

Page in 2015 Handbook	2015 Handbook	Changes in proposed	Sections moved	Full proposed 2018 BYLAW
5-6	ARTICLES OF CONTINUANCE UNDER THE CANADA NOT- FOR- PROFIT CORPORATIONS	No changes in Articles of Continuance		Same: as current ARTICLES OF CONTINUANCE UNDER THE CANADA NOT- FOR- PROFIT CORPORATIONS
8	<p style="text-align: center;">LUTHERAN CHURCH–CANADA, EAST DISTRICT</p> <p style="text-align: center;">BYLAW NO. 2015</p> <p>A Bylaw relating generally to the transaction of the affairs of LUTHERAN CHURCH–CANADA, EAST DISTRICT</p> <p>BE IT ENACTED as a Bylaw of LUTHERAN CHURCH–CANADA, EAST DISTRICT as follows:</p> <p style="text-align: center;">DEFINITIONS</p> <p>1. In this Bylaw and all other Bylaws of the Corporation, unless otherwise defined:</p> <ul style="list-style-type: none"> • "Act" means the <i>Canada Not-for-profit Corporations Act</i>, S.C. 2009, c.23 or any statute that may be substituted therefor, as from time to time amended; • "Articles" or "Articles of Continuance" means those articles attached to the Certificate of Continuance obtained under the Act which supersede and replace the letters patent and supplementary letters patent. • "Board" means the Board of Directors of the Corporation and "director" means a member of the Board; • "Bylaw" means this Bylaw and all other Bylaws of the Corporation from time to time in force and effect; • "Corporation" or "District" means the corporation incorporated under the Act and named "Lutheran Church–Canada, East District"; • "Convention" or "District Convention" refers to a meeting of members held every three (3) years; • "delegate" is an individual elected by a member congregation to represent the congregation (i.e. speak, act and vote on behalf of the member congregation) at a meeting of members or conference of the District. • "meeting of members" includes an annual meeting of 	<p>MOVED: <i>"director" means a member of the Board;</i> To a separate definition</p> <p>ADDED: <i>"East District" is the geographical area encompassed by all of Ontario east of Nipigon, Quebec, and the Atlantic Provinces.</i></p> <p>DELETED: <i>"Convention" or "District Convention" refers to a meeting of members held every three (3) years;</i></p> <p>DELETED: <i>or conference of the District.</i></p>		<p style="text-align: center;">LUTHERAN CHURCH–CANADA, EAST DISTRICT</p> <p style="text-align: center;">BYLAW NO. 2018</p> <p>A Bylaw relating generally to the transaction of the affairs of LUTHERAN CHURCH–CANADA, EAST DISTRICT</p> <p>BE IT ENACTED as a Bylaw of LUTHERAN CHURCH–CANADA, EAST DISTRICT as follows:</p> <p style="text-align: center;">DEFINITIONS</p> <p>1. In this Bylaw and all other Bylaws of the Corporation, unless otherwise defined:</p> <ul style="list-style-type: none"> • "Act" means the <i>Canada Not-for-profit Corporations Act</i>, S.C. 2009, c.23 or any statute that may be substituted therefor, as from time to time amended. • "Articles" or "Articles of Continuance" means those articles attached to the Certificate of Continuance obtained under the Act which supersede and replace the letters patent and supplementary letters patent. • "Board" means the Board of Directors of the Corporation. • "Bylaw" means this Bylaw and all other Bylaws of the Corporation from time to time in force and effect. • "Corporation" or "District" means the corporation incorporated under the Act and named "Lutheran Church–Canada, East District". • "director" means a member of the Board. • "East District" is the geographical area encompassed by all of Ontario east of Nipigon, Quebec, and the Atlantic Provinces. • "delegate" is an individual elected by a member congregation to represent the congregation (i.e. speak, act and vote on behalf of the member congregation) at a meeting of members. • "meeting of members" includes an annual meeting of members and a special meeting of members. • "rostered worker" means a pastor or a deacon who is a member of Synod and appears on the official roster of Synod. • "Synod" means Lutheran Church–Canada.

	<p>members and a special or general meeting of members;</p> <ul style="list-style-type: none"> • "rostered worker" means a pastor or a deacon who is a member of Synod and appears on the official roster of Synod • "Synod" means Lutheran Church–Canada; <p>Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein.</p>	<p>DELETED: <i>or general meeting</i></p> <p>Note: the proper way to speak of 'meeting' is 'annual' or 'special' not 'general'. This has been changed throughout.</p>		<p>Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein.</p>
<p>9</p>	<p style="text-align: center;">CORPORATE SEAL</p> <p>2. The seals of the Corporation, one in English and one in French, impressions whereof are stamped in the margin hereof, shall be the seals of the Corporation. The Secretary of the Corporation shall ensure that these seals are securely stored at the headquarters of the Corporation. The seals may be affixed to any contracts, documents, instruments in writing, certificates of honour, or other such places, provided that any and all such uses must be authorized by the President of the Corporation.</p>	<p>CHANGED: <i>President</i></p> <p>TO READ: <i>Chairman</i></p>		<p style="text-align: center;">CORPORATE SEAL</p> <p>2. The seals of the Corporation, one in English and one in French, impressions whereof are stamped in the margin hereof, shall be the seals of the Corporation. The Secretary of the Corporation shall ensure that these seals are securely stored at the headquarters of the Corporation. The seals may be affixed to any contracts, documents, instruments in writing, certificates of honour, or other such places, provided that any and all such uses must be authorized by the Chairman of the Corporation.</p>
	<p style="text-align: center;">CONDITIONS OF MEMBERSHIP</p> <p>3. Only those congregations and rostered workers who are members of the Synod and are assigned to the District, having either joined the Synod at a District convention or been assigned to the District by the Synod, or having been transferred to the District from another district of the Synod shall be eligible to be members of the Corporation. Subject to the foregoing and the Articles of Continuance, membership shall consist of those congregations, and rostered workers who are members of the Synod and whose application for admission as a member has received the approval of the Board.</p>	<p>CHANGED: <i>are assigned to the District, having either joined the Synod at a District convention or been assigned to the District by the Synod, or having been transferred to the District from another district of the Synod</i></p> <p>TO READ: <i>who are located or reside within the East District (and who pay the required membership fees, if any)</i></p> <p>CHANGED: <i>Subject to the foregoing and the Articles of Continuance, membership shall consist of those congregations, and rostered workers who are members of the Synod and whose application for admission as a member has received the approval of the Board.</i></p>		<p style="text-align: center;">CONDITIONS OF MEMBERSHIP</p> <p>3. Only those congregations and rostered workers who are members of the Synod and who are located or reside within the East District (and who pay the required membership fees, if any) shall be eligible to be members of the Corporation. Those who are members as of January 1, 2019 shall be deemed to be members until such time as they cease to be a member under provisions in section 4. After that date, other congregations and rostered workers desiring to become a member must make application to the Board. The Board shall grant them membership if the conditions of membership as outlined in this section are met.</p>

	<p>4. In any of the following events a member shall cease to be a member of the District:</p> <ul style="list-style-type: none"> (a) if the member ceases to be a member of the Synod; (b) by delivering to the President and the Secretary of the Corporation a written resignation; (c) if the member is an individual, upon the death of the member; or (d) if the member moves out of the District or is assigned to a different district. <p>5. There shall be no membership fees or dues unless otherwise directed by the Board of Directors.</p>	<p>TO READ: <i>Those who are members as of January 1, 2019 shall be deemed to be members until such time as they cease to be a member under provisions in section 4. After that date, other congregations and rostered workers desiring to become a member must make application to the Board. The Board shall grant them membership if the conditions of membership as outlined in this section are met.</i></p> <p>CHANGED: <i>President</i></p> <p>TO READ: <i>Chairman</i></p> <p>ADDED: <i>if the member refuses to pay any membership fee that may be established; or</i></p> <p>DELETED: <i>or is assigned to a different district.</i></p>		<p>4. In any of the following events a member shall cease to be a member of the District Corporation:</p> <ul style="list-style-type: none"> A. if the member ceases to be a member of the Synod; B. if the member resigns by delivering to the Chairman and the Secretary of the Corporation a written resignation; C. if the member is an individual, upon the death of the member; D. if the member refuses to pay any membership fee that may be established; or E. if the member moves out of the East District. <p>5. There shall be no membership fees or dues unless otherwise directed by the Board.</p>
	<p style="text-align: center;">CLASSES AND RIGHTS OF MEMBERS</p> <p>6. As set out in the Articles, there shall be two (2) classes of membership in the Corporation, namely:</p> <ul style="list-style-type: none"> (i) Class V members, who shall be pastors meeting the conditions of membership and who are the chief pastor of a member congregation, and all congregations meeting the conditions of membership. Each Class V member is entitled to receive notice of, attend and have voice and vote at all meetings of members and shall be entitled to one (1) vote at such meetings. The rights of members which are congregations shall be exercised through a delegate elected by the congregation. The name and address of said delegate must be 	<p>NO CHANGES</p> <p>BUT NOTE THAT ALL REFERENCES TO LOCATIONS IN BYLAWS, REGULATIONS OR THE SYNODICAL HANDBOOK HAVE BEEN REMOVED.</p>		<p style="text-align: center;">CLASSES AND RIGHTS OF MEMBERS</p> <p>6. As set out in the Articles, there shall be two (2) classes of membership in the Corporation, namely:</p> <ul style="list-style-type: none"> (i) Class V members, who shall be pastors meeting the conditions of membership and who are the chief pastor of a member congregation, and all congregations meeting the conditions of membership. Each Class V member is entitled to receive notice of, attend and have voice and vote at all meetings of members and shall be entitled to one (1) vote at such meetings. The rights of members which are congregations shall be exercised through a delegate elected by the congregation. Notwithstanding the foregoing, where two (2) or more congregations have joined together as a parish, such congregations shall, together, be considered one

<p>10</p>	<p>forwarded to the Secretary of the Corporation by the deadline established in the Bylaws. (2015/ED/8). Notwithstanding the foregoing, where two (2) or more congregations have joined together as a parish, such congregations shall, together, be considered one (1) member of the corporation and shall be represented by one delegate and shall, collectively, have one (1) vote.</p> <p>(ii) Class N members, who shall be all pastors meeting the conditions of membership but who are not a Class V member, as well as all deacons who meet the conditions of membership. Each Class N member is entitled to receive notice of, attend and have voice at all meetings of members, but shall not be entitled to vote at such meetings except as otherwise provided by the Act.</p> <p style="text-align: center;">VOTING OF MEMBERS</p> <p>7. At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by this Bylaw. Each voting member physically present at a meeting shall have the right to exercise one vote. Absentee voting is not permitted.</p>			<p>(1) member of the corporation and shall be represented by one delegate and shall, collectively, have one (1) vote.</p> <p>(ii) Class N members, who shall be all pastors meeting the conditions of membership but who are not a Class V member, as well as all deacons who meet the conditions of membership. Each Class N member is entitled to receive notice of, attend and have voice at all meetings of members, but shall not be entitled to vote at such meetings except as otherwise provided by the Act.</p> <p style="text-align: center;">VOTING OF MEMBERS</p> <p>7. At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by this Bylaw. Each voting member physically present at a meeting shall have the right to exercise one vote. Absentee voting is not permitted.</p>
	<p style="text-align: center;">DELEGATE</p> <p>8. A class V member that is a congregation, shall, subject to the restrictions in Paragraph 6 (i) for congregations who have joined together as one parish, elect a lay person to be its delegate at all meetings of members. To be eligible for election as a lay delegate a person must be at least 18 years of age and a communicant member in good standing of their member congregation.</p> <p>This delegate shall represent the congregation's interests and shall exercise the vote of the member congregation at</p>			<p style="text-align: center;">DELEGATE</p> <p>8. A class V member that is a congregation, shall, subject to the restrictions in Paragraph 6 (i) for congregations who have joined together as one parish, elect a lay person to be its delegate at all meetings of members. To be eligible for election as a lay delegate a person must be at least 18 years of age and a communicant member in good standing of their member congregation.</p> <p>This delegate shall represent the congregation's interests and shall exercise the vote of the member congregation at all meetings.</p>

