



CORPORATE BYLAWS

Evangelical Lutheran Church in Canada
Revised 2009

EVANGELICAL LUTHERAN CHURCH IN CANADA

CORPORATE BYLAWS

BE IT ENACTED as a by-law of the Evangelical Lutheran Church in Canada as follows:

INTERPRETATION

Definitions:

1. In these bylaws unless the context otherwise requires:

"Act" means the Evangelical Lutheran Church in Canada Act;

"baptized member" means a member of a congregation;

"church" means the Evangelical Lutheran Church in Canada;

"Conference" means a grouping into which congregations of a Synod are organized by such Synod;

"congregation" means a community established for worship by baptized members organized and operated in accordance with these bylaws;

"Convention" means the general or special meeting of delegates;

"delegate" means an individual elected in accordance with these bylaws to attend a convention;

"director" means a member of the National Church Council;

"lay person" is a baptized member who has not been ordained or consecrated;

"member congregation" means a congregation or several congregations which are served by a common pastoral ministry and which is a member of this church in accordance with these bylaws;

"National Church Council" means the Board of Directors of the church;

"Synod" means a body corporate organized in a manner acceptable to the National Church Council to advance the mission of this church in the region established for it in accordance with these bylaws and the Constitution and the Administrative Bylaws; save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

CORPORATE SEAL

2. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the church which said seal shall be retained in the head office, in the custody of the secretary, unless otherwise directed by the National Church Council.

HEAD OFFICE

3. The Head Office of the church shall be in the City of Winnipeg in the Province of Manitoba and at such location therein as the National Church Council may from time to time determine.

FISCAL YEAR

4. Unless otherwise ordered by the National Church Council the fiscal year end of the church shall be the last day in December of each year.

AUDITORS

5. The National Church Council shall appoint an auditor within six (6) months following each fiscal year-end of the church to audit the accounts of the church for the then current fiscal year of the church. The remuneration of the auditor shall be fixed by the National Church Council.

NATIONAL CHURCH COUNCIL

6. The National Church Council shall be comprised of the following individuals elected as members of the National Church Council (directors) at a convention in accordance with these bylaws:
 - The bishop, the vice-president, the secretary and the treasurer;
 - One ordained minister on the roster of the British Columbia Synod and one lay person who is a member of a congregation which is assigned to the British Columbia Synod;
 - One ordained minister on the roster of the Manitoba/Northwestern Ontario Synod and one lay person who is a member of a congregation which is assigned to the Manitoba/Northwestern Ontario Synod;
 - One ordained minister on the roster of the Alberta and the Territories Synod and two lay persons who are members of a congregation which is assigned to the Albert and the Territories Synod;
 - One ordained minister on the roster of the Saskatchewan Synod and two lay persons who are members of a congregation which is assigned to the Saskatchewan Synod; and
 - Three ordained ministers on the roster of the Eastern Synod and three lay persons who are members of a congregation which is assigned to the Eastern Synod.

A person shall not be qualified for election as a director if that person is less than eighteen (18) years of age; is not a baptized member, has been found by a court in Canada or elsewhere to be of unsound mind; or has the status of a bankrupt.

7. Each director shall be elected for a term of four (4) years, until that director's successor

assumes office. An individual elected as an officer of the church shall assume office on the first day of the third full calendar month following that individual's election to that office. Other individuals elected as directors shall assume office at the conclusion of the convention at which such individuals were elected as directors.

8. An officer of the church shall be eligible for re-election as an officer of the church at the end of that officer's term of office. Other directors, after serving one full term as a director, may be elected for a second consecutive full term, but thereafter will not be eligible for a third consecutive full term. For the purpose of this paragraph a term of office of two (2) years or more shall be counted as a full term.
9. The office of director shall be automatically vacated:
 - a. if the director resigns from office by delivering a written resignation to the secretary of the church;
 - b. if the director is found by a court to be of unsound mind;
 - c. if the director becomes bankrupt or suspends payment or compounds with that director's creditors; or
 - d. on the director's death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the National Church Council may by majority vote, fill the vacancy by appointment until the next biennial convention or may call a special convention to fill the vacancy.

