

MENNONITE CENTRAL COMMITTEE ALBERTA BYLAWS, 2018

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BYLAWS
of
MENNONITE CENTRAL COMMITTEE ALBERTA
(herein referred to as “MCCA”)

ARTICLE I: MEMBERSHIP AND DELEGATES

- a) The meaning of membership in MCCA evolves as conferences and churches evolve both in how they are structured and in how formally (or informally) they want to be part of the governing ownership of MCCA. While there were four original owner conferences of MCCA, there are currently many additional Mennonite churches and other church and other groups who support and participate in the work of MCCA.
- b) The business and decision-making of MCCA is conducted by the Board as duly constituted in Article III. All business of MCCA is conducted inside a covenanted relationship with MCC Canada and the other four provincial MCCs, which are Ontario, Manitoba, Saskatchewan, and British Columbia.
- c) MCCA will conduct an annual general meeting (AGM) (see Article II) to which it will invite representatives of the four original owners of MCCA (the Mennonite Church Alberta, Mennonite Brethren Conference of Alberta, Northwest Conference, and the Evangelical Mennonite Conference) on the basis of 1 delegate per 50 church adherents or fraction thereof. Other Mennonite congregations and conferences are also invited to participate in the AGM or in any assembly of delegates, also on the basis of 1 delegate per 50 church adherents or fraction thereof. MCCA will also invite other friends of MCC who agree with and support MCC’s values, mission, and vision to attend and participate in any assembly of delegates, within the provisions of the covenant of MCCs in Canada.
- d) MCCA shall limit the number of delegates at a delegate meeting (AGM) on a first come basis to ensure that no one (1) conference or congregation shall have in excess of one half (1/2) the total number of delegates at any such meeting.
- e) Quorum at any delegate assembly (AGM) will not be less than 20% of the total number of delegates which could potentially be present at that delegate meeting.
- f) The primary purpose of the AGM is transparency; to meet the staff and Board, understand the structures, review the annual financial audited report and the current budget, as approved by the Board, and any such additional items (Example Article X d) on which the Board needs to or chooses to consult the broader constituency of MCCA. Delegates are invited to present agenda items in writing to the Board at least six (6) weeks ahead of the meeting time and are encouraged to advise, challenge, affirm and otherwise guide the work of MCC in Alberta.
- g) Members can resign in writing.

ARTICLE II: AGMs or DELEGATE MEETINGS

- a) At least one (1) meeting of the membership of MCCA shall be held annually at such place and time as agreed upon by the Board, with due consideration being given to rotation of the meeting places. Notice of the time and place of each Delegate Meeting shall be given in writing to each member congregation not less than four (4) weeks before the day on which the meeting is to be held. Notice of Delegate Meetings shall state the general nature of the business which is to be transacted.
- b) All decisions at Delegate Meetings requiring a vote shall be decided by a majority of votes duly cast.
- c) At all Delegate Meetings, voting shall be conducted by a show of hands unless a secret ballot is requested by the chairperson of the meeting or by a delegate. If a secret ballot is requested by a delegate, a show of hands will be asked for to indicate that a majority of the delegates agree that a secret ballot is necessary.
- d) Proxy votes shall not be allowed. In the event of any questions as to the entitlement of an individual to vote, the decision of the chairperson of the meeting shall be decisive.
- e) As stated in Article I e), the Annual General Meeting will review the annual financial audited report and the current budget, as approved by the Board, and any such additional items (Example Article X d) on which the Board needs to or chooses to consult the broader constituency of MCCA. Delegates are invited to present agenda items in writing to the Board at least six (6) weeks ahead of the meeting time and are encouraged to advise, challenge, affirm and otherwise guide the work of MCC in Alberta. One (1) Delegate Meeting each year shall also include reports and recommendations from the Board, Special Committees, and from MCC Canada.
- f) Special Meetings of the membership of MCCA may be called in the same manner as other Delegate Meetings.

