

## BYLAWS OF PORT MOODY PACIFIC GRACE MB CHURCH

### PART 1 DEFINITIONS

1. In these Bylaws, unless the context otherwise requires:
  - a) “**Church**” shall mean Port Moody Pacific Grace MB Church;
  - b) “**Lead Pastor**” also includes Senior Pastor, Acting Lead Pastor, or Interim Lead Pastor;
  - c) “**Deacons**” mean those persons elected or appointed to serve on the Church Board pursuant to these Bylaws and “**Deacon**” means any one of them;
  - d) “**Church Board (CB)**” means the members of “Pastoral staff” and the “elected Deacons”;
  - e) “**Chairperson of the Board**” means the deacon elected by the membership and elected by the **Church Board** to serve and act as Chairperson of the **Church Board**.
  - f) “**Moderator**” means the person elected or appointed by the Church Board as Chairperson to lead Annual General Meeting (AGM), Extraordinary General Meeting (EGM), or any other informal congregational meetings.
  - g) “**Members**” mean those persons accepted into membership by the Church pursuant to these Bylaws and “**Member**” means any one of them;
  - h) “**Active member**” means **Member** who regularly attends the **Church** as defined by the Church Policy Manual and whose membership status is not inactive, suspended, or removed in the record of the **Church**. “**Active members**” mean the plural of it.
  - i) “**registered address**” means the members’ addresses as recorded in the register of members;
  - j) “**Special Resolutions**” mean a resolution that requires approval by a seventy-five per cent (75%) of the votes of persons authorized to vote and present at a general meeting.
2. Wording importing the singular includes the plural and vice versa, and wording supporting a male person includes a female person and a corporation.

(Note: all words in the following parts of the document that are bold and italics refer to the definitions in Part 1 of these Bylaws.)

## **PART 2 MEMBERSHIP**

3. **Church** membership is open to anyone who believes Jesus Christ is the Son of God and accepts him as one's personal Saviour and acknowledges him as Master and Lord of one's life. The Mennonite Brethren Church follows the Anabaptist traditions stressing a practical Biblical foundation, which is expressed in a believer's witness, worship, and church affirmed leadership.
4. Discipleship includes separation from the sins of the world and a commitment to peace and love in family, community, and country.
5. Any applicant aged 12 years or above, may make an application for membership. To be eligible, applicants must have:
  - a) been enlightened by the Holy Spirit to repent of their sins; and
  - b) confessed the Lord Jesus as Saviour; and
  - c) shown evidence of a regenerated heart by a consistent walk in faith; and
  - d) adopted the statement of faith held by the **Church**; and
  - e) attended **Church** services regularly for at least six (6) months, and
  - f) completed the baptismal class or membership transfer class.

Upon interview by the **Church Board**, recommendation by the pastoral staff and approval from the **Church Board**, an applicant may be accepted as *member*.

6. Upon a person qualifying and being accepted for membership pursuant to Bylaw 5, admission of such person to membership of the **Church** shall occur upon each and any one of the following:
  - a) Baptism by immersion, upon personal confession of faith in the Lord Jesus Christ, evidence of Christian conduct and willingness to and support the principles and practices of the **Church**;
  - b) Letter of membership transfer from another Protestant Church duly received by the **Church** as to baptism upon profession of faith. The **Church** also accepts into membership believers baptized by a mode other than immersion;
  - c) Reinstatement of a dismissed *member* who gives evidence of genuine repentance acceptable to the **Church Board**; or
  - d) Reinstatement after a six (6) month period of renewed activity of a person previously removed from the register due to prolonged inactivity.
7. The responsibilities of *members* include:
  - a) To be faithful in all the spiritual duties essential to the Christian life. Such duties include regular attendance of **Church** services, giving for the **Church's** full support and its charities, and sharing in its organized work;
  - b) To discern and vote for *members* to serve as **Deacons**;
  - c) To consider for approval the annual budget and/or such other expenditures that may be presented upon the recommendation of the **Church Board**;
  - d) To consider for approval such projects and ministries as may be recommended by the **Church Board**;

- e) To discern and vote for the calling and hiring of the **Lead Pastor**;
- f) To consider for approval such other issues, matters, actions and recommendation as may be presented by the **Church Board**; and
- g) To otherwise uphold the Church Constitution and comply with these Bylaws.