10. Meetings of the National Church Council may be called by the bishop or by the Executive Committee and shall be called by the bishop upon the written request of a majority of the directors.

Meetings of the National Church Council may be held at such time and place in Canada as is determined by the bishop or by the Executive Committee, provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail may be sent fourteen (14) days prior to the meeting. There shall be at least one (1) meeting per year of the National Church Council.

No error or omission in giving notice of any meeting of the National Church Council or any adjourned meeting of the National Church Council shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

The quorum for the transaction of business at any meeting of the National Church Council shall consist of a majority of the directors.

If all the directors consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the National Church Council or of a committee of the National Church Council by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director

participating in such a meeting by such means is deemed to be present at the meeting.

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of the National Church Council or committee of the National Church Council, is as valid as if it had been passed at a meeting of the National Church Council or committee of the National Church Council.

11. The National Church Council may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the National Church Council at the time of such appointment.

REMUNERATION

12. The directors and members of committees appointed by the directors shall serve as such without remuneration and no director or committee member shall directly or indirectly receive any profit from such position; provided that a director or a committee member may be paid reasonable expenses incurred by such individual in the performance of that individual's duties. Nothing herein contained shall be construed to preclude any director or committee member from serving the church as an officer or in any other capacity and receiving compensation therefor.

INDEMNITIES TO DIRECTORS AND OTHERS

13. Every director or officer of the church or other person who has undertaken or is about to undertake any liability on behalf of the church or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the church, from and against;
 - a. all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against that individual, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by that individual, in or about the execution of the duties of that individual's office or in respect of any such liability;
 - b. all other costs, charges and expenses which such individual sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by that individual's own willful neglect or default.

EXECUTIVE COMMITTEE

14. There shall be an Executive Committee composed of the bishop, the vice-president, the secretary and the treasurer. During the intervals between meetings of the National Church Council, the Executive Committee shall possess and may exercise (subject to any restrictions which the National Church Council may from time to time make) all of the powers of the National Church Council in the management and direction of the day-to-day operation of the church (save and except only such Acts as must by the Act or these By-laws be performed by the National Church Council itself) in such manner as the Executive Committee may deem best in the interest of the church in all cases in which specific

direction shall not have been given by the National Church Council. All actions of the Executive Committee shall be reported to the National Church Council at the meeting next succeeding such actions and shall be subject to revision or alteration by the National Church Council; provided that no acts or rights of third parties shall be affected or invalidated by any such revision or alteration.

15. Meetings of the Executive Committee shall be held at such time and place in Canada as is determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of such committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. Three members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each member of the committee is authorized to exercise one (1) vote.

PENSION PLAN AND GROUPS BENEFITS PLAN

16. A pension plan and group benefits plan shall be maintained through a wholly own subsidiary of the church. The Board of Directors of such subsidiary shall be appointed by the National Church Council and such Board of Directors shall manage and supervise the administration of the pension plan and group benefits plan and their portfolios.

The Board of Directors of such subsidiary shall consist of ten individuals. At least three such individuals shall be ordained ministers and at least three such individuals shall be lay persons selected by a Convention for such appointment. The term of appointment shall be four (4) years with one half of the members of the Board of Directors of the subsidiary being appointed following each biennial Convention.

In addition to reporting to the National Church Council, the Board of Directors of the subsidiary shall report on its activities to the Convention. The Board of Directors of such subsidiary shall also obtain the view of the National Church Council from time to time on proposed amendments to any pension plan or group benefits plan managed and supervised by it and shall, whenever practical, obtain the view of a Convention to any proposed amendment to such plans.

EXECUTION OF DOCUMENTS

17. 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 church without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an individual or individuals on behalf of the church to sign specific contracts, documents and instruments in writing. The directors may give the church's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the church. The seal of the church when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the National Church Council.

MINUTES OF THE NATIONAL CHURCH COUNCIL AND EXECUTIVE COMMITTEES

18. The minutes of the National Church Council and the minutes of the Executive Committee shall be available to the directors, and such others as the National Church Council shall determine, each of whom shall receive a copy of such minutes.