<p>11</p>	<p>all meetings. By January 31st in each convention year a member congregation shall elect a lay person to be its delegate at all meetings of the members to be held on or after February 1st in that year and on or before January 31st of the next convention year.</p> <p>At the same time as it elects a lay person to be its delegate, the congregation shall elect another lay person as alternate delegate. In the event of the inability or incapacity of the lay person elected as delegate, the person elected as alternate delegate shall be entitled to vote on behalf of the member congregation. The congregation shall forthwith notify the Secretary of the Corporation of the name and address of each person elected as delegate and alternate delegate. The person certified as the elected delegate is the person entitled to vote at the members' meeting. The member congregation has the right to amend or replace a delegate during the year but must notify the Secretary in writing of the name and address of the person so elected as its replacement delegate.</p> <p style="text-align: center;">MEMBERSHIP LIST</p> <p>9. At least once in each calendar year, the Secretary of the Corporation shall prepare a list of the names of the members of the Corporation by membership class and such list shall state the date on which it was prepared by the Secretary. When such list is certified by the Secretary, the congregations and persons named in such list shall be deemed to be the members of the Corporation, for all purposes, as of the date on which such list was prepared by the Secretary.</p>	<p>DELETED: <i>By January 31st in each convention year a member congregation shall elect a lay person to be its delegate at all meetings of the members to be held on or after February 1st in that year and on or before January 31st of the next convention year.</i></p> <p>ADDED: <i>class V</i></p> <p>CHANGE: <i>certified by the Secretary</i> TO READ: <i>certified by the Board</i></p>		<p>At the same time as it elects a lay person to be its delegate, the congregation shall elect another lay person as alternate delegate. In the event of the inability or incapacity of the lay person elected as delegate, the person elected as alternate delegate shall be entitled to vote on behalf of the member congregation. The class V member congregation shall forthwith notify the Secretary of the Corporation of the name and address of each person elected as delegate and alternate delegate. The person certified as the elected delegate is the person entitled to vote at the members' meeting. The class V member congregation has the right to amend or replace a delegate during the year but must notify the Secretary in writing of the name and address of the person so elected as its replacement delegate.</p> <p style="text-align: center;">MEMBERSHIP LIST</p> <p>9. At least once in each calendar year, the Secretary of the Corporation shall prepare a list of the names of the members of the Corporation by membership class and such list shall state the date on which it was prepared by the Secretary. When such list is certified by the Board, the congregations and persons named in such list shall be deemed to be the members of the Corporation, for all purposes, as of the date on which such list was prepared by the Secretary.</p>
	<p style="text-align: center;">MEETINGS</p> <p>10. The annual or any other general or special meeting of the members shall be held at the head office of the Corporation or at any place in Canada as the Board of Directors may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside Canada.</p>	<p>CHANGED TITLE TO: <i>CORPORATION MEETINGS</i></p> <p>DELETED: <i>or general meeting</i> OLD # 10 MOVED TO #16</p> <p>New # 10 is from Regulations 1.20 A,B and 1.24 (see below in the Regulations section)</p>	<p>16. The annual and/or special meetings of the members shall be held at the head office of the Corporation or at any place in Canada as the Board may determine and on such day as the Board shall appoint. The members may resolve that a particular meeting of members be held outside Canada.</p>	<p style="text-align: center;">CORPORATION MEETINGS</p> <p>10. The real and final authority of this Corporation shall always be vested in an annual or special meeting of members, which is called, constituted and conducted according to the Bylaws of the Corporation.</p> <p>Such meetings shall determine the policy of the Corporation and deal with such other matters as may come before them.</p>

<p>11. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the public accountant shall be presented, the directors shall be elected if required, and the public accountant shall be appointed for the ensuing year (2015/ED/17).The members may consider and transact any business either special or general at any meeting of the members, but any resolutions must have been circulated prior to the meeting.</p> <p>The Board of Directors or the President or First Vice-President shall have power to call, at any time, a general or special meeting of the members of the Corporation. The Board of Directors shall call a special general meeting of members on written requisition of Class V members carrying 5% of the voting rights.</p> <p>Quorum for annual meetings of the members of the Corporation shall be three (3) Class V members present in person or, in the case of a member congregation, by a delegate. For business to be conducted, quorum must be maintained throughout the course of the meeting.</p> <p>12. Once every three (3) years there shall be a District Convention on such day and at such place as determined at the preceding Convention. In the event that the date of a District Convention is not fixed at a Convention, the President may determine the time and place of the next Convention, provided such time and place shall be subject to the approval of the Board of Directors. The presence of at least one-third (1/3) of the voting members will constitute quorum for the purposes of a Convention. For business to be conducted, quorum must be maintained throughout the course of the Convention. Participation by electronic means at a Convention is not permitted. In respect of any year in which a Convention is held, the business of the annual meeting of members shall be attended to at such Convention.</p>	<p>CHANGED: <i>the President or First Vice-President</i></p> <p>TO READ: <i>the Chairman</i></p> <p>DELETED: <i>general</i></p> <p>ADDED: <i>Except as provided in section 12</i></p> <p>CHANGED # 12 to reflect no more conventions. However, it is the intent that this annual meeting takes place during the time of the LCC convention. Therefore, it was revised to every four years.</p>		<p>An annual meeting of members of the Corporation shall be held at least once in every calendar year, and not more than fifteen (15) months after the holding of the last preceding annual meeting.</p> <p>11. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the public accountant shall be presented, the directors shall be elected if required, and the public accountant shall be appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members, but any resolutions must have been circulated prior to the meeting.</p> <p>The Board or the Chairman shall have power to call, at any time, a special meeting of the members of the Corporation. The Board shall call a special meeting of members on written requisition of Class V members carrying 5% of the voting rights.</p> <p>Except as provided in section 12, quorum for annual meetings of the members of the Corporation shall be three (3) Class V members present in person or, in the case of a member congregation, by a delegate. For business to be conducted, quorum must be maintained throughout the course of the meeting.</p> <p>12. Once every four (4) years the annual meeting shall be on such day and at such place as determined by the Board with preference being giving to the time and place of the LCC convention, at which annual meeting the election of the Board of Directors shall take place along with other requisite business. For this annual meeting, the presence of at least one-third (1/3) of the voting members at the commencement of the meeting will constitute quorum. Participation by electronic means at this annual meeting is not permitted.</p>
---	---	--	---

<p>12</p>	<p>13. Not less than twenty- one (21) and not more than sixty (60) days' written notice shall be given by mail, courier or personal delivery to each member of any annual or special general meeting of members. Notice of any meeting of members may also be given by electronic means during a period of twenty-one (21) to thirty-five (35) days before the day on which such meeting is to be held, provided that if a member requests that notice of a meeting be given by non-electronic means, the notice will be sent by mail, courier or personal delivery as provided in the previous sentence of this section. Notice shall also be published in the District's publications that are distributed to all members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the business. With respect to a Convention, notice shall be given in writing to each voting member at least thirty (30) days before the date of the meeting. Such notice of a Convention shall contain the tentative agenda, reports and proposals, overtures and other pertinent information as determined by the President.</p> <p>14. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had</p>	<p>ADDED # 13 to allow for voting on matters without calling a special meeting of the members.</p> <p>New #14 was previously # 13</p> <p>DELETED: <i>general</i></p> <p>CHANGE: <i>published in the District's publications</i></p> <p>TO READ: <i>given by a notice included in any Corporation publication</i></p> <p>DELETED: <i>With respect to a Convention, notice shall be given in writing to each voting member at least thirty (30) days before the date of the meeting. Such notice of a Convention shall contain the tentative agenda, reports and proposals, overtures and other pertinent information as determined by the President.</i></p> <p>ADDED: In meetings where the election of directors is required, the notice shall include the proposed slate of directors.</p> <p>New # 15 was previously # 14</p>		<p>13. If a matter arises between the annual meetings that the Board determines requires a simple yes or no vote by the class V members, the Board may authorize that such a vote be taken by mail or electronic ballot. In such cases all pertinent information required to make a decision shall be provided along with the ballot. The Secretary shall be responsible for conducting said ballot vote and shall appoint two individuals to assist with the balloting.</p> <p>14. Not less than twenty-one (21) and not more than sixty (60) days' written notice shall be given by mail, courier or personal delivery to each member of any annual or special meeting of members. Notice of any meeting of members may also be given by electronic means during a period of twenty-one (21) to thirty-five (35) days before the day on which such meeting is to be held, provided that if a member requests that notice of a meeting be given by non-electronic means, the notice will be sent by mail, courier or personal delivery as provided in the previous sentence of this section. Notice may also be given by a notice included in any Corporation publication that is distributed to all members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the business. In meetings where the election of directors is required, the notice shall include the proposed slate of directors.</p>
-----------	--	--	--	---

	<p>thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the Corporation.</p>	<p>CHANGED : <i>general</i> TO READ: <i>special</i></p> <p># 16 was previously #10</p> <p>STILL TO BE DETERMINED: Annual Meeting Expenses</p> <p># 17 & 18 are new</p>		<p>15. No error or omission in giving notice of any annual or special meeting or any adjourned meeting, whether annual or special, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the Corporation.</p> <p>16. The annual and/or special meetings of the members shall be held at the head office of the Corporation or at any place in Canada as the Board may determine and on such day as the Board shall appoint. The members may resolve that a particular meeting of members be held outside Canada.</p> <p style="text-align: center;">Nomination and Election Procedures for Directors</p> <p>17. The nomination procedures for directors shall be as follows:</p> <ul style="list-style-type: none"> A. The Board shall provide to the membership, through the Secretary, the qualities and skills needed at any given time for the directors. B. The Secretary shall solicit names from the membership for consideration by the Board. C. The Board shall prepare a slate of directors, taking into consideration the names submitted, their specific talents and the current needs of the corporation. They are not limited to the names submitted. <p>18. The election procedures for directors shall be as follows:</p> <ul style="list-style-type: none"> A. At the meeting of members, the slate prepared by the Board shall be presented. This slate may be amended by nominations from the floor. B. Each voting delegate shall cast one vote for each position to be elected. C. After each ballot the lowest name on the ballot shall be dropped. D. A majority of all votes cast shall be required to elect a director.
--	---	--	--	--

	<p style="text-align: center;">BOARD OF DIRECTORS</p> <p>15. The property and business of the Corporation shall be managed by the Board of Directors. Immediately following the confirmation of this Bylaw by the members, the number of Directors of the Corporation shall be fixed at nine (9).</p> <p>16. Directors shall:</p> <ul style="list-style-type: none"> (a) be or within 10 days of being elected a director shall become either a pastor of the Synod assigned to the District or a communicant member of a Class V member congregation; (b) be an individual who is at least 18 years of age; (c) not have the status of a bankrupt; (d) not be a person who has been found under the <i>Substitute Decisions Act, 1992</i> or under the <i>Mental Health Act</i> to be incapable of managing property; (e) not be a person who has been declared incapable by a court in Canada or elsewhere; and (f) not be an "ineligible individual" as such term is defined in section 149.1 of the <i>Income Tax Act</i> (Canada), as amended from time to time. <p>17. Directors shall be elected for a term of three (3) years by the members of the Corporation at the annual meeting of members that is part of the triennial convention. Directors shall assume office immediately following the meeting at which they are elected. (2015/ED/12)</p>	<p>MOVED: <i>The property and business of the Corporation shall be managed by the Board of Directors</i></p> <p>TO #28</p> <p>OLD # 15 is # 19</p> <p>From here on, the numbering has changed as needed.</p> <p>CHANGED: <i>assigned to the District</i></p> <p>TO READ: <i>residing in the East District</i></p> <p>ADDED: <i>not be an employee of the Corporation</i></p> <p><i>(Adapted from Regulation 2.02 D)</i> D. No person who is employed by the East District, except for the District President, shall be eligible to hold office as a member of the Board of Directors.</p> <p>CHANGED: <i>of three (3) years by the</i></p> <p>TO READ: <i>of four (4) years by the voting</i></p> <p>ADDED: <i>save and accept for the elections for the board of directors taking place at the district convention in October of 2018. These directors shall take office on January 1 of 2019.</i></p>	<p>28. The property and business of the Corporation shall be managed by the Board who...</p>	<p style="text-align: center;">BOARD OF DIRECTORS</p> <p>19. Immediately following the confirmation of this Bylaw by the members, the number of directors of the Corporation shall be fixed at nine (9).</p> <p>Of the nine (9) directors, four (4) shall be Pastors and five (5) lay persons— [one (1) lay person may be a Deacon], all of whom shall be voting members of the Board. The Board shall elect its own Chairman and Secretary.</p> <p>20. Directors shall:</p> <ul style="list-style-type: none"> A. be or within 10 days of being elected a director shall become either a pastor of the Synod residing in the East District or a communicant member of a Class V member congregation B. be an individual who is at least 18 years of age; C. not have the status of a bankrupt; D. not be a person who has been found under the <i>Substitute Decisions Act, 1992</i> or under the <i>Mental Health Act</i> to be incapable of managing property; E. not be a person who has been declared incapable by a court in Canada or elsewhere; and F. not be an "ineligible individual" as such term is defined in section 149.1 of the <i>Income Tax Act</i> (Canada), as amended from time to time. G. not be an employee of the Corporation <p>21. Directors shall be elected for a term of four (4) years by the voting members of the Corporation at an annual meeting of members in accordance with the procedures outlined in sections 17 and 18 of this bylaw. Directors shall assume office immediately following the meeting at which they are elected save and accept for the elections for the board of directors taking place at the district convention in October of 2018. These directors shall take office on January 1 of 2019.</p>
--	---	--	--	--

<p>14</p>	<p>giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation 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. A quorum for the transaction of business at any meeting of the directors shall be a majority of the number of directors then in office.</p> <p>A meeting of the Board of Directors may be called by the Chairman of the Board, in consultation with the President, or by any three (3) directors.</p> <p>20. If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board 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. Members participating electronically must ensure confidentiality throughout the meeting just as if they were physically present at the meeting.</p> <p>21. A resolution in writing, signed by all directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.</p> <p>22. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.</p> <p>23. The Board of Directors 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 Board of Directors at the time of such appointment.</p>	<p>CHANGE: <i>in consultation with the President</i></p> <p>TO READ: <i>in consultation with the Secretary,</i></p> <p>#27 was in Regulation 4.00. But is revised here. (see Below)</p>	<p>33. The Board 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 Board at the time of such appointment.</p>	<p>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. A quorum for the transaction of business at any meeting of the directors shall be a majority of the number of directors then in office.</p> <p>A meeting of the Board may be called by the Chairman of the Board, in consultation with the Secretary, or by any three (3) directors.</p> <p>24. If all the directors consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board 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. Members participating electronically must ensure confidentiality throughout the meeting just as if they were physically present at the meeting.</p> <p>25. A resolution in writing, signed by all directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.</p> <p>26. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.</p> <p>27. Immediately following the annual meeting at which the directors are elected, the outgoing Chairman shall call a meeting of the newly-elected Board. At this meeting, the Board of Directors shall elect its own Chairman who shall also serve as Chairman of the Corporation, and the Secretary who shall also serve as Secretary of the Corporation. At this or a subsequent meeting the Board shall appoint the Treasurer if needed, and the Privacy Officer.</p> <p>28. The property and business of the Corporation shall be managed by the Board who, between annual and general meetings, shall act on behalf of the Corporation and conduct and transact all business necessary to the purposes of the Corporation except as limited by the Bylaws and resolutions of the</p>
-----------	---	--	---	--