8. Rights of a **Member**

- a) Only **Active Members**, as defined in the Church Policy Manual, of 19 years of age or older shall be eligible to vote at a general meeting and on Deacons election.
- b) Only **Active Members**, as defined in the Church Policy Manual, of 21 years of age or older shall be eligible to be nominated and elected as Church Board member.
- c) **Members** do not have ownership rights of any **Church** property.

9. Review of Membership

9.1 A **member** may be dismissed upon:

- a) flagrant and/or wilful conduct which is irreconcilable with the **Church's** Statement of Faith or other standards of conduct and faith adopted by the **Church** from time to time and for which such **Member** does not show remorse; or
- b) conduct which brought disgrace to His Holy name or the reputation of the **Church**; or
- c) teaching or leading astray other **Members** in the way that is contrary to the truth of our beliefs; or
- d) committing criminal acts; or
- e) consistent and unrepentant immoral conduct in accordance to biblical teachings.

The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard by the **Church Board** and a member appointed by the Conference Minister of the British Columbia Conference of Mennonite Brethren Churches (BCMB). The final resolution will rest upon the **Church Board**.

9.2 A person may cease to be a **member** of the **Church** as follows:

- a) By delivering his/her letter of transfer to another Evangelical Christian Church, to the Church Secretary/Church Administrator of the **Church** or by mailing it to the address of the **Church**;
- b) Upon issuance of a Baptismal certificate by the **Church** to another Evangelical Christian Church;
- c) On having been released from membership by the **Church Board** with the option of affiliation with another church;
- d) On being removed by reason of inactivity of 2 years or more and after well documented attempts by the Pastoral staff and/or **Church Board** to bring that person back into fellowship;
- e) Death;
- f) On being dismissed;
- g) Upon voluntary surrender of his/her membership with the **Church**.

### PART 3 MEETING OF MEMBERS

10. General meetings include annual general meetings and extraordinary general meetings. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
11. The **Church Board** shall convene an extraordinary general meeting:
  - a) when they see fit; or
  - b) by the request signed by 10% or more **active members**, submitted to and received by the **Church Board** Secretary setting forth the purpose of the meeting, without delay.
12. Notice of a general meeting including an agenda for the meeting must be provided at least 14 days prior to the date of the general meeting. Notice of a general meeting must specify the place, day and hour of the meeting and in case of special business, the general nature of that business. Notice given at **Church** services and/or in electronic mail is considered to be proper notification.
13. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
14. Annual general meeting shall be convened once a year to approve the financial statements and ministry reports of the previous year, and the annual budget of the current year. It must be held at least once in every calendar year and not more than 15 months after the holding of the last annual general meeting.

### PART 4 PROCEEDINGS AT GENERAL MEETINGS

15. Business, other than the election of the chair of the meeting (in accordance with Bylaw 18) and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
  - a) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated;
  - b) A quorum is 25% of active **members**, as defined by the Church Policy Manual.
16. If a quorum is not present within 30 minutes from the time appointed for a general meeting, it must stand adjourned to the same day in the following week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the **active members** present shall constitute a quorum.
17. Subject to Bylaw 18, the **Chairperson of the Church Board** shall preside as chair of a general members' meeting. At the discretion of the **Church Board**, a **Moderator** may be appointed as chair of the general members' meetings. In the absence of both, one of the **Church Board** members must preside as chair of the meeting.

18. If at a general meeting,

- a) there is no chairperson, co-chairperson or other members of the **Church Board** present within 15 minutes after the appointed time for the holding of the meeting; or
- b) the **Chairperson** and all the other members of the **Church Board** are unwilling to act as the chair,

then the **members** present must choose one of their **members** to be the chair of the general meeting.