ARTICLE III: BOARD OF DIRECTORS

- a) The MCCA Board of Directors shall have a maximum of fifteen (15) members. Two thirds (10) of the members must be recruited from Anabaptist-Mennonite churches or conferences, and 1/3 (5) can come from those same churches or conferences, or from any other church or conference provided the member is Christian, participates in a Christian community, and is committed to a life of non-violence. All MCCA Board members must support and represent the MCC commitment to the Worldwide Anabaptist Statement of Faith and Values. Minimally, the original four owning Conferences of MCCA (MCA, MB, EMC, NWC) will each continue to have at least one (1) and up to a maximum of (3) members.
- b) Members will be recruited by the Board nominating committee and approved by the members of the Board. Recruitment will be in accordance with III a), with a commitment

to reasonable geographic distribution of the MCC constituencies, and in keeping with the skills needed for sound Board decision-making.

- c) A single term on the Board will usually be three (3) years and shall never exceed three (3) years. No person may serve on the Board for more than six (6) consecutive years. A full one-year period must elapse before a further term of service on the Board can begin. An outgoing Board Chair, upon completion of their normal 6-year (3 plus 3) Board term, will remain as a full member for an additional year to protect continuity on the Board. A director may resign in writing at any time, given a reasonable period of notice.
- d) The Chair or designate will represent MCCA on the MCC Canada Board. In that circumstance, in order to serve the Board of MCCC well, the term of the member on the MCCA Board can be extended to make possible a full-term of at least 3 years on the MCCC Board.
- e) If serious differences arise between the Board and a director, and all options towards reconciliation have been exhausted, the director may be expelled by a two-thirds (2/3) majority vote of the Board.
- f) Each member of the Board shall be entitled to only one (1) vote on each matter dealt with at any meeting of the Board. The Board shall be the policy-making body of MCCA and, as such, shall establish policies and procedures, review and approve budgets, and decide on the closure or expansion of existing programs and on the introduction of new programs.
- g) The Board shall have the responsibility and authority to conduct the business and affairs of MCCA between Delegate Meetings, subject to any exceptions and restrictions which may be imposed by any Delegate Meetings, and subject to those restrictions placed on it by the adopted objects and bylaws of MCCA.
- h) The Board may hire the services of appropriate staff and purchase other services, technology and equipment necessary to implement the policies and undertakings of MCCA.
- i) The Board shall meet a minimum of two (2) times per year.
- j) Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his/her position. Directors may, however, be reimbursed for reasonable expenses incurred in the performance of their duties.
- k) Meetings of the Board shall be held from time-to-time at such places, at such times and on such days as the Chairperson or Vice-chairperson or one-third of the directors may determine. Notice of every meeting so called shall be given to each director not less than forty-eight (48) hours before the time when the meeting is to be held, and such notice shall specify the general nature of any business to be transacted, save that no notice of a

meeting shall be necessary if all the Directors are present or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

- l) The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.
- m) Any director may participate in a meeting of the Board by means of conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other and a director participating in a meeting pursuant to the provisions of this paragraph shall be deemed to be present in person at that meeting.
- n) At all duly constituted meetings of the Board, the Board will look for a consensus on the issues to be decided upon, but where in the opinion of the Chairperson a consensus is not self-evident, a question may be decided by a majority of the votes cast on the question provided that the number of votes cast is not less than the number of directors required for a quorum.
- o) MCCA will provide liability insurance for directors.

ARTICLE IV: OFFICERS

- a) The Officers of MCCA shall be the Chairperson, Vice-chairperson, Secretary, and Treasurer of the Board, herein referred to as the “officers”, and these officers shall be elected by the Board annually from the directors. The officers shall carry out the responsibilities set out for them in the bylaws of MCCA and such other responsibilities and duties as may from time-to-time be prescribed by the Board, but they may delegate to employees of MCCA or to others such duties as the Board may deem expedient.
- b) The Chairperson shall be charged with the general supervision of the business and affairs of MCCA. In the event that the office of the executive director is vacant, the Chairperson shall assume the responsibilities of the executive director. The Chairperson or a designate from the Board shall preside at all Delegate Meetings and meetings of the Board.
- c) The Vice-chairperson shall assist the Chairperson in the discharge of his/her responsibilities and perform such other responsibilities and exercise such powers as the Chairperson may delegate to him/her. During the absence or inability of the Chairperson, his/her responsibilities and powers shall be exercised by the Vice-chairperson.
- d) The Secretary or appropriate designated staff persons shall be responsible to ensure that the minutes of all proceedings of all Delegate Meetings and all meetings of the Board, the Executive Committee, or other Board Committees are properly recorded and maintained; shall be the custodian of the corporate seal of MCCA and of all books, papers, records, documents and other instruments belonging to MCCA; shall give all required notices to Member Congregations, Directors, Conferences, auditors and members of Thrift Shop

Boards and Special Committees of MCCA.