	<p style="text-align: center;">INDEMNITIES TO DIRECTORS AND OTHERS</p> <p>24. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation 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 Corporation, from and against;</p> <p style="padding-left: 40px;">(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 him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;</p> <p style="padding-left: 40px;">(b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his failure to act honestly and in good faith in the performance of the duties of such office.</p>	<p>MOVED # 23 to new # 33</p> <p>New # 28 Previously Reg 4.04 but significantly revised. (see below)</p> <p>MOVED #24 to new # 34</p> <p>NEW #29 was previously Reg. 4.06</p>	<p>34. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation 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 Corporation, from and against;</p> <p>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 him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;</p> <p>B. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his failure to act honestly and in good faith in the performance of the duties of such office.</p>	<p>members.</p> <p>In its role as manager of the affairs of the corporation, the duties of the Board shall include, but not be limited to, the following:</p> <ul style="list-style-type: none"> A. Oversee the operation of the Church Extension Fund (CEF), including authorizing loans to congregations and other East District entities. B. In consultation with and on the request of Synod, provide grants to sustain mission work of the Synod, as funds allow. C. Oversee the properties and other assets of the Corporation D. Establish and approve the terms of a Memorandum of Understanding (MOU) with Synod in order to be recognized as a Listed Service Organization (LSO). E. Hire and/or dismiss staff as may be required for the operation of the Corporation. <p>29. Anyone who has a matter of importance or concern with regard to the Corporation may submit such matter in writing to the Board through the Chairman or Secretary. A hearing may be granted at the discretion of the Chairman.</p>
--	--	---	--	---

15	<p>25. The Corporation may purchase and maintain appropriate liability insurance for the benefit of the Corporation and each person acting or having previously acted in the capacity of a director, officer or any other capacity at the request of or on behalf of the Corporation. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:</p> <ul style="list-style-type: none"> (a) property and public liability insurance; (b) directors' and officers' insurance; and (c) may include such other insurance as the Board sees fit. <p>The Corporation shall ensure that each director, officer or other person is added as an insured to any policy of directors' and officers' insurance maintained by the Corporation. No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.</p> <p>It shall be an obligation of any person seeking insurance coverage or indemnity from the Corporation to cooperate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.</p>	<p>MOVED # 25 to # 35</p>	<p>35. The Corporation may purchase and maintain appropriate liability insurance for the benefit of the Corporation and each person acting or having previously acted in the capacity of a director, officer or any other capacity at the request of or on behalf of the Corporation. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:</p> <ul style="list-style-type: none"> A. property and public liability insurance; B. directors' and officers' insurance; and C. may include such other insurance as the Board sees fit. <p>The Corporation shall ensure that each director, officer or other person is added as an insured to any policy of directors' and officers' insurance maintained by the Corporation. No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.</p> <p>It shall be an obligation of any person seeking insurance coverage or indemnity from the Corporation to cooperate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without</p>	
----	---	----------------------------------	--	--

	<p style="text-align: center;">EXECUTIVE COMMITTEE</p> <p>26. There may be an Executive Committee composed of not less than three (3) and not more than seven (7) directors who shall be appointed by the Board of Directors. The Executive Committee shall exercise such powers as are authorized by the Board of Directors. Any Executive Committee member may be removed by a majority vote of the Board of Directors. Executive Committee members shall serve as such without remuneration and no Executive Committee member shall directly or indirectly receive any profit from his position as such; provided that an Executive Committee member may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Executive Committee member from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.</p> <p>27. Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such committee provided that at least 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. Notice may be given by e-mail, if approved by the members of the committee, of any meeting. A majority of members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee of the Corporation 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.</p>	<p style="text-align: center;">MOVED #26 to #36</p>	<p>the prior agreement of the Corporation.</p> <p>EXECUTIVE COMMITTEE</p> <p>36. There may be an Executive Committee composed of not less than three (3) and not more than seven (7) directors who shall be appointed by the Board. The Executive Committee shall exercise such powers as are authorized by the Board. Any Executive Committee member may be removed by a majority vote of the Board. Executive Committee members shall serve as such without remuneration and no Executive Committee member shall directly or indirectly receive any profit from his position as such; provided that an Executive Committee member may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Executive Committee member from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.</p> <p>37. Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such committee provided that at least 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. Notice may be given by e-mail, if approved by the members of the committee, of any meeting. A majority of members of</p>	
--	--	--	---	--

			<p>such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee of the Corporation 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.</p>	
<p>16</p>	<p>POWERS OF DIRECTORS</p> <p>28. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.</p> <p>29. The directors shall have the power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.</p> <p>30. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.</p>	<p>DELETE: of Directors</p> <p>NEW #33 was previously #23</p>		<p>POWERS OF DIRECTORS</p> <p>30. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.</p> <p>31. The directors shall have the power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.</p> <p>32. The Board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.</p> <p>33. The Board 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 Board at the time of such appointment.</p>

	<p>COMMITTEES</p> <p>31. The Board of Directors may appoint committees as it deems appropriate from time to time and set the rules governing such committees. The members of such committees will hold their offices at the will of the Board of Directors. The Board may remove any member of any committee.</p> <p>32. No committee, including the Executive Committee, has authority to:</p> <ul style="list-style-type: none"> (a) submit directly to the members any question or matter requiring the approval of the members; (b) fill a vacancy among the directors or in the office of accountant or appoint additional directors; (c) issue debt obligations except as authorized by the Board; (d) approve any financial statements; (e) adopt, amend or repeal any Bylaw; or (f) establish contributions to be made or due to be paid by members. 			<p>The Executive Committee shall exercise such powers as are authorized by the Board. Any Executive Committee member may be removed by a majority vote of the Board. Executive Committee members shall serve as such without remuneration and no Executive Committee member shall directly or indirectly receive any profit from his position as such; provided that an Executive Committee member may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Executive Committee member from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.</p> <p>37. Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such committee provided that at least 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. Notice may be given by e-mail, if approved by the members of the committee, of any meeting. A majority of members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee of the Corporation 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.</p> <p style="text-align: center;">COMMITTEES</p> <p>38. The Board may appoint committees as it deems appropriate from time to time and set the rules governing such committees. The members of such committees will hold their offices at the will of the Board. The Board may remove any member of any committee.</p> <p>39. No committee, including the Executive Committee, has authority to:</p> <ul style="list-style-type: none"> A. submit directly to the members any question or matter requiring the approval of the members; B. fill a vacancy among the directors or in the office of accountant or appoint additional directors; C. issue debt obligations except as authorized by the Board; D. approve any financial statements; E. adopt, amend or repeal any Bylaw; or F. establish contributions to be made or dues to be paid by members.
--	---	--	--	---

17	<p style="text-align: center;">REGULATIONS</p> <p>33. The members may make Regulations with regard to any matter not inconsistent with the Act and the Bylaws. Any amendment to the Regulations must be approved by a two-thirds (2/3) majority vote of the members at a Convention.</p> <p style="text-align: center;">CONFLICT OF INTEREST</p> <p>34. In accordance with the Act, directors and officers shall disclose any interests, whether direct, indirect or implied, in any matter as required by the Act and shall comply with all other requirements in the Act in respect of such conflict of interest</p> <p style="text-align: center;">MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE</p> <p>35. Meetings of the Board of Directors are held to be private. Therefore minutes of the Board of Directors meetings are not available to the public or to members. However, summaries of the business conducted will be made available within one month of the meeting. The summaries will take into account items where confidentiality is of concern. In this context, confidentiality is held with the intent of being good stewards of the information with which Board members are entrusted; there is no intent to keep information hidden or secret.</p> <p style="text-align: center;">OFFICERS OF THE CORPORATION</p> <p>36. The officers of the Corporation shall be a President two or more Vice-Presidents (one of whom shall be styled First Vice-President), a Secretary and Treasurer and any such other officers as the Board of Directors may by Bylaw or resolution determine. No person shall hold more than one of the aforementioned offices and, subject to the foregoing, no person shall hold more than one office in the Corporation unless otherwise authorized by the Board by Bylaw or by resolution. Officers other than the President, First Vice-President and Second Vice-President, and Secretary need not be directors. The President shall not be in charge of a congregation nor hold a chair at any educational institution, but may be called as an assistant pastor, provided such services do not interfere with his</p>	<p>DELETED: # 33</p> <p>DELETED in title: AND EXECUTIVE COMMITTEE</p> <p>CHANGE: <i>within one month of the meeting</i></p> <p>TO READ: <i>at the annual meetings</i></p> <p>CHANGE: <i>President two or more Vice-Presidents (one of whom shall be styled First Vice-President),</i></p> <p>TO READ: <i>Chairman</i></p> <p>CHANGE: <i>Officers other than the President, First Vice-President and Second Vice-President, and Secretary need not be directors. The President shall not be in charge of a congregation nor hold a chair at any educational institution, but may be called as an assistant pastor, provided such services do not interfere with his</i></p>		<p style="text-align: center;">CONFLICT OF INTEREST</p> <p>40. In accordance with the Act, directors and officers shall disclose any interests, whether direct, indirect or implied, in any matter as required by the Act and shall comply with all other requirements in the Act in respect of such conflict of interest</p> <p style="text-align: center;">MINUTES OF BOARD OF DIRECTORS</p> <p>41. Meetings of the Board are held to be private. Therefore minutes of the Board meetings are not available to the public or to members. However, summaries of the business conducted will be made available at the annual meetings. The summaries will take into account items where confidentiality is of concern. In this context, confidentiality is held with the intent of being good stewards of the information with which Board members are entrusted; there is no intent to keep information hidden or secret.</p> <p style="text-align: center;">OFFICERS OF THE CORPORATION</p> <p>42. The officers of the Corporation shall be a Chairman, a Secretary and a Treasurer and any such other officers as the Board may by Bylaw or resolution determine. The Chairman and the Secretary shall be elected by the Board from the directors. The Treasurer shall be appointed by the Board and must be a communicant member of a Class V congregation who meets the requirements of section 6 of the Bylaw. Officers other than the Chairman and Secretary need not be directors. No person shall hold more than one of the aforementioned offices and, subject to the foregoing, no person shall hold more than one office in the Corporation unless otherwise authorized by the Board by Bylaw or by resolution. Their duties and remuneration of officers who are not directors shall be such as the terms of their engagement call for or the Board prescribes. Any additional officers which the board may from time to time appoint as it considers expedient, shall hold office at the pleasure of the Board. Any officer may also be removed by resolution of the members at a meeting of which</p>
----	---	---	--	---

	<p>official duties as President.</p> <p>The President of the Corporation shall be, or within 10 days of being elected shall become, a pastor of the Synod assigned to the District. The First Vice-President and the Second Vice-President of the Corporation shall be pastors in the District. The Secretary and Treasurer of the Corporation shall be lay persons.</p> <p>37. The Board may from time to time appoint such other officers as it considers expedient, to hold office at the pleasure of the Board. Their duties and remuneration shall be such as the terms of their engagement call for or the Board prescribes.</p> <p>38. The officers of the Corporation shall hold office from the date of election or appointment or until their successors are elected or appointed in their stead.</p> <p>39. Any officer may be removed by resolution of the members at a meeting of which notice of intention to present such resolution has been given to all members.</p> <p style="text-align: center;">DUTIES OF OFFICERS</p> <p>40. The President shall be the Chief Executive Officer of the Corporation. He or his designate shall preside at all meetings of the Corporation. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the Board of Directors are carried into effect.</p>	<p><i>official duties as President.</i></p> <p><i>The President of the Corporation shall be, or within 10 days of being elected shall become, a pastor of the Synod assigned to the District. The First Vice-President and the Second Vice-President of the Corporation shall be pastors in the District. The Secretary and Treasurer of the Corporation shall be lay persons.</i></p> <p>TO READ: <i>The Chairman and the Secretary shall be elected by the Board from the directors. The Treasurer shall be appointed by the Board and must be a communicant member of a Class V congregation who meets the requirements of section 6 of the Bylaw. Officers other than the Chairman and Secretary need not be directors</i></p> <p>CHANGE: <i>President</i></p> <p>TO READ: <i>Chairman</i></p> <p>ADDED from Reg. 7.00 B: <i>and shall conduct the sessions according to accepted parliamentary rules in Robert's Rules of Order, latest edition, except as otherwise provided.</i></p> <p>ADDED from Reg. 3.00 B 1.e: <i>He shall be ex-officio a member of all committees of the Corporation.</i></p> <p>ADDED from Reg. 3.00 B 2: <i>The Chairman may exercise other responsibilities as are generally consistent with the role of Chief Executive Officer, or as directed from time to time by the Board.</i></p>		<p>notice of intention to present such resolution has been given to all members. The officers of the Corporation shall hold office from the date of election or appointment or until their successors are elected or appointed in their stead.</p> <p style="text-align: center;">DUTIES OF OFFICERS</p> <p>43. The Chairman shall be the Chief Executive Officer of the Corporation and Chairman of the Board. He or his designate shall preside at all meetings of the Corporation and shall conduct the sessions according to accepted parliamentary rules in Robert's Rules of Order, latest edition, except as otherwise provided. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the Board are carried into effect. He shall be ex-officio a member of all committees of the Corporation. The Chairman may exercise other responsibilities as are generally consistent with the role of Chief Executive Officer, or as directed from time to time by the Board.</p>
--	--	---	--	--

