

# Grace Mennonite Church of St. Catharines Constitution and Bylaws effective April 28, 2024

## INTRODUCTION

Adopted by Grace Mennonite Church in 2024, this constitution is the most recent version of a document first adopted upon establishment of the church in 1957, and revised in 1986. The current structure is a response to the significant demographic changes Grace has undergone in the past 40 years combined with changes required by the government's shift from the Corporations Act to the Ontario Non-profit Corporations Act (ONCA). The articles as stated in the original document of incorporation (**Ontario Corporation Number 000087896, April 30, 1957**) continue to represent the values by which the church operates.

### Core of belief and purpose

Our core of belief and purpose is to operate a church within the Anabaptist-Mennonite perspective of the Christian religion. We are, in the words of Menno Simons' hymn, "people of God's peace." We adhere to Menno Simon's often quoted verse, 1 Cor. 3:11: "For no one can lay any foundation other than the one already laid, which is Jesus Christ." We are to love our God with our whole being, and our neighbour as ourselves. We are, in the words of Micah 6:8, "To act justly and to love mercy and to walk humbly with [our] God."

### A resource sharing culture

The current iteration of our by-laws which follows seeks both to address the changes prescribed by the ONCA, and to provide an orderly way for our church with a much smaller membership to conduct ministries and make decisions, while supporting the evolving arrangements by which we empower our members to follow Jesus Christ in service to one another, to our neighbours, and to the world. The model of governance represented here leans away from a traditional stratified and disciplinary structure and toward a resource sharing culture of overlapping teams.

The vision for life together represented here is one of collaboration and flexibility. The various leadership/participation groupings in the church range from formal committees to less formal teams, to one-off initiatives, to individual-driven projects. These forms of leadership/participation comprise currently four-fifths of the active membership, and overlap significantly with one another. The church in this vision is a network of vitally integrated practices of discipleship that adapt freely to the challenges and opportunities of our context. The constitution adopted by Grace Mennonite Church should be seen less as an order for keeping things secure and more as a process for making things

new. It is that spirit of renewal and transformation—the Holy Spirit—that will bring this constitution to life in the members of this beloved body.

### **Affiliation**

The congregation is a member of Mennonite Church Canada and Mennonite Church Eastern Canada conference or their successors.

### **Congregational autonomy**

In keeping with Anabaptist and Mennonite traditions of congregational autonomy and responsibility, members of this congregation make all decisions in matters of local concern. The members of the congregation control its property and programs by decision-making of the whole, by delegation of authority to members elected to the Church Council, and by authorization of hired church staff. The congregation looks to the conferences in which it holds membership in matters such as licensing ministers, cooperating in mission work, service projects, seminary education, and similar endeavors.

## **BY-LAWS**

### Section 1 – General

#### 1.01 Definitions:

In these by-laws, unless the context otherwise requires:

- a. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. “By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- c. “Chair” means, for the purpose of the Act, the President of Grace Mennonite Church of St. Catharines;
- d. “Church” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- e. “Council” means, for the purpose of the Act, the board of directors of the Corporation;
- f. “Councillor” means an individual occupying the position of director of the Corporation by whatever name he or she is called;

- g. “Member” means a member of the Corporation;
- h. “Members” means the collective membership of the Corporation;
- i. “Officer” means an Officer of the Corporation;
- j. “Vice-Chair” means, for the purpose of the Act, the Vice-President of Grace Mennonite Church of St. Catharines.

## Section 2 – Members

### 2.01 Members

Members of the Church are committed to the life and work of the universal Christian Church through its local expression as Grace Mennonite Church of St. Catharines. Persons who embrace Grace Mennonite Church as their faith community and express this

- through an experience of baptism and desire to be a follower of Jesus Christ;
- through learning about (see Schedule A) and participating in congregational life;
- through a willingness to use their gifts in serving (as they are able);
- through giving to support the ministries of the church;
- and through praying for the needs within and beyond the congregation

are encouraged to request membership as another way of expressing their desire to participate in and further the ministry of Grace Mennonite Church.