19. A general meeting may be adjourned (subject to provisions of Bylaw 15) from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
20. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting (as stipulated in Bylaw 12).
21. Except as provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
22. A resolution proposed at a meeting need not be seconded if it has already been approved by the **Church Board**, and the chair of a meeting may move or propose a new resolution which then requires a second.
23. In case of a tie vote, the chairperson does not have a casting or second vote in addition to the vote to which he or she may be entitled to as a **member** and the proposed resolution does not pass.
24. An **active member** present at a meeting of **members** is entitled to one vote.
25. Voting is by show of hand and/or a secret ballot as decided by the **Church Board** prior to the meeting.
26. Voting by proxy is not permitted.
27. All motions at a general meeting must be passed by a two-thirds majority vote of the **active members** present at the meeting.
28. With the exception of rules specified in these Bylaws, all general meetings shall be conducted according to Robert's Rules of Order.
29. The following business shall be conducted at each annual general meeting:
  - a) the report of the **Church Board**;
  - b) the consideration of the financial statement which could include the proposed budget for the current fiscal year;
  - c) the report of the auditor, if any;
  - d) the appointment of the accountant/auditor, if required;
  - e) the election or affirmation of **deacons** and any other officers or committees;

- f) the review and consideration of, and where necessary, the processing of recommendations arising from various ministry reports; and
  - g) other businesses that, under these Bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the **Church Board**.
30. All business conducted at an annual general meeting except those matters set out in bylaw 29 above, and all business conducted at an extraordinary general meeting, shall be considered special business.

## **PART 5 DEACONS, OFFICERS AND CHURCH BOARD**

### *Deacons Qualification*

31. The **Deacons** shall be Christians baptized for at least 2 years and are **members** of the **Church** who subscribe to and whose lives demonstrate the qualifications for leadership reflected in the **Church's** Statement of Faith, which is the Mennonite Brethren Confession of Faith.

### *Deacons Nomination*

32. The **Church Board** shall form a Deacons Nominating Committee which shall be responsible for nominating candidates for **Deacons** election in accordance with these Bylaws.
33. The Deacons Nominating Committee shall consist of an odd number of members and not less than five (except as provided in Bylaw 36). One chosen from and by the pastoral team, half of the remaining members chosen from and by the **Deacons**, and the other half to be chosen from the general **members** in accordance with Bylaws 34 to 35. The number of members in the Deacons Nominating Committee shall be determined by the **Church Board** from time to time conforming to provisions of this Bylaw.
34. The **Church Board** can nominate **members** from the **Church** to be candidates for the membership representatives in the Committee. **Members** of the **Church** can also nominate **members** to be candidates for the membership representatives. In both cases, the consent of the nominated **members** shall be obtained. **Members'** nominations must be submitted to the **Church Board** in writing and signed by two members as nominators.
35. If the number of candidates for membership representatives exceeds the number required, an election by the general members must be held. The candidates receiving the highest number of votes shall be elected.
36. In case there is only one or no membership representative chosen from church **members**, the Deacons Nominating Committee shall function with fewer than five members.
37. The Deacons Nominating Committee shall elect a person amongst members of the Committee, other than the pastor, to be the Chairperson of the Committee.
38. Prospective candidates for the Deacons Nominating Committee members should meet the same qualifications of Deacons in accordance with the **Church's** Policy Manual.