<p>18</p>	<p>41. The First Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.</p> <p>42. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation 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 Board of Directors from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board of Directors.</p> <p>43. The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose.</p> <p>The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall, under the supervision of the Board of</p>	<p>DELETED: #41</p> <p>CHANGE: <i>President</i></p> <p>TO READ: <i>Chairman</i></p> <p>ADDED from Reg. 3.06C 2: <i>shall be ex-officio the trust officer of the corporation</i></p> <p>REWORKED #43 using Reg 3.04</p>		<p>44. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation 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 Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chairman and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall be ex-officio the trust officer of the corporation and shall also perform such other duties as may from time to time be directed by the Board.</p> <p>45. The Secretary shall:</p> <ul style="list-style-type: none"> A. record and maintain minutes of meetings of the Corporation and the Board and perform such duties as are usually required of the Secretary of a Corporation. B. keep a complete record of the business transacted by the Board. C. ensure the credentials of all delegates before an annual or special meeting. D. maintain a list of members of the corporation as per the requirements in section 9 of this bylaw.
-----------	---	---	--	---

<p>19</p>	<p>The term “instruments in writing” as used herein shall, without limiting the generality thereof, include contracts, documents, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writing.</p> <p style="text-align: center;">FINANCIAL YEAR</p> <p>47. Unless otherwise ordered by the Board of Directors the fiscal year end of the Corporation shall be the thirty-first (31st) day of January in each year.</p> <p style="text-align: center;">BORROWING POWERS</p> <p>48. The directors of the Corporation may from time to time:</p> <ul style="list-style-type: none"> (a) borrow money upon the credit of the Corporation; (b) limit or increase the amount to be borrowed; (c) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; (d) give a guarantee on behalf of the Corporation to secure performance of any obligation of any person; and (e) mortgage, hypothecate, charge, pledge or otherwise create a security interest in all or any of the property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation. <p>49. Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.</p> <p>50. Subject to the Act, the Board may from time to time delegate to a director or an officer of the Corporation as may be designated by the Board all or any of the powers conferred on the Board or by the Act to such extent and in such manner as the Board may determine at the time of each such delegation.</p>			<p>The term “instruments in writing” as used herein shall, without limiting the generality thereof, include contracts, documents, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writing.</p> <p style="text-align: center;">FINANCIAL YEAR</p> <p>51. Unless otherwise ordered by the Board, the fiscal year end of the Corporation shall be the thirty-first (31st) day of January in each year.</p> <p style="text-align: center;">BORROWING POWERS</p> <p>52. The directors of the Corporation may from time to time:</p> <ul style="list-style-type: none"> A. borrow money upon the credit of the Corporation; B. limit or increase the amount to be borrowed; C. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; D. give a guarantee on behalf of the Corporation to secure performance of any obligation of any person; and E. mortgage, hypothecate, charge, pledge or otherwise create a security interest in all or any of the property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation. <p>53. Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.</p> <p>54. Subject to the Act, the Board may from time to time delegate to a director or an officer of the Corporation as may be designated by the Board all or any of the powers conferred on the Board or by the Act to such extent and in such manner as the Board may determine at the time of each such delegation.</p>
-----------	---	--	--	--

20	<p style="text-align: center;">AMENDMENT OF BYLAWS</p> <p>51. This Bylaw may be repealed or amended by Bylaw enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast by the members at a duly called special meeting of the members or a convention.</p> <p style="text-align: center;">PUBLIC ACCOUNTANT</p> <p>52. The members shall at each annual meeting appoint a public accountant (as such term is defined in the Act) to audit the accounts of the Corporation for report to the members at the next annual meeting. The public accountant shall hold office until the next annual meeting provided that if an appointment is not made at the next annual meeting, the incumbent continues in office and provided further that the directors may fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be set by the Board of Directors.</p> <p>53. The members may remove, by ordinary resolution, any public accountant before the expiration of the term of office in accordance with the Act.</p> <p style="text-align: center;">BOOKS AND RECORDS</p> <p>54. The directors shall see that all necessary books and records of the Corporation required by the Bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.</p> <p style="text-align: center;">INTERPRETATION</p> <p>55. In these Bylaws and in all other Bylaws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include congregations.</p> <p>56. This Bylaw shall only be effective upon the issuance of the Corporation's Certificate of Continuance under the Act by Industry Canada.</p>	<p>CHANGE: <i>at a duly called special meeting of the members or a convention.</i></p> <p>TO READ: <i>at a duly called annual meeting or special meeting of the members or by a ballot vote held in accordance with section 13 of this bylaw.</i></p> <p>DELETED # 56</p>		<p style="text-align: center;">AMENDMENT OF BYLAWS</p> <p>55. This Bylaw may be repealed or amended by a resolution enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast by the members at a duly called annual meeting or special meeting of the members or by a ballot vote held in accordance with section 13 of this bylaw.</p> <p style="text-align: center;">PUBLIC ACCOUNTANT</p> <p>56. The members shall at each annual meeting appoint a public accountant (as such term is defined in the Act) to audit the accounts of the Corporation for report to the members at the next annual meeting. The public accountant shall hold office until the next annual meeting provided that if an appointment is not made at the next annual meeting, the incumbent continues in office and provided further that the directors may fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be set by the Board.</p> <p>57. The members may remove, by ordinary resolution, any public accountant before the expiration of the term of office in accordance with the Act.</p> <p style="text-align: center;">BOOKS AND RECORDS</p> <p>58. The directors shall see that all necessary books and records of the Corporation required by the Bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.</p> <p style="text-align: center;">INTERPRETATION</p> <p>59. In these Bylaws and in all other Bylaws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include congregations.</p>
----	--	--	--	---

	<p style="text-align: center;">REPEAL OF PRIOR BYLAWS</p> <p>57. Subject to the provisions of section 58 below, all prior Bylaws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this Bylaw are repealed.</p> <p>58. The repeal of prior Bylaws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed Bylaws, resolution or other enactment.</p> <p>*****</p> <p><i>APPROVED by the Directors as a By-Law of Lutheran Church–Canada, East District on the 21st day of December, 2013.</i></p> <p><i>CONFIRMED by the Members in accordance with the Canada Not-for-profit Corporations Act on the 1st day of March, 2014.</i></p> <p><i>Certificate of Continuance issued by Industry Canada on the 25th day of March, 2014, and thus is the date upon which this Bylaw became effective.</i></p> <p><i>REVISED by the Members in Convention May 3-6, 2015.</i></p>			<p style="text-align: center;">REPEAL OF PRIOR BYLAWS</p> <p>60. Subject to the provisions of section 61 below, all prior Bylaws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this Bylaw are repealed.</p> <p>61. The repeal of prior Bylaws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed Bylaws, resolution or other enactment.</p> <p style="text-align: center;">*****</p> <p><i>APPROVED by the Directors as a By-Law of Lutheran Church–Canada, East District on the 21st day of December, 2013.</i></p> <p><i>CONFIRMED by the Members in accordance with the Canada Not-for-profit Corporations Act on the 1st day of March, 2014.</i></p> <p><i>of March, 2014.</i></p> <p><i>Certificate of Continuance issued by Industry Canada on the 25th day of March, 2014, and thus is the date upon which this Bylaw became effective.</i></p> <p><i>REVISED by the Members in Convention May 3-6, 2015.</i></p> <p><i>Revised by the Members in Convention October 15-17, 2018.</i></p>
<p>What follows are the Current Regulations. It is indicated where they appear in the new Bylaw. Some parts are deleted and others will be incorporated into a policy manual. There is no need for a Regulations section in the new Bylaw.</p>				

21	<p>LUTHERAN CHURCH–CANADA, EAST DISTRICT</p> <p>REGULATIONS 2015</p> <p>(Terms not otherwise defined in these Regulations have the meanings given to them in the Articles and/or the Bylaws of the District)</p> <p>I. PREAMBLE</p> <p>1. STATEMENT OF PURPOSE</p> <p>1.00 Purpose of the District</p> <p>The purpose of the District is to:</p> <p>A. Assist congregations, rostered workers and other professional church workers to be in ministry by:</p> <ol style="list-style-type: none"> 1) Encouraging congregations and their members in giving bold witness by word and deed to the love and work of God the Father, Son, and Holy Spirit to their neighbours; 2) Aiding congregations to develop processes of thorough Christian education and nurture for all ages, and assisting in establishing agencies of Christian education; 3) Assisting congregations in encouraging their members to be good stewards of the Lord's provision. <p>B. Together with the congregations develop new ministries by</p> <ol style="list-style-type: none"> 1) Planning with local congregations to develop mission ministries in their regions and establishing goals to implement these objectives, either jointly with local congregations, or directly where deemed necessary; 2) Supporting mission projects and helping develop methods which diminish their need for subsidy; 3) Encouraging the local congregations and their members to support mission projects of the district 	<p>Most of what is listed here in the Old Regulations deals with things of an ecclesiastical nature. That will not be the purview of the corporation going forward.</p> <p>DELETED 1.00</p> <p>The purpose of the corporation is covered in Article IV of the Articles of Continuance.</p>		

23	<p>in which the individual wishes to be received.</p> <p>B. The duly elected lay delegates of newly received congregations shall sign the Constitution as the representatives of their congregations in open session of the District convention which they attend.</p> <p>C. The Secretary of the Corporation shall obtain the signatures to the Constitution and shall note the year in which the member is received or relinquishes membership or is transferred to another District of the Synod. The District President shall keep the Secretary of the Corporation informed of transfers into and out of the District so that entries can be made in the records of the District.</p> <p>1.14 Congregational Constitutions (2015/REG/6.10C)</p> <p>A. Constitutions from new congregations applying for membership and revised or new constitutions from existing member congregations must be submitted to the District Committee on Constitutions and Membership for review and recommendation for approval to the Board of Directors.</p> <p>B. Each congregation, upon receiving notice of the Board of Director's approval or acceptance of a new or revised constitution, is required to submit two clean and up-to-date copies of its constitution to the Committee on Constitutions and Membership. One copy shall be kept by the committee and one placed in the files at the District Office.</p> <p style="text-align: center;">3. PRINCIPLES OF ORGANIZATION</p> <p>1.20 Authority – General</p> <p>A. The real and final authority of this Corporation shall always be vested in a general delegate meeting of members, which is called, constituted and conducted according to the Bylaws of the District and these Regulations (2014/LCC/Const. Article XII.10 - XII.14).</p> <p>B. Such general delegate meetings shall determine the policy of the Corporation and deal with such other matters as may come before them (2014/LCC/2.01, 3.11a, 3.21).</p>	<p>DELETED 1.14 as this is an ecclesiastical function.</p> <p>MOVED 1.20 to Bylaw # 10.</p> <p>DELETED 1.22 as it no longer applies.</p>	<p>10. The real and final authority of this Corporation shall always be vested in an annual or special meeting of members, which is called, constituted and conducted according to the Bylaws of the Corporation.</p> <p>Such meetings shall determine the policy of the Corporation and deal with such other matters as may come before them.</p>	
----	--	---	--	--

<p>1.22 Authority – District Convention</p> <p>A. Once every three (3) years there shall be a general delegate meeting of members, called a District Convention. Its function shall be similar to that of an LCC Convention (2014/LCC/2.01), but limited to matters over which the District has authority (2014/LCC/Const. Article XII.13), (2015/ED/11-13).</p> <p>B. The District Convention shall be conducted as described elsewhere in the bylaws of the Synod and these Regulations. (2014/LCC/ 3.21).</p> <p>C. A special District Convention may be called as provided in the Synodical Constitution and Bylaws (2014/LCC/Const. Article XII.18).</p> <p>1.24 Authority – Annual and Special General Meetings</p> <p>A. An annual meeting of members of the East District shall be held at least once in every calendar year, and not more than fifteen (15) months after the holding of the last preceding annual meeting.</p> <p>B. In the years in which a District Convention is held, the District Convention shall include the annual meeting of members.</p> <p>C. An annual general meeting or a special general meeting of members shall be called and conducted as described elsewhere in the Bylaws and Regulations of the District (2015/ED/10-14; 2015/REG/1.24)</p> <p>D. The annual meeting of members in the years without a District Convention shall be held in accordance with the Bylaws (2015/ED/11, 12) It should normally occupy no more than one (1) day and should deal primarily with matters of routine business</p>	<p>MOVED 1.24 A to Bylaw # 10</p> <p>DELETED 1.24 B as it no longer applies</p> <p>DELETED 1.24 C -- not needed</p> <p>REWORKED 1.24 D to apply to the new situation. Appears in Bylaw # 12.</p>	<p>An annual meeting of members of the Corporation shall be held at least once in every calendar year, and not more than fifteen (15) months after the holding of the last preceding annual meeting.</p> <p>12. Once every four (4) years the annual meeting shall be on such day and at such place as determined by the Board with preference being giving to the time and place of the LCC convention, at which annual meeting the election of the Board of Directors</p>	
---	--	---	--