OFFICERS OF THE CHURCH

19. The officers of the church shall be the bishop, the vice-president, the secretary, and the treasurer. At least two of the vice-president, the secretary, and the treasurer shall be a lay person.

The National Church Council shall adopt a compensation plan for the officers and staff of the church and shall set the salaries of officers.

In the event of the death, resignation or incapacity of any officer, the National Church Council shall fill the vacancy until the next convention which shall elect a successor to fill the unexpired term.

DUTIES OF OFFICERS

20. The bishop shall be the church's chief pastor and chief executive officer. The bishop shall be selected from among individuals who are on the roster of ordained ministers of this church. The bishop shall serve full-time in office at a remuneration to be fixed by the National Church Council.
21. The vice-president shall, in event of the death, resignation or incapacity of the bishop, convene the National Church Council to fill the vacancy, and shall perform such other duties as shall from time to time be directed by the National Church Council.
22. The treasurer shall keep or cause to be kept proper accounting records and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the church; the treasurer shall keep or cause to be kept a proper set of books showing accurately the financial position of the church and shall render to the National Church Council whenever requested by them an account of all transactions as treasurer and of the financial position of the church; the treasurer shall have prepared for submission to the biennial convention a set of financial statements of the church since the previous biennial convention and when requested to do so by the National Church Council, prepare or have prepared interim financial statements; the treasurer shall also perform such other duties as may from time to time be directed by the National Church Council.
23. The secretary shall attend and be the secretary of all meetings of the National Church Council, of the Executive Committee and of conventions, and shall enter or cause to be entered in the records kept for that purpose minutes of all proceedings thereat; the secretary shall conduct or cause to be conducted the correspondence of the church; the secretary shall give or cause to be given notice of all meetings of the National Church Council, the Executive Committee, and conventions; the secretary shall be the custodian of the corporate seal and of all books, papers, records, documents and instruments belonging to the church, except when some other officer or agent has been appointed for that purpose; the secretary

shall perform such other duties as may be prescribed by the National Church Council or the bishop and shall be supervised by the bishop.

24. In addition to the above duties, the officers of the church shall perform those duties as stated in the Constitution and the Administrative Bylaws passed by a convention.

CONGREGATIONS AND MEMBER CONGREGATIONS

25. Each congregation shall be incorporated and shall operate in accordance with a constitution which has been ratified by the synod to which it is assigned; it shall own its own property, make decisions in regard to its programming, call its own pastor(s) after consulting with the bishop of the synod, and retain authority in all other matters that have not been committed to this church or to the synods. Each congregation shall agree to abide loyally by these bylaws and the Constitution and the Administrative Bylaws of the church and of the synod of which it will be a part. A synod may allow a congregation to sever its participation in this church, or may exclude a congregation from participation in this church, as provided in the Constitution and the Administrative Bylaws.

Baptized members shall exercise their privileges and responsibilities through participation in the congregations in which they are members.

26. The membership of this church shall consist of each member congregation which has been accepted as a member of this church by the synod in the territory in which the member congregation is located.

SYNODS

27. There shall be five (5) synods namely:

- Alberta and the Territories Synod
- British Columbia Synod
- Eastern Synod
- Manitoba/Northwestern Ontario Synod
- Saskatchewan Synod

28. Each synod shall be incorporated and shall operate in accordance with a constitution which has been ratified by the National Church Council, shall have its own roster of ordained ministers and its own bishop, shall organize itself into conferences, and shall discharge those responsibilities and otherwise operate in accordance with these bylaws, the Constitution and the Administrative Bylaws.

DELEGATES

29. Each member congregation shall be entitled to be represented by at least one delegate at each convention. Such delegates shall be elected as follows:

- a. 200 rostered ministers shall be elected not earlier than eighteen (18) months and not later than seven (7) months before a convention by the conferences as allocated by the National Church Council on the basis of baptized membership;
- b. a delegate who is a lay person shall be elected not earlier than twelve (12) months and not later than four (4) months before a convention by each member congregation which is not represented by a delegate who is a rostered minister elected by a conference;
- c. an additional delegate who is a lay person shall be elected within the time specified in clause (b) above by each member congregation with more than 800 baptized members; and
- d. an alternate delegate who is a lay person may be elected within the time specified in clause (b) above by each member congregation, to be available to represent the congregation in the event that a delegate position specified in clause (a), (b), or (c) above becomes vacant less than four (4) months before a convention.