39. Members of the Deacons Nominating Committee are not eligible to run for *Deacons* election.

#### *Deacons* Election

40. The Deacons Nominating Committee shall discuss nomination in confidentiality and a minimum of two-thirds (2/3) vote is required for nominating a member for *Deacon* election.
41. *Members* of the *Church* may submit other written nominations, each signed by two *members*, to the Deacons Nominating Committee. The nominees are required to meet the *Deacons* qualifications specified in the Church Policy Manual. All nominations by members must first be accepted by the Deacon Nominating Committee before they are included in the list of nominees. Acceptance is by a minimum of two-thirds majority vote within the Committee. In case of declining a *member's* nomination, the Committee does not have to provide a reason for privacy and confidentiality reason.
42. Voting for *Deacons*
- a) When the number of candidate(s) for *Deacons* election is more than the number of vacancy, an election by members must be held. Candidates with the highest number of votes and two-thirds majority vote are needed to be elected. In the event that there are still vacancies after the first round of voting, the number of candidate(s), with the highest votes, that are necessary to fill the vacancies shall enter into a second round of voting. Those who fulfill the requirement of two-thirds majority vote in this second round will be elected.
  - b) When the number of candidates for *Deacons* election is equal to or less than the number of vacancy, an affirming vote of two-thirds (2/3) majority is required for each successful candidate.

#### *Church Board*

43. The *Church Board* may exercise all the powers and do all the acts and things that the *Church* may exercise to do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the *Church* in a general meeting, but subject, nevertheless to:
- a) All laws affecting the *Church*;
  - b) These Bylaws; and
  - c) Rules, not being inconsistent with these bylaws that are made from time to time by the *Church* in a general meeting.
44. A rule made by the *Church* in a general meeting does not invalidate a prior act of the *Church Board* that would have been valid if that rule had not been made.
45. The number of *Deacons* will be five (5) or such greater number determined from time to time by the *Church Board*.

46. The *Chairperson*, Vice-chair, Secretary, Treasurer and one or more other members elected pursuant to these bylaws are the *Deacons* of the *Church*, who all have voting rights in the *Church Board* meetings.
47. In addition to the *Deacons*, the *Church Board* consists of the following ex-officio members:
  - a) the *Lead Pastor* (with voting right)
  - b) all pastoral staff (with no voting right)
48. The *Deacons* must retire from office by each annual general meeting when their successors are elected.
  - a) Term for the *Deacons* is three (3) years, eligible for re-election for a second three (3) year term. After which one has to retire for one year before running for election again. An ideal number of newly elected *Deacons* shall be no greater than 50% of the total number of *Deacons* in the *Church Board*.
  - b) If a *Deacon* resigns from his position or otherwise ceases to hold office for any reason, the *Church Board* may appoint a *member* within eight (8) weeks to take the place of the former *Deacon* with the term lasting until the close of the following Annual General Meeting. The appointed *Deacon* must meet all requirements in the policy manual for a *Deacon* and must have previously served as a *Deacon* of the *Church*.
49. Each office including the *Chairperson*, Vice-chair, Secretary and Treasurer shall be elected by acclamation or by ballot among the *Deacons* annually.
50. An act or proceeding of the *Church Board* is not invalid merely because there are less than the prescribed numbers of *Deacons* in office during the period of time when a *Deacon* is in the process of being appointed in Bylaw 48 b).
51. *Active members* may, by special resolution, remove a *Deacon*, before the expiration of his term of office. A successor may be appointed to complete the term of office pursuant to Bylaw 48 b) above.
52. A *Deacon* must not be remunerated for being or acting as a *Deacon* but the *Deacons* may be reimbursed for all expenses necessary and reasonably incurred by the *Deacons* while engaged in the affairs of the *Church*.

## PART 6 PROCEEDINGS OF CHURCH BOARD

53. The *Church Board* may meet at the place they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
54. The *Church Board* may from time to time set the quorum necessary to conduct business, and unless so set, the quorum is two-thirds (2/3) of the members with voting rights then in office. The *Lead Pastor* or his appointee (ex-officio church board member listed in Bylaw 47) must be present in any *Church Board* meeting.