A public service of reception will celebrate and affirm the covenant between the new member and the Grace Mennonite Church membership.

### 2.02 Membership Spectrum

Grace Mennonite Church values being in relationship and engaged with each other as a community of faith. Our common spiritual formation is shaped through opportunities of fellowship, worship, prayer, study, and service. We recognize that active membership ebbs and flows with the currents of life of an individual. As an expression of the value we place on relationship, we will seek to maintain a connection with our members along the spectrum of their lives as Christ followers, including when they are unable to attend or engage in person due to study, illness, moving, being in long-term care, etc. This will be done in a variety of ways: visits, calls, letters, newsletters, website, and social media. At any time, whether actively engaged in person, or being at a distance and no longer able to participate in person, we encourage our members, as they are able, to keep the lines of communication, mutual care, and missional commitment open and active. We

will honour either a member's request for a letter of transfer of membership to another congregation, or a request to be removed from membership in our congregation.

### 2.03 Disciplinary Act or Termination of Membership for Cause

a. Upon recommendation of one or more Councillors, or of a member of the Pastoral staff, and upon 15 days' written notice to a Member, the Council may pass a resolution recommending disciplinary action or the termination of Membership for violating any provision of the articles or By-laws. When appropriate, such action will normally take place after attempts have been made to solve any differences according to Matthew 18 and 1 Corinthians 13. The recommendation will be voted upon by the Members at a Special Meeting, and a simple majority will suffice to pass it.

b. The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Council a written submission opposing the disciplinary action or termination not fewer than 5 days before the end of the 15-day period. The Council shall consider the written submission of the Member before making a final recommendation to the Members regarding disciplinary action or termination of Membership.

c. Persons whose membership has been terminated may have it restored upon recommendation of one or more Councillors, or of a member of the Pastoral staff, and on the vote of the Council, or, in certain cases, of the membership.

## Section 3 – Members' Meetings

### 3.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Council. Any member, upon request, shall be provided, not fewer than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report, if any, and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;

- d. report of the auditor or person who has been appointed to conduct a review engagement, if any;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year, if any;
- f. election of Councillors and committee members, and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the annual meeting unless a Member's proposal has been given to the Secretary of Council prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of the annual meeting.

### 3.02 Special Meetings

The Councillors may call a special meeting of the Members. Within 21 days (unless the Act provides otherwise), the Council shall call a special meeting on written requisition of Members who hold at least 25 per cent of votes that may be cast at the meeting sought to be held.

### 3.03 Notice

Subject to the Act, not fewer than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Councillor and to the auditor or person appointed to conduct a review engagement, if any. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgement on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

### 3.04 Quorum

A quorum for the transaction of business at a Members' meeting is 25 per cent of the Members entitled to vote at the meeting, whether present in person or by proxy. A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting.

### 3.05 Chair of the Meeting

The Chair shall be the Chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Councillor as Chair and if no Councillor is present or if all of the Councillors present decline to act as Chair, the Members present shall choose one of their number to Chair the meeting.

### 3.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. each Member shall be entitled to one vote at any meeting; every voting member is entitled to appoint a proxyholder (who does not need to be a member) to attend a meeting and vote on his or her behalf;
- b. votes shall be taken by a show of hands among all Members present and the Chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
- e. if there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

### 3.07 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Councillors, the auditors of the Corporation or the person who has been appointed to conduct a review engagement, if any, and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person is welcome to attend as invited by the Chair of the meeting or with the majority consent of the Members present at the meeting, with the understanding that only Members may vote.

## Section 4 – Notices

### 4.01 Services

Notice of the time and place of such meetings shall be given by

- a. verbal or written announcement at a public gathering of the Members, such as a service of worship, or
- b. by delivery of written notice or notice by electronic transmission to each Member, or
- c. by such other method as reasonably determined by the Council, all such forms of notice to be given not fewer than ten days before the meeting.