A member congregation with a membership of less than 800 baptized members which has been represented by a rostered minister elected by a conference for two consecutive biennial conventions shall not be represented by a rostered minister at the following biennial convention.

The secretary of the synod shall advise the secretary of the names and addresses of the delegates elected by the conferences and the delegates and alternate delegates elected by the member congregations of that synod within fifteen (15) days following each such election.

No changes may be made to the list of rostered delegates after November 30. Should a rostered delegate on this final list be unable to attend, the position may be filled by a lay delegate or alternate lay delegate elected as specified in clause (b) or (d) above. If any delegate position becomes vacant less than four (4) months before a convention and the member congregation has not elected an alternate lay delegate as provided in clause (d) above, the position shall remain vacant.

MEETINGS OF DELEGATES - CONVENTIONS

30. A convention shall be held biennially at a time and place determined by the National Church Council.

Special conventions shall be called for specified purposes by the bishop within ninety (90) days of receiving a request in writing from two-thirds of the members of the National Church Council or from two-thirds of the synods.

31. The secretary shall publish the time and place of each biennial convention at least six (6) months in advance of the opening date of the convention. The secretary shall give written notice of any special convention to each delegate and shall publish the same in the official periodical published by the church at least thirty (30) days prior to the opening date of the convention.
32. A quorum for a convention shall consist of at least twenty percent of the eligible delegates provided that such delegates represent member congregations assigned to at least two-thirds

- of the synods.
33. Those eligible to attend and vote at a special convention shall be those delegates in office at the time of the preceding biennial convention except those delegates who have been disqualified by termination of membership in the member congregation which they represent. A vacancy in the position of a delegate may be filled by the conference or the member congregation which elected the delegate whose position became vacant.
 34. At every biennial convention, in addition to any other business that may be transacted, the National Church Council shall present a report on the activities of the National Church Council since the last biennial convention, including a report on the financial position of the church.
 35. No error or omission in giving notice of any biennial or special convention or any adjourned convention, whether biennial or special, shall invalidate such convention or make void any proceedings taken thereat and any delegate may at any time waive notice of any such convention and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any delegate, director or officer for any convention or otherwise, the address of the delegate, director or officer shall be such individual's last address recorded on the books of the church.

CONSTITUTION AND ADMINISTRATIVE BYLAWS

36. The delegates may adopt a Constitution and Administrative Bylaws establishing the Articles of Religion of the church, the structure of the church for carrying out its mission and ministry, the establishment of standards for admission and continuance of ministers on the roster, the manner of determining questions of principle, practice, doctrine or conscience, procedures at conventions not otherwise provided in these bylaws, and such other matters as are provided in these bylaws.

AUXILIARIES, SPECIAL INTEREST CONFERENCES AND RECOGNIZED INDEPENDENT ORGANIZATIONS

37. A convention may provide in a Constitution and in Administrative Bylaws for the interrelation of this church with auxiliaries; may recognize special conferences and special congregational relationships and independent Lutheran organizations and institutions.

PROCEDURE

38. *Bourinot's Rules of Order*, latest edition, shall govern the procedure at all meetings of the National Church Council, committees of the National Church Council, and conventions, except as otherwise provided in these bylaws with respect to the National Church Council and its committees, or in the Constitution and Administrative Bylaws with respect to other proceedings.

REPEAL

39. The bylaws of the church dated December 31, 1985 are repealed.

AMENDMENT OF THE BYLAWS

40. These bylaws may be repealed or amended by bylaw enacted by a majority of at least two-thirds of the directors at a meeting of the National Church Council duly called and held for such purpose provided that the repeal or amendment of such bylaws shall not come into effect or be acted upon until such repeal or amendment has been accepted for filing by the Minister of Consumer and Corporate Affairs.

ENACTED by a majority of at least two-thirds of the members of the National Church Council at a meeting duly called and held for such purpose this 9th day of April, 1994.