55. The **Chairperson** is the chair of all meetings of the **Church Board**, but if at a meeting, the **Chairperson** is not present within 30 minutes after the time appointed for holding the meeting, the Vice Chair or the Secretary must act as chair, but if neither is present, the **Church Board** members with voting right present may choose one of the voting members present to be the chair at that meeting.
56. Two **Church Board** members may at any time notify the Secretary and request the **Church Board** to convene a meeting.
57. The **Church Board** may delegate any, but not all, of their powers to a working committee consisting of the Church Board members as they see fit.
58. Working committee(s) may be appointed by the **Church Board**. Such working committee(s) must report the nature and scope of their activities from time to time to the **Church Board** if required.
59. A working committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting, the chair is not present within 30 minutes after the time appointed for holding the meeting, the **Deacons** present who are members of the committee must choose one of the **Deacons** to be the chair of the meeting.
60. The members of a committee may meet and adjourn as they think proper.
61. For a first meeting of the **Church Board** held immediately following the appointment or election of a **Church Board** member, the fact of not giving notice to the newly elected **Church Board** member or members does not invalidate the meeting to be constituted, if a quorum of the **Church Board** is present.
62. A **Church Board** member who may be absent for more than 60 days may send, email, deliver or fax to the address of the **Church**, a waiver of notice of any meeting of the **Church Board** and may at any time withdraw the waiver, and until the waiver is withdrawn:
  - a) A notice of meeting of the **Church Board** is not required to be sent to that **Church Board** member; and
  - b) Any and all meetings of the **Church Board**, notice of which has not been given to that **Church Board** member, are valid and effective if a quorum of the **Church Board** is present.
  - c) The calculation of quorum shall exclude board members who have sent in a waiver.
63. Questions arising at a meeting of the **Church Board** must be decided by a simple majority of votes.
64. In the case of a tie vote, the **Chairperson** does not have a second or casting vote.
65. A resolution proposed at a meeting of the **Church Board** needs not be seconded and the **Chairperson** of a meeting may move or propose a resolution.

66. A resolution in writing, signed by all the **Church Board** members and placed with the minutes of the **Church Board**, is as valid and effective as if regularly passed at a meeting of the **Church Board**.

## PART 7 DUTIES OF OFFICERS

67. The **Church Board** must form and determine the members of the executive committee before the next fiscal year.
68. The executive committee members shall consist of five **Church Board** members including the **Chairperson**, Lead Pastor, Vice Chairperson, the Treasurer, and the Secretary.
69. Any member of the executive committee or Lead Pastor may convene a meeting of the executive committee which shall meet and adjourn as it thinks proper.
70. All members of the executive committee form a quorum necessary for any meeting. Decision has to be unanimous and to be ratified at the forthcoming **Church Board** meeting(s).
71. In the absence of any member of the executive committee, the executive committee must appoint another **deacon** to act in the place of the absent member in order to form quorum for a meeting. In the absence of the **Lead Pastor**, he must appoint a pastoral representative to act in his place.
72. The responsibilities of the executive committee include the following:
- Attend to emergency matters that arise between **Church Board** meetings;
  - Has the authority to approve financial matters \$3000 and under;
  - Executive and administrative duties of the **Church Board**;
  - Reporting to each meeting of the **Church Board**.
73. The responsibilities of the **Chairperson** include the following:
- To call and preside at all business meetings of the **Church**, the **Church Board** and the executive committee;
  - To be one of the **Church's** representatives, whenever possible, at the conventions of the BC Conference of Mennonite Brethren Churches and the Canadian Conference of Mennonite Brethren Churches as they are called from time to time.
74. The Vice Chairperson must carry out the duties of the **Chairperson** during the **Chairperson's** absence.
75. The Secretary's duties include the following:
- To take minutes of the **Church Board**, executive committee and general meetings;
  - To keep an accurate record of all **Church** business at general meetings, the **Church Board** meetings and executive committee meetings;
  - To carry out the duties of the **Chairperson** in his/her absence in the event that the position of Vice Chairperson is vacant;

- d) To issue notices of all meetings of the members, the **Church Board** or the executive committee;
- e) To monitor the safe-keeping of all records and documents of the **Church** and take responsibility that relevant records and documents are required to be kept for the prescribed length of time by the Canada Revenue Agency (CRA);
- f) To distribute copies of the previous meeting to all participants.