<p>24</p>	<p>1.26 Authority – Officers and Board of Directors</p> <p>A. The officers shall have such authority as derives from their respective offices, as prescribed in the Bylaws of the District and further detailed in these Regulations, and as granted by the resolutions of a convention or of a general meeting of members, whether annual or special. In addition, the President shall represent the Synod in his District. (2014/LCC/Const. Article XII.6-9; 2014/LCC/3.71).</p> <p>B. Between conventions and general meetings, the Board of Directors shall act on behalf of the District and conduct and transact all business necessary to the purposes of the District except as limited by the Constitution, Bylaws and resolutions of the Synod, the Articles of Continuance, Bylaws, Regulations, and resolutions of the District (2014/LCC/Stat. Article XII.12.02; 2014/LCC/3.11c).</p> <p>1.28 Sub-Divisions of the District</p> <p>A. A convention shall have the right to establish and alter the boundaries of Circuits. It shall also have the right to establish and alter boundaries for sectional Pastoral and Deacons Conferences. (2014/LCC/4.01, 5.151</p>	<p>DELETE 1.26 A covered in Bylaws # 30-47</p> <p>MOVED 1.26 B to Bylaw # 28</p> <p>DELETED 1.28 as it no longer applies</p>	<p>shall take place along with other requisite business. For this annual meeting, the presence of at least one-third (1/3) of the voting members at the commencement of the meeting will constitute quorum. Participation by electronic means at this annual meeting is not permitted.</p> <p>28. The property and business of the Corporation shall be managed by the Board who, between annual and general meetings, shall act on behalf of the Corporation and conduct and transact all business necessary to the purposes of the Corporation except as limited by the Bylaws and resolutions of the members.</p>	
-----------	---	---	--	--

	<p>B. Such Circuit and pastoral and deacons conference subdivisions shall have only such authority and functions as granted by the Bylaws of the Synod and Bylaws and Regulations of the District.</p> <p style="text-align: center;">4. CIRCUITS</p> <p>1.30 Circuit Organization (2014/LCC/4.01- 4.51)</p> <p>As a subdivision officially ordered and recognized by the Synod, each Circuit shall serve to strengthen the spirit of unity, fellowship and cooperation among its member congregations.</p> <p>1.32 Circuit Meetings</p> <p>A. Forums (2014/LCC/4.31- 4.37)</p> <ol style="list-style-type: none"> 1) The Circuit Forum will meet triennially, or more frequently at the discretion of the Circuit Counsellor in order to fulfill the requirements of Regulations 2015 Sections 1.32A, 4b) and 4e) regarding review of the annual Mission and Ministry Program and the nomination of Department candidates. 2) Each congregation is entitled to one (1) voting lay delegate, and each pastor in charge of one or more congregations is entitled to one vote. However, all Circuit Forum meetings shall be open to all members of its congregations. Members of congregations are strongly encouraged to participate. 3) The Forum shall elect its own lay chairman and may elect or appoint other officers and committees, determine its meeting dates, plan its programs and determine how its expenses may be divided among the congregations. 4) The Forum shall: <ol style="list-style-type: none"> a) devise and develop programs and services relevant to the needs of Circuit congregations, lay leaders, and rostered workers; b) review and respond to the annual Mission 	<p>DELETED 1.30 as it no longer applies</p> <p>DELETED 1.32 as it no longer applies</p>		
--	---	---	--	--

<p>25</p>	<p>and Ministry Program proposed by the Board of Directors;</p> <ul style="list-style-type: none"> c) receive and respond as appropriate to advice, guidance, resolutions and programs in other sections of the Synod that may be addressed to it from other Circuits, the other Districts, and the general Synod (2014/LCC/4.33c); d) elect delegates to synodical conventions; e) nominate candidates for District Departments. <p>5) The Forum may submit overtures to District and Synodical conventions (2014/LCC/4.37). It may at any time submit to the President and the Board of Directors names of persons in the circuit to be considered for various committees or other entities within the circuit.</p> <p>6) Joint meetings of two or more Circuits may be held where this is desirable.</p> <p>B. Convocations (2014/LCC/4.51)</p> <p>In the year following the District Convention, a larger Circuit Convocation shall be held to inspire, educate, and motivate each congregation, and to receive information on various phases of work pursued through the District and Synod.</p> <p>C. Circuit Pastoral Meetings</p> <p>Pastors in each Circuit shall meet regularly, monthly if possible, for Bible study and the discussion of doctrinal, professional and practical matters. Two or more Circuits may meet together.</p> <p>1.34 Circuit Counsellor (Circuit Visitor) (2014/LCC/3.73, 4.03, 4.11- 4.25)</p> <p>A. The Circuit Counsellor (Visitor) is the principal officer of the circuit and is an assistant to the President in respect of spiritual concerns of congregations, rostered workers and other professional church workers within</p>	<p>DELETED 1.34 as it no longer applies</p>		
-----------	--	--	--	--

<p>26</p>	<p>his Circuit. He shall:</p> <ol style="list-style-type: none"> 1) visit them regularly as a representative of the President, thereby keeping him informed of their concerns; 2) keep the President informed of their concerns, and offer his assistance in whatever way seems appropriate. <p>B. As the principal officer of the Circuit, he shall:</p> <ol style="list-style-type: none"> 1) foster the spirit of unity, fellowship, and cooperation among member congregations; 2) ensure that Circuit meetings are held, as specified by LCC and District Bylaws; 3) ensure that delegates are properly elected to synodical conventions; 4) provide liaison between the Circuit and the District and the Synod; 5) ensure that nominations for District Departments are completed (2015/REG/5.02A). <p>C. Candidates for Circuit Counsellor shall be chosen from the pastors and pastors emeriti of their Circuit who are on the roster of LCC and they shall be members of voting congregations of their District. (2014/LCC/4.11). They shall be elected at a District Convention in accordance with the procedures outlined in 2014/LCC/4.11 for a term of three years.</p> <p>D. A vacancy in the office of Circuit Counsellor shall be filled by the President, keeping in mind the reserve list of nominees left after the Previous election and according to the number of votes received.</p> <p>II. GENERAL PROVISIONS FOR OFFICERS AND DIRECTORS 2.00 Composition A. The officers of the Corporation shall be as provided for in the Bylaws. (2015/ED/36, 37)</p>	<p>DELETE 2.00 A – not necessary</p> <p>REWORKED 2.00 B included in Bylaw # 19</p>		
-----------	--	--	--	--

	<p>B. The members of the Board of Directors shall be the President, the First Vice-President, the Second Vice-President, Secretary, and five (5) Directors-At-Large (one (1) clergyman and four (4) non-clergy, of which not more than one (1) may be a rostered deacon), all of whom shall be voting members of the Board.</p> <p>C. voting members of the Board.</p> <p>2.02 Eligibility (2015/ED/36; 2014/LCC/3.51)</p> <p>A. Candidates for the office of President, First Vice-President and Second Vice-President shall be selected from the roster of Lutheran Church– Canada Pastors.</p> <p>B. Candidates for the position of Secretary and Director-At-Large shall be communicant members of voting congregations of the District. Each of the Directors-At-Large shall be from a different circuit. A Director-At-Large who changes Circuits during the term of office, but who remains within the East District, will complete the elected term of office.</p> <p>C. The Treasurer shall be a communicant member of a voting congregation of the district.</p> <p>D. No person who is employed by the East District, except for the District President, shall be eligible to hold office as a member of the Board of Directors.</p>	<p>DELETED 2.02 A as it no longer applies</p> <p>DELETED 2.02 B Emphasis is on getting the best qualified directors, regardless of what circuit they are from.</p> <p>REWORD 2.02 C and MOVED to Bylaw # 42</p> <p>ADDED in Bylaw # 20 g</p>	<p>19. Immediately following the confirmation of this Bylaw by the members, the number of directors of the Corporation shall be fixed at nine (9).</p> <p>Of the nine (9) directors, four (4) shall be Pastors and five (5) lay persons– [one (1) lay person may be a Deacon], all of whom shall be voting members of the Board. The Board shall elect its own Chairman and Secretary.</p> <p>42..... The Treasurer shall be appointed by the Board and must be a communicant member of a Class V congregation who meets the requirements of section 6 of the Bylaw.</p> <p>G. not be an employee of the Corporation</p>	
--	--	--	--	--

27	<p>2.04 Term of Office</p> <p>A. The term of office for directors is as prescribed by the Bylaws. (2015/ED/17)</p> <p>B. For all elected offices, with the exception of the office of President, the incumbent is limited to two (2) successive three (3)-year terms for the same office, after which there shall be a three (3)-year period of ineligibility for that same office.</p> <p>C. One-half or more of a term shall be regarded as a full term under limited tenure rules.</p> <p>D. If the President of the District is not re-elected or does not stand for reelection, he shall continue to receive his full salary for a period of three months following the convention. He may be requested to render transitional service. During this period the District may assist him, if requested, in his efforts at finding another opportunity for service in the church. In the event of resignation he shall be continued at full salary for a minimum of three months. Any extension beyond this period shall be at the discretion of the Board of Directors.</p> <p>2.06 Filling Vacancies</p> <p>A. Vacancies on the Board shall be declared and filled in accordance with the Bylaws. (2015/ED/18)</p> <p>B. The Vice-Presidents shall, in the order in which they have been ranked, assume the presidency if the office of President is vacated or they shall perform the duties of the President if he becomes incapacitated, provided that the Vice-President assuming the office of the</p>	<p>DELETED 2.04 A covered in Bylaw # 21</p> <p>DELETED 2.04 B & C as no term limits are imposed.</p> <p>DELETE 2.04 D No longer applies</p> <p>DELETE 2.06 A & D covered in Bylaw # 22</p> <p>DELETE 2.06 B & C as no longer applies</p>	<p>21. Directors shall be elected for a term of four (4) years by the voting members of the Corporation at an annual meeting of members in accordance with the procedures outlined in sections 17 and 18 of this bylaw.</p> <p>If any vacancy shall occur for any reason set out in this paragraph, the Board by majority vote, may appoint an individual from</p>	
----	---	---	--	--

	<p>President has the option of serving on a full-time or part-time basis until the next convention.</p> <p>C. A vacancy in the office of First Vice-President shall be filled by advancing the Second Vice-President. The resulting vacancy shall be filled by the Board of Directors.</p> <p>D. A vacancy occurring in the offices of Secretary or Director-At-Large shall be filled by the Board of Directors, keeping in mind the reserve list of nominees left after the previous election and according to the number of votes received</p> <p>2.08 General Powers and Duties of Officers and Directors (2014/LCC/ Const. Article XII.6)</p> <p>A. Officers and Directors shall:</p> <ol style="list-style-type: none"> 1) be familiar with the Constitution, Bylaws, and resolutions of the Synod and with the Articles of Incorporation, Bylaws, Regulations and resolutions of the District. 2) be familiar with the duties and functions of their respective positions. 3) fulfil all duties assigned by the Articles, Bylaws, Regulations and resolutions of the District (2014/LCC/3.11b, c). <p>B. Officers shall have all the powers and duties assigned to them in the Bylaws (2015/ED/40-45) and the Regulations of the District. (2015/REG/3.00-3.06).</p> <p>C. Directors-At-Large shall have all the powers and duties assigned to a director by the Bylaws and Regulations of the District.</p>	<p>MOVE 2.08 to Bylaw # 48</p>	<p>a Class V member congregation of the Corporation who meets the requirements of section 6 of the Bylaw to fill the vacancy.</p> <p>48. Officers and directors shall:</p> <ol style="list-style-type: none"> A. be familiar with the Constitution, Bylaws, and resolutions of the Synod and with the Articles of Incorporation, Bylaws, and resolutions of the Corporation. B. be familiar with the duties and functions of their respective positions. C. fulfil all duties assigned by the Articles, Bylaws, and resolutions of the Corporation D. have all the powers and duties assigned to them in the Bylaws of the Corporation 	
--	--	---------------------------------------	--	--

<p>28</p>	<p style="text-align: center;">III. OFFICERS</p> <p>3.00 Office of President</p> <p>A. The primary responsibility of the President is the spiritual well-being of congregations, rostered workers and other professional church workers within the District.</p> <p>1) To this end he shall:</p> <ul style="list-style-type: none"> a) develop and maintain an awareness of their problems and concerns, providing counsel and guidance when requested or whenever he believes it may be of value; b) oversee their actions, providing broad supervision in matters of doctrine, lifestyle, and administration; c) advise congregations of the District as to the calling of rostered workers; d) in accordance with the Bylaws of the Synod suspend from membership those congregations and rostered workers who persistently adhere to false doctrine or give offence by leading an ungodly life. <p>2) The President shall meet regularly with the duly elected Circuit Counsellors, keeping them informed and seeking their assistance in discharging any of the above responsibilities.</p> <p>B. The President shall be the Chief Executive Officer of the District. (2015/ED/40)</p> <p>1) In this capacity he shall:</p> <ul style="list-style-type: none"> a) preside at conventions and annual general meetings of the District, and shall be responsible for carrying out the resolutions of these meetings; b) represent the District at meetings of the Synod, and shall be responsible for communicating and carrying out the Synod resolutions which concern the District; c) ensure that resolutions of the Board of 	<p>DELETE 3.00 as it is ecclesiastical in nature. But Chairman is covered in Bylaw # 43</p>	<p>43. The Chairman shall be the Chief Executive Officer of the Corporation and Chairman of the Board. He or his designate shall preside at all meetings of the Corporation and shall conduct the sessions according to accepted parliamentary rules in Robert's Rules of Order, latest edition, except as otherwise provided. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the Board are carried into effect. He shall be ex-officio a member of all committees of the Corporation.</p> <p>The Chairman may exercise other responsibilities as are generally consistent with the role of Chief Executive Officer, or as directed from time to time by the Board.</p>	
-----------	---	--	---	--