- e) The Treasurer shall be responsible to ensure that full and accurate books of account are kept in which shall be recorded all receipts and disbursements of MCCA and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and disbursement of funds of MCCA; shall render to the Board at the meetings thereof, or whenever required of him/her an account of all his/her transactions as treasurer, and of the financial position of MCCA.

ARTICLE V: EXECUTIVE COMMITTEE

a) Executive Committee

- i) The Executive Committee shall consist of the officers. The Chairperson shall serve as chairperson of the Executive Committee. The Executive Committee shall have the responsibility and authority to conduct the business and affairs of MCCA on behalf of the Board during the intervals between meetings of the Board, subject to any exceptions and restrictions which may be imposed by the Board.
- ii) Additional Board Committees shall be created as needed by the Board for the carrying out of efficient Board responsibilities, including, but not limited to a Personnel Committee, Finance Committee, Nominating Committee, or a Bylaws Committee.

ARTICLE VI: THRIFT SHOP BOARDS AND SPECIAL COMMITTEES

a) Thrift Shop Boards

- i) Thrift Shop Boards will be established by the Board. The terms of reference for each Thrift Shop Board must be approved by the MCCA Board of Directors. Thrift Shop Boards will develop policies and budgets subject to approval by the MCCA Board. Thrift Shop Boards shall be accountable to the MCCA Board through the Executive Director or his or her designate.
- ii) A single term on a Thrift Shop Board shall usually be three (3) years.
- iii) All matters relating to personnel of a Thrift Shop Board shall be governed by the MCCA Human Resources Policies as approved by the MCCA Board, in coherence with the MCC Canada Human Resources Policies.

b) Special Committees

- i) Special Committees may be established from time-to-time by the Board, a Thrift Shop Board or another Special Committee for the purpose of investigating specific areas of interest or concern or to operate a particular program. These Special Committees will be accountable to the group which established them. The size and composition of each Special Committee will be determined by the group to which it is accountable.

- ii) Special Committees may be of temporary or long-term duration and members of a Special Committee will be appointed by the group to which the Special Committee is accountable.
- iii) A single term on a Special Committee shall usually be three (3) years and shall never exceed three (3) years. No person shall serve on a Special Committee for more than six (6) consecutive years and a full one-year period must elapse before a further term of service on that Special Committee can begin.
- iv) If serious differences arise between a member of a Special Committee and the group that created that Special Committee, and all options towards reconciliation have been exhausted, the said member of the Special Committee may, with the approval of the Board, be expelled by the group that created that Special Committee.
- v) All matters relating to personnel of a Special Committee shall be governed by the MCCA Human Resources Policy.

ARTICLE VII: QUORUMS

- a) A quorum for the Board shall be one-half (1/2) of the Directors.
- b) A quorum for a Delegate Meeting (including Special Meetings) shall not be less than 20% of the total number of delegates which could potentially be present at that delegate meeting.

ARTICLE VIII: AFFILIATIONS

- a) MCCA shall work through MCC Canada as the national relief agency and as the international agency in pursuit of its objects.
- b) Where deemed advisable, MCCA shall cooperate with other institutions in pursuit of its objects. Partner groups may have their own constitution, objects, bylaws, and budget. Their objects must be in harmony with those of MCCA and the terms of the partnership must be agreed to in writing by both parties. In the event that the partner group's objectives are no longer in harmony with those of MCCA, the partnership may be terminated by the Board. Meetings of a partner group may be attended by a director or a designate of the Board who will act as a liaison for the Board. A list of all groups with which MCCA associates shall be published yearly and presented to the delegates at a duly constituted Delegate Meeting.
- c) Conferences, congregations, other institutions supporting and/or cooperating with MCCA have the right to develop their own projects and programs.