76. The Treasurer's duties include the following:

- a) To monitor safe-keeping and take responsibility for all the **Church** monies, records and documents, and to submit a detailed account of all receipts and disbursements;
- b) To monitor safe-keeping all the financial records that are required to be kept for a certain period of time in accordance with the Canada Revenue Agency (CRA) regulations;
- c) To sign and issue to donors, and to monitor safe-keeping of record, of donations received for the **Church**;
- d) To prepare or have prepared annual audited or unaudited financial statements for review by the **Church Board** firstly and then the annual meeting of the **members**;
- e) To prepare budgets for review;
- f) The Treasurer shall not be one of the signing officers of the **Church**.

77. No one person can assume two office positions.

78. In the absence of the Secretary from a meeting, the **Church Board** must appoint another **Church Board** member to act as secretary of the meeting.

## **PART 8                      BORROWING**

79. The **Church Board** is authorized to borrow and repay money on behalf of the **Church** with the proviso and restriction that the **Church** may not in any given fiscal year borrow an amount in excess of 10% of the **Church's** average total annual revenues (averaged over the **Church's** three previous fiscal years) without first receiving:

- a) the prior written approval from the BC Conference of Mennonite Brethren Churches;  
and
- b) a **special resolution** of the **Members**.

80. For the purposes of this section, the term "borrow" shall also mean the guaranteeing of any third party's debt. This provision is unalterable.

81. The **Church** shall have beneficial ownership of all real property known as Port Moody Pacific Grace MB Church as registered to the BC Conference of Mennonite Brethren Churches.

## PART 9 INSURANCE

82. The *Church* shall hold such insurance as the BC Conference of Mennonite Brethren Churches requires be held by all of its member churches. This provision is unalterable.

## PART 10 AUDITOR AND FINANCIAL STATEMENTS

83. The *Church* shall appoint an auditor to conduct an audit if it is decided by the Church Board as necessary and appropriate or upon request:

- a) in writing by the BC Conference of Mennonite Brethren Churches, and then only for such period of time as the Conference has requested; or
- b) by a minimum of 30% of the voting *Members* at an annual general meeting or special general meeting of the *Church*.

A *member* of the *Church Board* or employee of the *Church* shall not be the auditor of the *Church*.

84. The annual financial statements shall be either compiled or reviewed or audited by a Chartered Professional Accountant.

## PART 11 CHURCH REPRESENTATION

85. The *Church Board* may from time to time appoint, in its discretion, the following:

- a) A correspondent for the official denominational publication; and
- b) Delegates when required or requested to Provincial and Canadian Conferences.

## PART 12 ORDINANCES

86. Baptism by immersion is practiced in this *Church* except for physical or health reasons when baptism by sprinkling is conducted.
87. Holy Communion is to commemorate Christ according to His command, conducted at least once a month for all born again baptized Christians.
88. *Church* members may request pastor of this *Church* to officiate their marriage ceremonies or funeral services of family members in accordance with the following stated guidelines:
- a) The marriage partner must be a Christian and the marriage is between one man and one woman; and
  - b) *Members* who invite the pastor of this *Church* to officiate funerals must not allow other family members to construct altars or conduct ceremonies that resemble to idol worship,

chanting, occult practices and rituals of other religions throughout the ceremony officiated by the pastor.

**PART 13                      BYLAWS**

89. The *Church Board* shall be the highest authority in the interpretation of these Bylaws.
90. On being admitted to membership, each *member* is entitled to, and the *Church* must give the *member* without charge, a copy of the Constitution and Bylaws of the *Church*.
91. The Constitution and/or these bylaws may only be amended as follows:
- a) The *Church Board* or 10% of *members* of the *Church* may initiate a proposed amendment to the constitution and or these Bylaws by submitting the request in writing to the *Church Board*.
  - b) The *Church Board* shall review the proposed amendments and present it to the *Church* at the next Annual General Meeting or at such other meeting as may be called. A minimum of 30 days must then elapse before a vote is taken to adopt the amendments; and
  - c) Any approved amendments must be passed by *special resolution*.

Dated this 17 day of July, 2022