<p>29</p>	<p>Directors are carried out;</p> <p>d) make appointments as required to the following, while complying with the provisions of 2015/REG/ 6.00.</p> <ul style="list-style-type: none"> i. The Committee on Constitutions and Membership (2015/REG/6.10) ii. The Handbook Committee (2015/REG/6.30) iii. The Archivist and Historian (2015/REG/6.80) iv. The synodical Commission on Adjudication (2014/LCC/8.37a) <p>e) be ex-officio a member of all departments and committees of the District.</p> <p>2) The President may exercise other responsibilities as are generally consistent with the role of Chief Executive Officer, or as directed from time to time by the District Board of Directors. At his discretion, he may delegate any of these responsibilities to a Vice-President. He may also call upon executive staff or other staff members of the District for assistance in these matters. Any other responsibilities must not conflict with the restrictions outlined in the Bylaws. (2015/ED/36)</p> <p>C. Notwithstanding any of the above, the actions of the President must at all times be consistent with Article II of the Constitution of the Synod (2014/LCC/Const. Article II).</p> <p>3.02 Office of Vice-President</p> <p>The Vice-Presidents shall perform their duties in accordance with the Bylaws (2015/ED/41) and the Regulations (2015/REG/2.08.1), (2014/LCC/3.11b) and in particular shall advise the President, and, upon the request of the President, represent or assist him in any of</p>	<p>DELETE 3.02 as it no longer applies</p>		
-----------	--	---	--	--

	<p>his functions.</p> <p>3.04 Office of the Secretary (2015/ED/36, 43)</p> <p>A. The Secretary shall:</p> <ol style="list-style-type: none"> 1) record and maintain minutes of meetings of the District and the Board of Directors and perform such duties as are usually required of the Secretary of a Corporation. 2) prepare the Convention Proceedings and publish them after approval by the District President (2015/REG/7.14A). 3) keep a complete record of the business transacted by the Board. 4) be a member of the Handbook Committee (2015/REG/6.30). 5) convene the Committee on District Nominations (2015/REG/8.04C). 6) perform all duties in accordance with the Bylaws.(2015/ED/43). 	<p>REWORKED 3.04 in Bylaw # 45</p>	<p>45. The Secretary shall:</p> <ol style="list-style-type: none"> A. record and maintain minutes of meetings of the Corporation and the Board and perform such duties as are usually required of the Secretary of a Corporation. B. keep a complete record of the business transacted by the Board. C. ensure the credentials of all delegates before an annual or special meeting. D. maintain a list of members of the corporation as per the requirements in section 9 of this bylaw. E. give or cause to be given notice of all meetings of the members and of the Board, F. perform such other duties as they may be prescribed by the Board or Chairman. 	
--	--	---	---	--

	<p>3.06 Office of the Treasurer (2015/ED/36-42)</p> <p>A. The Treasurer shall be appointed by the Board of Directors.</p> <p>B. The Treasurer shall carry out the duties as required in the Bylaws (2015/ED/42)</p> <p>C. In addition, the Treasurer shall</p> <ol style="list-style-type: none"> 1) sign or execute documents as required; 2) be ex-officio the trust officer of the District; 3) be a member of the Department for Finance (2015/REG/5.30). 	<p>DELETE as covered in Bylaw # 27 & 44</p>	<p>27... At this or a subsequent meeting the Board shall appoint the Treasurer if needed, and the Privacy Officer.</p> <p>44. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation 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 Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall</p>	
--	---	--	---	--

<p>30</p>	<p style="text-align: center;">IV. BOARD OF DIRECTORS</p> <p>4.00 Organization</p> <p>A. Following each Convention of the District, preferably within one month, the President-elect shall call the first meeting of the newly-elected Board of Directors for the purpose of internal organization. At this meeting, the Board of Directors shall elect its own Chairman who shall not be the District President or Secretary.</p> <p>B. The Board of Directors shall provide for the organization of the Departments (2015/REG/4.04).</p> <ol style="list-style-type: none"> 1) The Board of Directors shall appoint the members of the Departments. 2) At least one director shall be appointed to each Department. <p>C. The Board of Directors shall appoint:</p> <ol style="list-style-type: none"> 1) Treasurer 	<p>DELETED 4.00 parts not applicable. The rest appears in Bylaw # 27</p>	<p>render to the Chairman and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall be ex-officio the trust officer of the corporation and shall also perform such other duties as may from time to time be directed by the Board.</p> <p>27. Immediately following the annual meeting at which the directors are elected, the outgoing Chairman shall call a meeting of the newly-elected Board. At this meeting, the Board of Directors shall elect its own Chairman who shall also serve as Chairman of the Corporation, and the Secretary who shall also serve as Secretary of the Corporation. At this or a</p>	
-----------	--	---	---	--

<p>2) Executive staff.</p> <p>3) The Committee on Abuse Prevention (2015/REG/6.60).</p> <p>4) The District Properties Committee (2015/REG/6.50).</p> <p>5) The Personnel Committee (2015/REG/6.70).</p> <p>6) The Committee for Communication Services (2015/REG/6.40).</p> <p>7) Privacy Officer</p> <p>8) Reconciliation Committee (2015/REG/6.20), (2014/LCC/8.21) In addition, the Board of Directors shall recommend to the Lutherwood board of directors a representative to serve as a member of the board of directors of Lutherwood.</p> <p>D. The Board of Directors shall appoint such other committees as it finds necessary to accomplish the purposes of the District.</p> <p>4.02 Meetings</p> <p>Meetings of the Board shall be held in accordance with the Bylaws (2015/ED/19-21).</p> <p>4.04 Duties and Functions (2015/ED/28-30, 48-50)</p> <p>For purposes of the Regulations in this section only, reference to the convention includes any general delegate meeting of members, where the context would so permit.</p> <p>A. The Board of Directors shall be responsible for the general management and supervision of all business affairs of the District according to the Bylaws and Regulations of the District and the resolutions of the conventions.</p> <p>B. The Board of Directors shall be responsible for planning, developing, implementing, supervising and evaluating the program of the District according to the resolutions of the Synod, the recommendations of its officers and boards, and the resolutions of the conventions.</p>	<p>DELETE 4.02 not necessary</p> <p>DELETE 4.04 some not applicable. Some covered in Bylaw # 30-33</p>	<p>subsequent meeting the Board shall appoint the Treasurer if needed, and the Privacy Officer.</p> <p>30. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.</p>	
--	--	---	--

<p>31</p>	<p>C. The Board of Directors shall define the policies for its officers, departments and committees, and shall be responsible for all actions, decisions and programs that have been authorized or approved by the Board.</p> <p>D. The Board of Directors shall be responsible for the preparation of an annual Mission and Ministry Program for presentation at Fall Circuit Forums except in the year of the Mission and Ministry Planning Conference.</p> <p>(2015/REG/7.50A) The Board will receive feedback from these forums and direct this information to the departments for consideration in the preparation of the proposed budget and programs.</p> <p>E. The Board of Directors shall be responsible for the financial affairs of the District according to the Bylaws and the Regulations of the District and the resolutions of the conventions. Specifically it shall:</p> <ol style="list-style-type: none"> 1) examine the proposed spending program presented by the Department for Finance, determine the amount to be remitted to the Synod, if required, make adjustments in the District program, and set the spending budget for the current year that coincides with estimated income; 2) designate a depository for the funds of the District. Any surplus may be invested in easily converted securities; 3) in cases of emergency, have the power to authorize the Treasurer to borrow money for the purpose of paying subsidies and salaries of persons employed by the District; 4) consider for approval every proposed District-wide solicitation of funds. Such approval must be obtained before congregations are approached. This does not apply, however, to solicitations approved by the Synod and the conventions; 5) cause regular audits to be made of the books of the Treasurer; 6) determine the amount of the fidelity bond(s) to be furnished by the Treasurer and District employees. The premium for such bond(s) shall 		<p>31. The directors shall have the power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.</p> <p>32. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.</p>	
-----------	--	--	--	--

32	<p>be paid by the District;</p> <ol style="list-style-type: none"> 7) hold and manage all of the District's real and personal property in accordance with the instructions and resolutions of the conventions and maintain a current inventory of the District's property; 8) supervise and control disbursements in accordance with receipts, resolutions of the conventions and the Bylaws and Regulations of the District; 9) set and adjust salaries according to directives given by the conventions; 10) provide clerical and other personnel, equipment, services and supplies for District officials, departments and committees for the efficient administration of the business and program of the District, establish the necessary policies, rules, controls and vouchers, and authorize employment and purchases; 11) establish policies for controlling and accounting receipts and disbursements and provide the necessary receipt and disbursement vouchers and record books; 12) establish policies in regard to the Church Extension Fund and all other funds or properties held in trust; 13) establish policies in regard to District group insurances; 14) establish policies in regard to the District Moving Fund for Pastors (2015/REG/5.30J). <p>F. The Board of Directors, as prescribed in the Bylaws and Regulations, shall fill all vacancies in any District office, the Board, department or committee, elected or appointed, except vacancies in the office of Circuit Counsellor, or the committees appointed by the President (2015/ED/18; 2015/REG/2.06, 3.00B.1.d).</p> <p>G. The Board of Directors shall give to the convention a summary report of its activities and actions together with the recommendations for convention adoption or approval, and authorize the convention reports and</p>		<p>33. The Board 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 Board at the time of such appointment.</p>	
----	--	--	---	--

	<p>recommendations of its departments and committees.</p> <p>H. The Board of Directors may, upon recommendation of the departments and within the limits set by the conventions, elect, call, commission or appoint full or part-time workers in the District (2015/REG/5.04F, 6.70, 9.06).</p> <p>I. The Board of Directors shall fulfil all other duties assigned by the Articles, the Bylaws and Regulations of the District, and the resolutions of the convention.</p> <p>4.06 Hearings</p> <p>Anyone who has a matter of importance or concern with regard to the District may submit such matter in writing to the Board of Directors through the Chairman or Secretary. A hearing may be granted at the discretion of the Chairman.</p> <p>4.08 Expenses</p> <p>A. Every department, committee, commission and office shall submit annually to the Board of Directors through the Department for Finance its proposed budget in the format prescribed by the Board of Directors. The same requirement shall apply to officers and officials not directly accountable to a department or commission.</p> <p>B. All departments, committees, commissions, and offices for which an appropriation has been allowed in the spending budget of the District shall operate within the limits of their appropriation</p>	<p>MOVED 4.06 to Bylaw # 29</p> <p>DELETE 4.08 no longer applies</p> <p>May appear in Policy Manual as appropriate.</p>	<p>29. Anyone who has a matter of importance or concern with regard to the Corporation may submit such matter in writing to the Board through the Chairman or Secretary. A hearing may be granted at the discretion of the Chairman.</p>	
--	---	---	--	--

34	<p>appointed by the Board of Directors. If any circuit fails to nominate at least one (1) pastor and one (1) lay person or rostered deacon, the Board of Directors shall nominate persons from that circuit to complete the list of nominees.</p> <p>C. Department terms are for three (3) years. Terms begin on July 1st and end on June 30th.</p> <p>D. The voting members of each department shall consist of a Director and one representative from each circuit. At least two (2) of the voting members shall be clergy and at least 50% of the voting members shall be lay persons, of which one (1) may be a rostered deacon. (2015/REG/6.00) Any Department member who changes circuits during the term of office will complete the appointed term.</p> <p>E. Each department may be enlarged by the Board of Directors, while respecting the provisions of 2015/REG/6.00.</p> <p>F. Resource members may include an executive and a second member of the Board of Directors. Resource members shall not be voting members of a department.</p> <p>G. No person shall serve on any department to which they are directly accountable, but may serve on one of its committees if it can be shown that there is no real or perceived conflict of interest.</p> <p>H. Whenever a member of a department, committee or commission shall cease to be a communicant member of a member congregation, that person shall automatically cease to be a member of a department, committee or commission as the case may be, and that office shall be filled by the appointing authority.</p> <p>5.04 Organization and Functions</p> <p>A. 1) Each department shall annually elect its own chairman and secretary at their fall meeting. Their term shall run fall to fall. In the event there is no current chairman, the appointed Director shall be responsible for calling a meeting of the department.</p>	<p>DELETE 5.04 no longer applies</p>		
----	--	---	--	--

	<p>2) The agenda of each meeting shall be determined by the department chairman in consultation with the executive staff and the Board of Directors liaison and others as needed. The chairman shall be responsible for the department to the Board of Directors.</p> <p>3) The member of the Board of Directors appointed to each department shall serve as liaison with the Board of Directors, but shall not serve as its chairman.</p> <p>4) A majority of the voting members of each department shall constitute a quorum.</p> <p>B. Each department shall meet as often as necessary, but at least twice a year.</p> <p>C. Each department shall prepare, for the approval of the Board of Directors, an annual program of specific projects to be undertaken by the department and its committees, including proposed expenditures and revenues, a timetable for the execution of these projects and estimates of the time and other resources to be provided by District staff in support of these projects.</p> <p>D. Each department shall report on its activities to the congregations of the District through the East District News, District newsletters, circuit meetings or other appropriate means.</p> <p>E. Each department and its committees shall inform themselves about any LCC boards, committees or commissions working in similar areas and shall cooperate with them to achieve common goals.</p> <p>F. Each department, according to procedures authorized by the Board of Directors, may recommend to the Board the engagement of missionaries, chaplains or other full or part-time professional staff to carry out specific programs of the departments, under terms and conditions approved by the Board of Directors (2015/REG/4.04H).</p> <p>5.06 Committees</p> <p>A. Each department shall organize itself into</p>			
--	--	--	--	--

	<p>encourage families to recognize their unit as a blessing from God;</p> <p>D. assist congregations to provide ministry to singles;</p> <p>E. assist congregations in recognizing ministries by and for seniors that they may feel a useful part of the body of Christ;</p> <p>F. assist congregations to develop and maintain a ministry among the youth;</p> <p>G. assist congregations in the development and use of worship services.</p> <p>H. Furthermore, it shall have the following specific responsibilities:</p> <ol style="list-style-type: none"> 1) arrange youth retreats, training conferences and develop other forms of ministry for youth in the District; 2) develop a program for the recruitment of dedicated and talented youth and adults from the congregations of the District for full-time service to our Saviour and His church; 3) be responsible for the East District Lutheran Young Adults and see that appropriate guidance and supervision are provided for this organization; 4) establish procedural guidelines for all committees serving under the department. <p>5.12 Committees of the Department for Parish Services</p> <p>Committees may assist the department in carrying out its mandate. The department may establish such committees as it considers necessary to assist it in fulfilling its mandate.</p> <p>B. OUTREACH 5.20 Duties and Functions</p>	<p>DELETE 5.12 no longer applies</p>		
--	--	---	--	--