### 4.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Councillor, Officer, member of a committee of the Council or auditor or person conducting a review engagement, if any,

or the non-receipt of any notice by any such person where the Church has provided notice in accordance with the By-laws,

or any error in any notice not affecting its substance,

shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## Section 5 – Council

### 5.01 Role Statement

The Council provides governance leadership to the Church, ensuring that the Church meets its legal obligations to the Province. It also provides diaconal and discernment support to the Lead Pastor, if any, and the Pastoral Staff, ensuring that the Church's mission of spiritual care to its Members and beyond the church is both discerned and carried out.

### 5.02 Membership of Council

Council consists of eight Councillors including the Chair, Vice-Chair, Secretary, Treasurer and four Members-at-Large. The Lead Pastor attends in an ex officio and non-voting capacity.

## Section 6 – Councillors

### 6.01 Filling Vacancies

A vacancy on the Council shall be conditionally filled by a quorum of Councillors, and the Councillor conditionally appointed to fill the vacancy holds office for the remainder of the unexpired term of the Councillor's predecessor, and the conditional appointment will be confirmed by election at the next annual meeting.

### 6.02 Committees

The Council may appoint from their number a managing Councillor or a committee of Councillors and may delegate to the managing Councillor or committee any of the powers of the Councillors excepting those powers set out in the Act that are not permitted to be delegated.

Other committees may be elected by the Church or appointed by the Council as needed. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Council may from time to time make. Any committee member may be removed by resolution of the Council.

## Section 7 – Council Meetings

### 7.01 Calling of Meetings

Meetings of the Councillors may be called by the Chair at any time and any place on seven days notice as required by this by-law.

### 7.02 Regular Meetings

Council will normally meet once a month, allowing for flexibility in slower/summer months. Time and place for the next meeting will be decided at the end of the current meeting, and such a decision will serve as notice of the next meeting.



### 7.03 Quorum

Quorum for a Council meeting is a majority of the Councillors.

### 7.04 Chair

The Chair shall preside at Council meetings. In the absence of the Chair, the Vice-Chair will preside at the meeting.

### 7.05 Voting

Each Councillor has one vote. The Chair does not vote. Questions arising at any Council meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a casting vote.

## Section 8 – Financial

### 8.01 Financial Year

The financial year of the Corporation ends on December 31st in each year or on such other date as the Council may from time to time by resolution determine.

## Section 9 – Officers

### 9.01 Officers

There shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer, and such other Officers as the Council determines by by-law from time to time. The Chair and Vice-Chair must be Councillors. One person may hold more than one office, except the offices of Chair and Vice-Chair. The Officers shall be elected by the Members at the Annual Meeting.

### 9.02 Office Held at Council's Discretion

Any Officer of the Council shall cease to hold office upon resolution of the Council. Unless so removed, an Officer shall hold office until the earlier of:  
the Officer's successor being appointed, or  
the Officer's resignation, or  
such Officer's death.

### 9.03 Duties

Officers of the Council shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

### 9.04 Duties of the Chair

The Chair shall perform the duties described in Schedule B, and such other duties as may be required by law or as the Council may determine from time to time.

### 9.05 Duties of the Vice-Chair

The Vice-Chair shall perform the duties described in Schedule C, and such other duties as may be required by law or as the Council may determine from time to time.

### 9.06 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule D, and such other duties as may be required by law or as the Council may determine from time to time.

### 9.07 Duties of the Secretary

The secretary shall perform the duties described in Schedule E, and such other duties as may be required by law or as the Council may determine from time to time.

## Section 10 – Conflict of Interest

### 10.01 Conflict of Interest

A Councillor who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a Councillor or an Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure

required by the Act. Except as provided by the Act, no such Councillor shall attend any part of a meeting of Councillors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

#### 10.02 Charitable Corporations

No Councillor shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

### Section 11 – Adoption and Amendment of By-laws

#### 11.01 Amendments to By-laws

The by-laws may be amended to suit the demands of the future, provided that two-thirds of the members present at a regular or special meeting vote for such an amendment. The motion for an amendment must, however, be publicly announced prior to the meeting that acts upon it.

#### 11.02 Former Regulations

By the adoption of these by-laws, all former rules and regulations of the Church not in harmony with these by-laws are replaced and declared void.