ARTICLE IX: PERSONNEL

- a) All matters relating to personnel shall be governed by the Human Resources Policy of MCCA as approved by the Board of MCCA, in accordance with the Human Resources Policies of MCC Canada.
- b) The chief staff person of MCCA is referred to herein as the Executive Director and all staff shall be directly, or through supervisors, accountable to the Executive Director.
- c) Subject to the authority of the Board and the supervision of the Chairperson, the Executive Director shall be responsible for the general management and direction of MCCA's business affairs.
- d) The Executive Director or his designate shall be an ex-officio member of Thrift Shop Boards but, he/she may not vote and may not hold an executive position on any of these Thrift Shop Boards.
- e) The Executive Director shall hire and dismiss, as needed, staff reporting to the Executive Director. In the case of staff reporting to the Executive Director but also accountable to the Thrift Shop Board, the Executive Director shall consult with the Thrift Shop Boards regarding the hiring and dismissal of staff. The Executive Director shall oversee the work of staff and shall conduct, or cause to be conducted, regular performance evaluations.

ARTICLE X: FINANCIAL

- a) The banking business of MCCA shall be transacted with such bank, trust company, or other firm or corporation as the Board may authorize by resolution. All banking business shall be transacted on MCCA's behalf by two (2) or more officers and/or employees of MCCA whom the Board shall authorize by resolution.
- b) Deeds, transfers, assignments, contracts and obligations on behalf of MCCA shall be signed by any two (2) of the officers and the corporate seal shall be affixed to such instruments as require the same. Notwithstanding any provision to the contrary contained in the bylaws of MCCA, the Board may at any time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations of MCCA may or shall be signed.
- c) Unless otherwise determined by resolution of the Board, the fiscal year of MCCA shall terminate on the 31st day of March.
- d) For the purpose of carrying out its objectives, the Board of MCCA may borrow or raise or secure the payment of money, or may otherwise enter into contracts (i.e. leases, loans, guarantees, etc.) to make payments of money beyond the current fiscal year, but in no event shall this power be exercised without the sanction of a special resolution of the MCCA Delegate Body if the total amount owing over the term of the contract is or will

be greater than forty per cent (40%) of the total value of the consolidated assets of MCC Alberta, at the time of entering into the contract.

- e) The annual operating budget of MCCA must be approved by the MCCA Board within the first month of the fiscal year or sooner and must be presented to a duly constituted Annual Delegate Meeting.
- f) The Board shall appoint an auditor(s) annually for the purpose of auditing the accounts of MCCA.
- g) The books and records of MCCA may be inspected at any time by any member of MCCA at the head office of MCCA upon being given reasonable notice, and at a time satisfactory to the Executive Director, Treasurer, or another member of the Board. Such notice must properly identify the member congregation which wishes to inspect the books and records of MCCA and the person who will represent that member congregation. The notice must be signed by the pastor or congregation chairperson/moderator of that member congregation. Each director shall at all times have access to the books and records of MCCA.
- h) The bylaws of MCCA are registered with the provincial Government of Alberta in Edmonton.
- i) The dry seal of MCCA is located in the administrative offices of MCCA in Calgary.

ARTICLE XI: BYLAWS

The Board may pass bylaws in accordance with the bylaws to regulate the affairs of MCCA. Such bylaws shall come into effect upon passage by the Board. However, such bylaws must be ratified at the next Delegate Meeting by a three-quarter (3/4) majority vote of the delegates present at that meeting. When a bylaw is not ratified at the next Delegate Meeting, it is withdrawn.

ARTICLE XII: NUMBER AND GENDER

These Bylaws, including but not limited to the defined terms, shall be read with such changes in number and gender as the context or the reference may require.

ARTICLE XIII: AMENDMENTS

The Bylaws of MCCA can only be altered, rescinded or added to by a Special Resolution of the members. Notice of any proposed changes to the Bylaws shall be submitted to each conference and member congregation at least four (4) weeks prior to the date of Delegate Meeting.

ARTICLE XIV: WINDING UP

If, in the event of the winding up of MCCA, and if there is a surplus remaining after paying all liabilities, such surplus shall be distributed or disposed of to charitable organizations which carry on their work in Canada.

Approved by the MCC Alberta Annual Meeting Delegate Body on November 23, 1991, and filed and passed by the Alberta Consumer & Corporate Affairs Corporate Registry Department on December 23, 1991.

Revisions approved by the MCC Alberta Annual Meeting Delegate Body on October 28, 2005.

Revisions Approved by MCC Alberta Delegate Body in September, 2017.