<p>36</p>	<p>This department shall (2015/REG/1.00):</p> <ul style="list-style-type: none"> A. consult and cooperate with Circuit Counsellors and neighbouring congregations regarding outreach into a community; B. visit, guide and assist the work and workers in new missions and subsidized congregations; C. receive reports as necessary from those working under this department, e.g. missionaries, chaplains; D. require organized parishes desiring subsidy to submit annual subsidy requests in accordance with procedures of the District; E. be responsible for all aspects of campus ministry done by full or part-time campus pastors at all institutions of post-secondary education within the District; F. seek opportunities for ministry in special areas such as: assistance to non-English-speaking congregations, ministry in large urban areas, refugee assistance; G. cooperate with the Synod in the production and distribution of materials for evangelism, missions and social ministry; H. develop objectives, goals and specific strategies for developing and strengthening missions, for evangelism and for social ministry and provide leadership, training workshops and conferences for the same; <p>Furthermore, it shall have the following specific responsibilities:</p> <ul style="list-style-type: none"> I. encourage and assist congregations in seeking out opportunities for social ministry in their congregations, communities and throughout the District; J. promote sanctity of life concerns, such as alternatives to abortion, euthanasia and abuse; K. serve as the District Emergency Relief Committee, which will recommend, initiate and act in 	<p>DELETE 5.20 no longer applies</p> <p>Matters relating to subsidy will appear in the Policy Manual as appropriate and in the MOU with LCC.</p>		
-----------	---	---	--	--

	<p>Directors for a term of three (3) years.</p> <p>C. The committee shall establish procedural guidelines for publication of the official publication of the district, subject to the approval of the Board of Directors.</p> <p>D. This committee shall coordinate its work with the synod's communication structures</p> <p>E. This committee shall disseminate news and information about the work of the Synod, the District, and/or its congregations and members through all accepted means of communication.</p> <p>F. This committee shall serve as a publicity committee at conventions and conferences, editing the convention delegate report, (2015/REG/7.14B, and preparing official convention releases.</p> <p>G. This committee shall establish and maintain contacts and relations with radio and television station management in the interest of national and international broadcasts and telecasts, encourage support of such programs, and foster radio and television broadcasting within our District.</p> <p>H. This committee shall annually prepare and submit a budget to the Department for Finance an estimate of its financial needs for the coming fiscal year.</p> <p>6.50 Properties Committee</p> <p>A. The Properties Committee shall consist of at least two (2) lay persons and one (1) pastor, at least one (1) of whom shall be a member of the Board of Directors.</p> <p>B. The members shall be appointed by the Board of Directors for a term of three (3) years.</p> <p>C. This committee shall be responsible for the maintenance of the District office building, and such other properties as may be designated by the Board of Directors from time to time.</p> <p>D. This committee shall annually prepare and submit to the Department for Finance an estimate of its</p>	<p>DELETE 6.50 no longer applies</p> <p>Matters dealing with properties owned by the corporation will appear in the Policy Manual as appropriate.</p>		
--	--	--	--	--

<p>41</p>	<p>employee;</p> <ol style="list-style-type: none"> 2) in co-operation with an employee's immediate supervisor or appropriate executive, seek and interview prospective employees and make hiring recommendations to the District President; 3) upon request by the District President and in co-operation with the immediate supervisor or appropriate executive, review an employee's performance and make recommendations on the employee's status to the District President; 4) be knowledgeable and informed of and apply appropriate labour legislation, human rights legislation and other regulations applying to the employees of the East District; 5) upon request, make recommendations to the chairman of the Department for Finance on remuneration for employees; 6) propose to the District President a staff development program for District office employees and, upon approval, initiate the implementation of such a program; 7) at the request of an employee, or the employer, serve in the function of a mediator and/or counsellor. <p>6.80 The Archivist and Historian</p> <p>A. An office of District Archivist and Historian shall be established and maintained.</p> <p>The District President shall appoint for a term of three (3) years, after each convention, a District Archivist and Historian (and such other assistants as may be deemed necessary)</p> <p>B. Procedural guidelines shall be established by the Board of Directors, in consultation with the synodical Board of Directors.</p> <p>This commission shall annually prepare and submit to the Department for Finance an estimate of its financial needs for the coming fiscal year.</p>	<p>DELETE 6.80 no longer applies</p> <p>Matters dealing with District records will appear in the Policy Manual as appropriate.</p>		
-----------	---	--	--	--

	<p>proposals shall be submitted to the Resolutions Committees by the President. (2014/LCC/2.19a1); (2015/REG/7.22).</p> <p>C. Reports or proposals received after the deadline shall be accepted for convention consideration provided they have been submitted at least 15 days prior to the opening of the convention, and adjudged by a committee of the President, a Vice-President, and the Secretary to be of a nature of over-riding importance and urgency which are not adequately covered by documents already before the convention. As required, these shall be provided to the Resolutions Committees as soon as possible and to the delegates upon registration.</p> <p>7.06 Overtures</p> <p>A. Overtures which are to come before the convention shall be presented in duplicate two (2) months prior to the convention.</p> <p>B. Overtures to a convention may be submitted only by:</p> <ol style="list-style-type: none"> 1) a member congregation of the District 2) the Board of Directors of the District 3) official conferences of pastors and deacons 4) a Department of the District 5) a committee established by a prior convention 6) a Circuit Forum. <p>C. Overtures received after the deadline shall be accepted for convention consideration provided they have been submitted at least 15 days prior to the opening of the convention, and adjudged by a committee of the President, a Vice-President, and the Secretary to be of a nature of overriding importance and urgency which are not adequately covered by documents already before the convention. These shall be provided to the Resolutions Committee as soon as possible and to the delegates upon registration.</p>	<p>DELETE 7.06 no longer applies</p>		
--	--	---	--	--

	<p>Minutes (2015/REG/7.28) shall review the minutes of each day and those minutes shall be presented to the convention the following day, amended if necessary and approved.</p> <p>B. The minutes of the final day of the convention shall be presented to the Board of Directors, amended if necessary, and approved by the Board of Directors.</p> <p>7.14 Convention Proceedings and Publications</p> <p>A. The official Proceedings of the convention, including approved minutes, shall be published by the Secretary of the Corporation (2015/REG/3.04 A2).</p> <p>B. The Committee for Communication Services shall serve as a publicity committee at conventions. It shall prepare a daily report to the delegates in consultation with the Secretary, providing highlights of the previous day and the events of the current day. The final day's report shall made available to the delegates, electronically where possible.</p> <p>These combined reports shall form the lay delegate report. (2015/REG/6.40F, 7.34A).</p> <p>7.16 Convention Personnel and Committees</p> <p>A. In ample time before the convention convenes, the President shall appoint such personnel as are necessary for the convention. These may include the essayists, convention chaplains, special service preachers, and others. (2015/REG/7.08B, 8.08).</p> <p>B. In ample time before the convention convenes, the President shall appoint the following committees and name their chairmen. With the exception of the Committee on Facilities and Arrangements these committees shall be appointed from the voting and advisory delegates to the convention.</p> <p>1) The committee on Facilities and Arrangements</p>	<p>DELETE 7.14 no longer applies</p> <p>DELETE 7.16 no longer applies</p>		
--	---	---	--	--

46	<p>Secretary.</p> <p>7.22 The Resolutions Committees</p> <p>A. In order to expedite the transaction of business, the President shall refer all overtures submitted to the convention to Resolutions Committees. The purpose of the Resolutions Committees is to organize the overtures received and present them as resolutions to the convention. It is not the purpose of the Resolutions Committees to change the intent of the overtures submitted. They can, however, combine overtures on a similar topic into one resolution. They can also recommend to decline an overture.</p> <p>B. The Resolutions Committees shall not create or present resolutions that do not originate from properly submitted overtures.</p> <p>C. Except for executive sessions, all meetings of the Resolutions Committees shall be open to any communicant member of a District congregation, delegate or advisory delegate who may appear and speak to the matter. The chairman of each committee shall inform the convention of the time and the place of every open meeting of the committee.</p> <p>D. After due consideration of the overtures referred to them, these committees shall report their findings and recommendations to the convention in the form of resolutions. (2015/REG/7.06), (2014/LCC/2.19, 7.59b)</p>	<p>DELETE 7.22 no longer applies</p>		
	<p>7.24 The Committee on Elections See 2015/REG/8.08</p>	<p>DELETE 7.24 no longer applies</p>		
	<p>7.26 The Committee for Review for Conference Minutes and Essays (2014/LCC/5.151d)</p> <p>Four weeks prior to the convention of the district, the minutes and essays (or a reasonably comprehensive summary of the essays accepted by the pastoral and diaconal conference in plenary and sectional meetings) shall be submitted to a committee appointed by the District President for</p>	<p>DELETE 7.26 no longer applies</p>		

	<p>examination and a report to the convention.</p> <p>7.28 The Committee for Review of District Convention Minutes (2015/REG/7.12)</p> <p>A. This committee shall consist of the Secretary and at least one (1) other voting member.</p> <p>B. The committee shall review the day's minutes and make any corrections deemed necessary so that the minutes can be presented by the Secretary to the convention on the following day for consideration and approval by the members.</p> <p>7.30 Election of Lay Delegates (2015/ED/8)</p> <p>A. To be eligible for election as a lay delegate a person must be at least 18 years of age and a communicant member in good standing of their member congregation.</p> <p>B. The election of lay delegates shall be done in accordance with the Bylaws.</p> <p>C. Congregations which have not notified the Secretary of the Corporation of their Delegate election by January 31st of the convention year shall not be entitled to vote in official meetings of the District unless accepted by a special committee of the President, a Vice President, and the Secretary who will adjudge any credentials submitted after the deadline.</p> <p>D. Where two (2) or more congregations have joined together as a parish, such congregations shall, together, be represented by one delegate and shall, collectively, have one (1) vote. It is suggested that the congregations alternate in choosing a lay delegate (2015/ED/6i).</p> <p>E. A vacant parish shall be entitled to one lay delegate vote.</p>	<p>DELETE 7.28 no longer applies</p> <p>DELETE 7.30 no longer applies</p> <p>This is covered in Bylaw # 8.</p>	<p>8. A class V member that is a congregation, shall, subject to the restrictions in Paragraph 6 (i) for congregations who have joined together as one parish, elect a lay person to be its delegate at all meetings of members. To be eligible for election as a lay delegate a person must be at least 18 years of age and a communicant member in good standing of their member congregation.</p> <p>This delegate shall represent the congregation's interests and shall exercise the vote of the member congregation at all meetings.</p> <p>At the same time as it elects a lay person to be its delegate, the congregation shall elect another lay person as alternate delegate. In the event of the inability or incapacity of the lay person elected as delegate, the person elected</p>	
--	---	---	---	--

47	<p>7.32 Accrediting of Voting Delegates (2014/LCC/3.23)</p> <p>A. Class V members who are pastors, shall stand accredited and entitled to vote.</p> <p>B. The lay delegate of a Class V member congregation shall stand accredited and entitled to vote upon presenting the proper credentials, signed by two of that congregation's officers, to the Committee on Registration, Credentials and Attendance. (2015/ED/8)</p> <p>7.34 Responsibility of Delegates (2014/ LCC/3.27)</p> <p>A. Congregations shall not require their delegates to vote in accordance with specific instructions, but every delegate shall be permitted to vote according to his or her own conviction. Delegates are nevertheless responsible to their congregations, whom they represent, and shall</p>	<p>DELETE 7.32 no longer applies This is covered in Bylaw # 6, 8.</p> <p>DELETE 7.34 not necessary See Bylaw # 8.</p>	<p>as alternate delegate shall be entitled to vote on behalf of the member congregation. The class V member congregation shall forthwith notify the Secretary of the Corporation of the name and address of each person elected as delegate and alternate delegate. The person certified as the elected delegate is the person entitled to vote at the members' meeting. The class V member congregation has the right to amend or replace a delegate during the year but must notify the Secretary in writing of the name and address of the person so elected as its replacement delegate.</p> <p>8.....This delegate shall represent the congregation's interests and shall exercise the vote of the member</p>	
----	---	---	--	--

	<p>attempt to discover the sentiment of the communicant members thereof. They shall be expected to be faithful in attendance at all sessions of the Convention. After each Convention they shall report the actions of the Convention to their respective congregations utilizing the daily reports from the Committee for Communication Services. (2015/REG/7.14B)</p> <p>B. All duly elected voting delegates and advisory members shall attend all sessions regularly until the close of the convention. Voice and vote cannot be exercised by any electronic means. Those who arrive late, leave early, or who do not attend at all shall present a written excuse to the Committee on Registration, Credentials and Attendance. Those absent without excuse shall be admonished by the President.</p> <p>7.36 Advisory Delegates (2014/ LCC/Const. Article XII.12; 2014/LCC/3.25)</p> <p>A. All advisory members of Synod within the District shall serve as advisory delegates. Advisory members of Synod are: pastors whose congregations have not been received into membership in the Synod, pastors not in charge of congregations, members of the Synod who are faculty members at an educational institution established by Lutheran Church–Canada and located in the district, deacons, candidates for the office of pastoral ministry or for the position of deacon, and any other non-voting pastors.</p> <p>B. Advisory Delegates of the District shall be entitled to the floor and may express their opinion the same as voting members.</p> <p>C. They shall be eligible for membership on convention committees unless otherwise specified .</p> <p>D. Advisory members who are temporarily serving voting congregations are not entitled to vote.</p> <p>7.38 Other Advisory Representatives (2014/LCC/2.13)</p> <p>A. The Secretary, the Treasurer of the District and the Directors-At-Large, and the convention</p>	<p>DELETE 7.36 no longer applies</p> <p>DELETE 7.38 no longer applies</p>	<p>congregation at all meetings.</p>	
--	---	---	--------------------------------------	--