Enacted April 28, 2024.

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Chairperson, Laurence Steven

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Secretary, Diane Kendall

#### SCHEDULE A—Description of “Experiencing Grace” membership classes

One of the ways to learn more about Grace Mennonite Church is “Experiencing Grace,” a three-part class designed to further your understanding of the history, vision, and values of the congregation. The classes happen throughout the year.

##### **Step One: Our Story**

Who are we, our core values, and why we do what we do, all with a little of the history on how we got here mixed in.

##### **Step Two: Your Story**

A chance to look at your gifts and interest and see how your style might best fit in at Grace. Here we'll walk through all of the various ways to get involved.

### **Step Three: Membership**

If you have a commitment to Jesus Christ, and Steps One and Two have helped you realize that Grace is the place you are coming to call home, then this is for you. Here you'll learn more details about the values, vision, and governance of Grace.

## **SCHEDULE B—Position Description of the Chair**

### **Role Statement**

The Chair provides leadership to the Council, ensures the integrity of the Council's process and represents the Council to outside parties. The Chair co-ordinates Council activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Councillors and between the Council and the Pastoral Staff of the Church. The Chair ensures the Council discusses all matters relating to the Council's mandate.

### **Responsibilities**

**Agendas.** Establish agendas aligned with annual Council goals and preside over Council meetings. Ensure meetings are effective and efficient for the performance of governance work.

**Council Conduct.** Maintain a high standard for Council conduct, with particular emphasis on governance accountability, and on diaconal role.

**Mentorship.** Serve as a mentor to other Councillors.

**Performance Appraisal.** Represent the Council on the Human Resources Committee as it monitors and evaluates the performance of the Pastoral Staff through an established and regular process.

**Representation.** Serve as the Council's primary contact with the public.

**Reporting.** Report regularly to the Council on issues relevant to its governance responsibilities. Report periodically and as necessary with the Members on the state and direction of the Church, and on issues requiring their eventual decision.

**Succession Planning.** Ensure succession planning occurs for Pastoral Staff and Council.

## **SCHEDULE C – Position Description of the Vice-Chair**

### **Role Statement**

The Vice-Chair supports the work of the Chair, as required, and Chairs the Council in the Chair's absence. A possible outcome of Vice-Chair experience is to take on the role of Chair.

#### Responsibilities

**Delegated Tasks.** The Vice-Chair undertakes defined, recurring administrative tasks or special projects as delegated by the Chair and/or the Council.

**Council Conduct.** Support the Chair in maintaining a high standard for Council conduct, with particular emphasis on governance accountability.

#### SCHEDULE D—Position Description of the Treasurer

##### Role Statement

The treasurer works collaboratively with the Chair, Pastoral Staff, and others to support the Council in achieving its fiduciary responsibilities.

##### Responsibilities

**Custody of Funds.** The treasurer shall have the custody of the funds and securities of the Church and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Church in the books belonging to the Church and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Church in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Council from time to time. The treasurer shall disburse the funds of the Church as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Councillors at the regular meeting of the Council, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Church. The treasurer shall also perform such other duties as may from time to time be directed by the Council.

**Council Conduct.** Maintain a high standard for Council conduct, with particular emphasis on fiduciary responsibilities.

**Mentorship.** Serve as a mentor to other Councillors.

**Financial Statement.** Present to the Members at the annual meeting as part of the annual report, the financial statement of the Church approved by the Council together with the report of the auditor or of the person who has conducted the review engagement, if either are necessary, as the case may be.

#### SCHEDULE E—Position Description of the Council Secretary

### Role Statement

The Council Secretary works collaboratively with the Chair to support the Council in fulfilling its responsibilities. Council may delegate certain duties of the Council Secretary to staff.

### Responsibilities

**Council Conduct.** Support the Chair in maintaining a high standard for Council conduct, with particular emphasis on governance accountability.

**Document Management.** Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Church and the Council. Attend to correspondence on behalf of the Council. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Council.

**Meetings.** Give such notice as required by the By-laws of all meetings of the Church and the Council. Attend all meetings of the Church and the Council.