a capacity;
 - iv) Provide no less than 2 references;
 - v) Be interviewed by the nominating committee.

6.6 Nominating Directors

- a) The Executive Board shall notify member churches of upcoming vacancies of board Directors and officers no less than 90 days prior to the annual convention.
- b) Member churches may submit recommendations for Directors to the Executive Board for its consideration.
- c) The Nominating Committee will be formed as follows:
 - i) The Executive Board shall appoint one of its Directors to chair the Nominations Committee.
 - ii) The Provincial Director is a non-voting ex-officio member of the Nominating Committee.
 - iii) The Executive Board shall nominate 2 members of 2 different member churches in good standing to serve on the Nominations Committee, to be elected at the annual convention. (Also see Bylaw 4.6)
 - iv) 2 additional members of the Faith and/or Life Team will be asked to serve on the Nominating Committee.
 - v) The Nominating Committee shall process applicants and references according to the qualifications in bylaw 6.5.
 - vi) Applications are to include written personal testimonies, signed affirmations of the Confession of Faith, MB Code of Conduct, affirmation of CCMBC/ABMB mission and vision, and references.
- d) After prayerful collaboration and discernment, the Nominations Committee shall present the list of nominations to member churches with the agenda of the annual convention. The number of nominations, plus the number of existing Directors, will set the maximum number of directors until the next Annual Convention. This number may not become less than 5 as noted in Bylaws 6.1 and 6.3.

6.7 Officers

- a) The Executive Board shall include the following officers: Moderator, Vice Moderator, Secretary, and Treasurer. The full responsibilities of these roles are defined in the Board Governance Manual.
- b) Officers shall be chosen at the Executive Board's first meeting after convention.
- c) The Moderator serves as a member of the national (CCMBC) executive board. An alternative Director may be appointed by the Executive Board to serve in that role.
- d) The Moderator and Vice Moderator shall each serve a minimum two-year term. The first year of the Moderator's term shall coincide with the second year of the Vice Moderator's term, whenever possible.
- e) The role of the Moderator is to lead the process of decision-making. The Moderator shall be objective and impartial, and shall not lead the discussion to a predetermined conclusion. The Moderator shall not make a motion, speak for or against a motion, or vote on a motion.
- f) The Moderator shall moderate the meetings of the Executive Board and the duly called conventions. In the Moderator's absence, the Vice Moderator will moderate the meetings. At the discretion of the Executive Board, an independent moderator may be appointed to moderate conventions.
- g) The Secretary and the Treasurer shall each serve a minimum two-year term.
- h) The Secretary shall make and preserve a faithful record of all proceedings of all conventions and the meetings of the Executive Board. The Secretary shall also perform such other duties as may be prescribed by the Executive Board.
- i) The Treasurer, subject to the restrictions of the Act and the Executive Board, shall serve as the Chair of the Financial Audit Committee. The Treasurer shall also perform such other duties as may be prescribed by the Executive Board.

6.8 Proceedings of the Executive Board

- a) The Moderator or any three (3) Executive Board Directors may convene an Executive Board meeting at any time. The Secretary, upon the request of the Moderator or any three (3) Board Directors, shall convene an Executive Board meeting.
- b) The quorum at any Executive Board meeting is a majority of the current Executive Board Directors but at no time can a quorum consist of fewer than three (3) Executive Board members.

- c) The Executive Board may not hold in-person meetings outside of the province.
- d) Every Executive Board Director is entitled to only one (1) vote at any meeting and no Executive Board Director is entitled to more than one (1) vote in the event that there is a tie on a particular motion or issue.
- e) An Executive Board Director may not vote by proxy.
- f) Written resolutions may not replace or provide a substitute for Executive Board meetings.
- g) All deeds, documents, transfers, contracts, engagements, bonds, debentures and other instruments requiring execution by the Conference shall be signed on behalf of the Conference, and the seal of the Conference, where the affixing of the seal is required, shall be affixed by the Moderator or Vice Moderator, and any one of the following: an Executive Board Director or any person which the Executive Board may otherwise from time to time authorize. Except as stated above, or as otherwise provided in the *Act* or the Bylaws, no officer, agent or employee of the Conference has any power to bind the Conference by any contract or engagement or to pledge its credit.

6.9 Committees of the Executive Board

- a) The Executive Board may establish such Committees as are deemed necessary for the effective and efficient functioning of the Executive Board. All Committees are subordinate to the Board. The general purposes of Committees are to do preparatory or delegated work for the Board as identified in their duties. Committees will operate according to the policies set forth in the Board Governance Manual.
- b) The Standing committees of the board include:
 - i) the Finance Audit Committee
 - ii) the Governance Committee
 - iii) the Nominating Committee
- c) Other committees such as the Faith or Life Teams are ministry teams appointed by the Executive Board. The Provincial Director oversees and monitors their work and reports to the board on its behalf, unless specifically instructed by the board to do otherwise, and in negotiation with the Provincial Director.
 - i) The Faith Team implements the credentialing of pastors and assists in monitoring member churches in their compliance with the *Confession of Faith*.
 - ii) The Life Team assists in the care of pastors and member churches, and in processing concerns or conflicts within member churches and personnel.

6.10 Alberta Conference and the Canadian Conference

- a) The Alberta Conference is a partner of the Canadian Conference, fulfilling its mission, vision, and values in the province of Alberta.

- b) The Executive Board implements its mission, vision, and values in the province of Alberta.

Article 7 Financial Limitations

Detailed financial limitations for the Provincial Director's management of the Conference are summarized in the Board Governance Manual.

7.1 Investment

The Executive Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Conference in accordance with the *Act* and such terms as the Executive Board may prescribe.

7.2 Borrowing

- a) The Executive Board is authorized to borrow and repay money on behalf of the Conference in order to carry out the purposes of the Conference.

- b) Without a special resolution of the membership, the Executive Board may not borrow more than 10% of the average total annual revenues (averaged over the three previous fiscal years) in any given fiscal year.

7.3 Signing Authority

The Executive Board shall designate signing authority to individuals in addition to the Treasurer for accounts opened to carry out the purposes of the Conference.

Article 8 Amending Bylaws

8.1 Amendment Process

- a) Amendments to the Bylaws of the Conference may be proposed by member churches, the Executive Board, or by delegates assembled at a convention of the Conference.

- b) All proposed amendments to the Bylaws shall be referred to the Executive Board for study and review.

- c) Before any amendment to the Bylaw can proceed, the Executive Board must provide notice to member churches of the proposed amendment to the Bylaws

at least 60 days in advance of the meeting for the proposed vote on the amendment.

8.2 Amendment Notice and Vote

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

- b) Notice of motion for amendments to the Bylaws with an accurate statement of the proposed amendment may be made at any Conference convention, for disposition at the next convention.

Article 9 Dissolution of the Conference

9.1 Notice and Vote

- a) The dissolution of the Conference shall only be carried out by a two-thirds-plus-one vote of delegates present at a Convention of the Conference.

- b) Notice of the proposed resolution to dissolve must be presented to member churches at least 60 days in advance of such a meeting with an accurate statement of the proposed resolution.

- c) Quorum for any vote on dissolution shall be obtained when:
 - i) there are number of voting delegates that is at least equal to twice the number of member churches in good standing;
 - ii) and the voting delegates represent at least two-thirds of member churches in the Conference;
 - iii) where no one church is allowed more than 20% of the delegates eligible to vote.

9.2 Disposition of Property

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