48	<p>parliamentarian, shall be advisory representatives to the convention.</p> <p>B. Each Department of the District shall be represented by its chairman or his designate.</p> <p>C. Any other persons may be designated as advisory representatives to a convention only with the approval of the Board of Directors prior to each convention.</p> <p>D. Advisory representatives shall be entitled to the floor and may express their opinion the same as voting members, but shall not be entitled to vote.</p> <p>E. Advisory representatives shall be eligible for membership with voice and vote on convention committees unless otherwise specified. (2014/LCC/3.25).</p> <p>7.40 District Convention Expenses</p> <p>A. The District, through the Board of Directors shall, early in the year of a convention, estimate the total cost of the convention, this estimate to take into consideration the cost of previous conventions, inflation, and additional expenses.</p> <p>B. The estimate thus arrived at shall then be divided by the number of communicant members in the District congregations according to current statistical reports. The resulting figure shall then form the basis of a per communicant levy to be paid by each member congregation in advance of the convention, at the time when credential and registration forms are submitted.</p> <p>C. If actual convention expenses exceed the amount remitted, the District shall pay the difference and recover it from the congregations by a per communicant division of the shortage.</p> <p>D. If actual convention expenses are less than the amount remitted, the surplus shall be kept and applied to the expenses of the next convention.</p> <p>E. An itemized report of the previous convention expenses and receipts shall be in the convention's report.</p>	<p>7.40 will be reworked and appear in the section on meetings once it is determined how to proceed with the expenses.</p>		
----	---	---	--	--

50	<p>8.04 The Committee on District Nominations (2015/REG/8.06)</p> <p>A. The committee shall consist of two (2) persons, of whom one (1) shall be a pastor and one (1) a lay person.</p> <p>B. The committee shall be elected by the convention for a term of three (3) years. This Committee is to be regarded as an ad hoc convention committee, to which limitations on holding multiple offices do not apply.</p> <p>C. The first meeting of the committee shall be convened by the Secretary of the Corporation, who shall not serve as a member of the committee. The committee shall choose its own chairman.</p> <p>D. The committee shall begin its work nine (9) months prior to the convention for which it is preparing a slate of candidates and complete its work no later than three months prior to the beginning of the convention. The committee shall function also during the convention as specified in 2015/REG/8.06.</p> <p>E. The committee, through the Secretary of the Corporation, shall solicit from each voting congregation and each of its called pastors who are members of the Synod, nominations of persons who are regarded as eligible nominees for the various elected positions of the District, except Circuit Counsellor (2014/LCC/ 4.11) and shall briefly list the duties and requirements for each position.</p> <p>Each voting congregation and each of its called pastors who are members of the Synod may nominate one (1) candidate for each elected position on the Board of Directors.</p> <p>Each voting congregation and each voting pastor may nominate one (1) pastor and one (1) lay person for the Committee on District Nominations.</p> <p>Each voting congregation and each voting pastor may nominate one (1) rostered worker and one (1) lay person for the Synodical Committee on Convention Nominations.</p>	<p>DELETE 8.04 no longer applies</p>	<p>C. The Board shall prepare a slate of directors, taking into consideration the names submitted, their specific talents and the current needs of the corporation. They are not limited to the names submitted.</p> <p>18. The election procedures for directors shall be as follows:</p> <p>A. At the meeting of members, the slate prepared by the Board shall be presented. This slate may be amended by nominations from the floor.</p> <p>B. Each voting delegate shall cast one vote for each position to be elected.</p> <p>C. After each ballot the lowest name on the</p>	
----	---	---	---	--

	<p>F. If there are less than two (2) persons nominated for a position, the Committee may seek further nominations</p> <p>G. The committee shall inform the eligible nominees of their nomination and secure written consent or declination by a date specified by the committee, as well as confirmation in writing from their pastor (for lay nominees) that they are communicant members in good standing in their congregation.</p> <p>H. The committee shall request from each willing eligible nominee relevant biographical information, which shall be returned by a date specified by the committee, along with their consent to have this information published in the convention workbook. This requested information shall include age, occupation or profession, address, specific experience and qualifications for the position in question. Candidates for Director-At-Large should also note the circuit in which their congregation is located.</p> <p>I. The list of all eligible and consenting nominees and their biographical information shall be published in the Convention Workbook.</p> <p>8.06 Convention Nominations Procedure</p> <p>A. General</p> <p>1) The chairman of the Committee on District Nominations shall submit the committee's report in person to the convention in the first session and must place before the voting delegates a slate containing the names of all eligible and consenting nominees for each position as received from the eligible congregations and pastors. (2015/REG/ 8.04E)</p> <p>2) Immediately thereupon nominations may be made from the floor of the convention, provided that prior written consent of the nominee has been obtained and that this consent and pertinent biographical</p>	<p>DELETE 8.06 no longer applies</p> <p>Covered in Bylaw # 18</p>	<p>ballot shall be dropped.</p> <p>D. A majority of all votes cast shall be required to elect a director.</p>	
--	--	---	---	--

	<p>Elections shall be held during the convention in the periods specified by the President.</p> <ol style="list-style-type: none">2) All elections shall be by ballot. Delegates must be present in their assigned delegate area to cast a ballot.3) A majority of all votes cast shall be required to elect a candidate, except where otherwise specified.4) Except in the election of the President and Vice-Presidents, the following Regulations shall apply:<ol style="list-style-type: none">a) Candidates receiving a majority on the first ballot shall be declared elected.b) When a second or succeeding ballot is required for a majority, the candidate receiving the fewest votes cast and all candidates receiving less than 15% of the votes cast shall be dropped from the ballot, unless fewer than two (2) candidates receive 15% or more of the votes cast, in which case the three (3) highest candidates shall constitute the ballot. In every election balloting shall continue until every position has been filled by a majority vote (2014/LCC/3.123).5) The order of elections shall be as indicated in the following list. However, after the positions of President and Vice-Presidents have been filled, the first balloting for the remaining positions may be conducted on a consolidated ballot. If further balloting is required for some of the positions in order to determine the majority candidates, such balloting may also be conducted simultaneously. President First Vice-President Second Vice-President			
--	---	--	--	--

<p>52</p>	<p>Secretary of the Corporation Directors-At-Large Circuit Counsellors District Representatives on the LCC Committee for Convention Nominations Committee on District Nominations.</p> <p>B. Elections of the President and Vice-Presidents</p> <ol style="list-style-type: none"> 1) The candidate receiving a majority on the first ballot shall be declared elected. 2) When a second or succeeding ballot is required for a majority, the candidate receiving the fewest votes cast shall be dropped from the ballot. 3) The candidates elected as President and Vice-Presidents are also elected as Directors of the Corporation. <p>C. The candidate elected as Secretary is also elected as a Director of the Corporation.</p> <p>D. Election of the Directors-At-Large</p> <ol style="list-style-type: none"> 1) The Convention shall elect five (5) Directors-At-Large. Each Director-At-Large shall be elected from a different Circuit (2015/REG/2.02B). 2) Each voting delegate may vote for up to five (5) candidates. 3) The votes recorded shall be placed in order of precedence in order that all the requirements of 2015/REG/8.10D1 may be fulfilled. The first five (5) candidates receiving a majority of votes shall be declared elected. <p>E. Election of Circuit Counsellors</p>			
-----------	--	--	--	--

53	<p>1) The election of Circuit Counsellors shall be carried out in accordance with LCC Bylaws (2014/LCC/4.11)</p> <p>2) The convention shall have the right to alter by amendment the slate presented by the Secretary. The convention shall then ratify the slate of the Circuit Counsellors. This ratification shall constitute an election.</p> <p>F. Election of members to the Synodical Committee for Convention Nominations (2014/LCC/2.521)</p> <p>1) One (1) rostered worker and one (1) lay person shall be elected from the slate.</p> <p>2) The candidate in each category receiving the next highest number of votes shall be designated as the alternate.</p> <p>G. Election of the Committee on District Nominations.</p> <p>1) One (1) pastor and (1) one lay person shall be elected from the slate.</p> <p>H. The Officers, Board of Directors, Circuit Counsellors and all other elected boards and commissions are elected for a three (3) year term and shall assume office immediately following the Convention of the District. (2015/ED/38)</p> <p style="text-align: center;">IX. DISTRICT PERSONNEL</p> <p>9.00 Retirement Policies</p> <p>A. The retirement policies shall apply to salaried, non-elected personnel of the District, except as otherwise provided for in these Regulations.</p> <p>B. Each person may request retirement under the applicable provisions of the Worker Benefit Plan</p> <p>C. To the extent, if any, to which the foregoing is inconsistent with the provisions of any pension or retirement plan covering such persons, or the laws of the government of Canada or its provinces, such provisions or law shall prevail.</p>	<p>DELETE 9.00 no longer applies</p> <p>Personnel matters will be covered in the Policy Manual</p>		
----	--	--	--	--

<p>D. The administration of this policy shall be the responsibility of the Board of Directors.</p> <p>9.02 Honorary Officers</p> <p>A. The immediate past President shall be designated as the "Honorary President of the East District."</p> <p>B. Others may be designated by the convention as Honorary Officers of the East District.</p> <p>9.04 Commitments</p> <p>If any officer of the District, member of the Board of Directors, member of any department, committee or Circuit Counsellor shall make any commitments, establish or define any policies, or render any decision without authorization, such action shall in no way be binding upon the District or its Board of Directors.</p> <p>9.06 Appointments (2015/REG/6.70)</p> <p>A. The District President shall nominate such executive and professional staff positions for which prior budgetary allocations have been approved by the District Board of Directors.</p> <p>B. Notice of intention to staff executive or professional positions shall be placed in official District periodicals and may also be announced by other means. Advertisements for support staff positions need not be restricted to District congregations in the region of intended employment.</p> <p>C. The District Board of Directors shall elect, call, commission or appoint each executive or professional staff member by authorizing the engagement of a specifically named individual.</p> <p>D. The Board of Directors shall authorize the creation or continuation of each support staff position but shall not ordinarily be responsible for appointing a specifically named individual.</p> <p>E. The President shall appoint all support staff, after consultation with the intended immediate supervisor.</p>	<p>DELETE 9.02 no longer applies</p> <p>MOVED 9.04 to Bylaw # 49</p> <p>DELETE 9.06 Appointments and procedure should appear in the Policy Manual.</p>	<p>49. If any officer of the Corporation, member of the Board, or member of any committee shall make any commitments, establish or define any policies, or render any decision without authorization, such action shall in no way be binding upon the Corporation or its Board.</p>	
---	---	---	--

54	<p>F. The President shall inform the Board of Directors of all changes in support staff.</p> <p>G. The document of appointment, whether for executive, professional or support staff, shall state clearly, among other things, the circumstances, other than unsatisfactory performance of duties, that might be grounds for suspension or termination.</p> <p>H. The document of appointment shall also specify the minimum rate of severance pay to which the terminated employee may have a right.</p> <p>I. By accepting the appointment, the staff member explicitly agrees to accept the conditions stated in G and H.</p> <p>9.08 Suspensions and Terminations</p> <p>A. Suspensions and terminations require the same approvals as appointments.</p> <p>B. Suspensions and terminations may be appealed to the Board of Directors. They may also be appealed according to any other procedures set forth in the Bylaws and Regulations of the District.</p> <p>C. Termination of appointment may be made at any time for persistent adherence to false doctrine, conduct unbecoming a Christian, wilful neglect of duties, continuing refusal to cooperate or incompetence in the performance of duties.</p> <p>D. Termination of appointment may also occur if there should be no further need for the services of the staff member at present or in the immediate future or should funding become unavailable.</p> <p>E. All parties involved in a potential suspension or termination are expected to review objectively the relevant facts in a Christian manner and to attempt to achieve a mutually satisfactory solution. If the causes for considering termination can be removed to the satisfaction of the appointing authority, termination will not be necessary.</p> <p>(2014/LCC/8.01-8.65)</p>	<p>DELETE 9.08</p> <p>This should appear in the Policy Manual.</p>		
----	--	---	--	--

<p>55</p>	<p style="text-align: center;">X. AMENDMENTS</p> <p>10.00 Amending the Regulations (2015/ED/33)</p> <p>Changes in and additions to the Regulations of the District may be made, provided:</p> <ul style="list-style-type: none"> A. they are not contrary to the <i>Canada Not-for-profit Corporations Act</i> Articles, Bylaws and resolutions of the District and the Constitution, Bylaws and resolutions of the Synod; B. they are submitted to the Handbook Committee for consideration (2015/REG/6.30) C. they are presented in writing as an overture to a convention; D. they are passed by a two-thirds (2/3) majority vote of the convention. <p><i>APPROVED by the Directors as Regulations of Lutheran Church–Canada, East District on the 21st day of December, 2013.</i></p> <p><i>CONFIRMED by the Members on the 1st day of March, 2014.</i></p> <p><i>Certificate of Continuance issued by Industry Canada on the 25th day of March, 2014, and thus is the date upon which these Regulations became effective.</i></p> <p><i>REVISED by the Members in Convention May 3-6, 2015.</i></p>	<p>DELETE 10.00 Since there are no Regulations anymore.</p>		
-----------	---	--	--	--