

# **PINAWA CHRISTIAN FELLOWSHIP, INC.**

## **BY-LAW NO. 1**

### **Preamble**

A By-Law Relating To Matters Requiring Prior Congregational Approval.

This by-law is to be read in conjunction with the articles which can be found in the Minute Book of the Corporation. Where a matter is not specifically noted in the by-laws, it will be governed by the provisions of the articles or the Act.

### **Definitions**

In this by-law:

“Act” means *The Corporations Act* (Manitoba), C.C.S.M. c.C225, as amended from time to time and any act that may be substituted therefor, including the regulations under the Act, as amended from time to time;

“articles” means the articles of the Corporation as are from time to time amended or restated;

“by-laws” means this By-Law No. 1, By-Law No.2 and all other by-laws of the Corporation from time to time in force and effect;

“Congregation” refers to the collective of individual Members;

“Corporation” means Pinawa Christian Fellowship, Inc.;

“Denominational Representative” means a member of the congregation elected to represent a denomination that recognizes the Congregation.

“General Committee” means the Committee which is comprised of the directors of the Corporation, the constitution of which is as noted in the Governance section below;

"Convenor Committee" means a group of no more than five members who perform the functions previously assigned to the Convenor, Vice-Convenor, and Past Convenor and that are defined in Appendix AF of By-Law No. 2.

“General Committee Executive” means collectively, the following officers: up to three members of the Convenor Committee, the Treasurer and the Secretary;

“Meeting” means and includes annual and special meetings of the Congregation and is also referred to as a “Congregational Meeting”;

“Membership” is a status ascribed to an individual who becomes a “Member” and is obtained by profession of Christian faith in agreement with the spirit of the Church’s historical confessions, namely the Apostles’ or the Nicene Creed; by transfer from another Christian congregation; or by restoration including the encouragement of members to retain their denominational identities;

“Quorum” means a minimum of twenty-five (25%) percent or thirty-five (35) Members, whichever is less, of the Congregation; and

“Proper Notice” means that notice of the time and place of all Congregational Meetings must be confirmed from the pulpit at two consecutive Sunday Worship Services, one week apart, with the second notice given a minimum of 7 calendar days in advance of a Meeting.

### **Governance**

The Congregation is represented by, and invests power in a General Committee consisting of one Denominational Representative from each denomination that recognizes the Corporation, the Minister, and members elected by the Congregation (including officers comprising the General Committee Executive), up to a total of twenty (20) members. Each person so elected becomes a director of the Corporation and serves for a term of one year.

Each Member present at a Meeting has one vote.

### **Approvals**

A meeting is duly constituted when Quorum is present and proper notice has been given.

Except with a duly passed resolution of the Members of the Congregation, as hereinafter provided, obtained at a duly constituted Meeting, no action will be taken by or on behalf of the Congregation or with respect to any of the following:

#### **MATTERS REQUIRING A RESOLUTION PASSED BY A MAJORITY OF MEMBERS IN ATTENDANCE AT A DULY CONSTITUTED MEETING:**

1. The operating budget for each fiscal year.
2. Any single purchase, commitment, lease or expenditure not already approved in the then current fiscal year’s budget, which would result in a capital expenditure of the Corporation in an amount more than \$5,000.00;
3. Any single sale, commitment, lease or loan not already approved in the then current fiscal year's budget, of an asset having a fair market value at the time of the sale, commitment, lease or loan of more than \$5,000.00;
4. The dismissal, layoff, termination or replacement, without cause, of the Minister of the Congregation except for a temporary layoff or suspension in the case of emergency or during

- a period of investigation of an emergency perceived by the directors acting reasonably;
5. The addition or removal of Christian denominations recognising the Congregation; and
  6. The election of General Committee members as directors of the Corporation.

**MATTERS REQUIRING A RESOLUTION PASSED BY 2/3 OF MEMBERS IN ATTENDANCE AT A DULY CONSTITUTED MEETING:**

7. Amendment to the officers of the Congregation (that is, the titled positions) that comprise the General Committee Executive;
8. Amendment to the definition of Membership in the Corporation;
9. Amendment to the principles of the polity of the Congregation which at the date of this by-law is congregational with final authority invested in Members of the Congregation when gathered in a properly constituted Meeting;
10. Amendment to the required make-up or constitution of the General Committee;
11. Amendment to the requirements that:
  - a) the Minister called to serve the Congregation must be a member of one of the denominations extending official recognition to the Corporation.
  - b) the assistance of these denominations will be sought when selecting a Minister.
  - c) the Minister shall be called at a Congregational Meeting as provided herein.
  - d) the Annual General Congregational Meeting will be held as directed by the General Committee in September of each year;
  - e) a Special Congregational Meeting to approve the operating budget will be held as directed by the General Committee In January of each year;
  - e) additional Special Congregational Meetings may be called by the General Committee or by a Quorum of the Congregation;
  - f) in addition to any requirements in the Act, notice of the time and place of all Congregational Meetings must be confirmed from the pulpit at two consecutive Sunday Worship Services, one week apart, with the second notice given a minimum of 7 calendar days in advance of a Meeting;
  - g) the Senior Convenor [of the Convenor Committee] of the General Committee will act as chairman of the Congregational Meeting; and
  - h) Quorum be as defined in this by-law.
12. Amendment to the requirements that the principal mission effort will be directed to and through the denominations with which the Congregation is associated. Funds for this effort will be allocated within the annual budget and will be taken from general revenue.
13. Amendment of the by-laws or Articles of Incorporation.
14. Amendment of the Mission Statement.

PROCESS FOR DISSOLUTION OF THE PINAWA CHRISTIAN FELLOWSHIP:

In the event that the continued operation of the Corporation in its present form ceases to be a viable option, the Corporation will be dissolved after honouring and discharging the following responsibilities and commitments at the time of dissolution:

- a) all financial responsibilities related to the operation of the corporation;
- b) all financial commitments to the parent denominations; and
- c) all commitments relevant to corporation dissolution that have been agreed in directed-use endowments donations.

Any funds remaining after these responsibilities have been discharged will be transferred to one or more charitable organizations whose goals are consistent with the mission of the Corporation. The one or more charitable organizations will be recommended by the Directors of the Corporation and be part of the motion to dissolve the corporation that is placed before the congregation for approval at a duly constituted congregational meeting.