

**LUTHERAN EAST DISTRICT      BYLAW NO. 2021**

A Bylaw relating generally to the transaction of the affairs of

LUTHERAN EAST DISTRICT CORPORATION

**BE IT ENACTED** as a Bylaw of LUTHERAN EAST DISTRICT CORPORATION as follows:

**DEFINITIONS**

1. In this Bylaw and all other Bylaws of the Corporation, unless otherwise defined:
  - "Act" means the *Canada Not-for-profit Corporations Act, 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.
  - "Chairman" means the Chairman of the Board and the Chairman of the Corporation as determined in accordance with sections 19, 27 and 42 of this Bylaw.
  - "Corporation" or "District" means the corporation incorporated under the Act and named "Lutheran 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.
  - "LCC" means Lutheran Church–Canada, the religious body incorporated under the *Act to Incorporate Lutheran Church-Canada 7-8 Eliz. II Chap. 68, S.C. 1959*
  - "meeting of members" includes an annual meeting of members and a special meeting of members.
  - "member" or "members" means a member or those members of the Corporation as determined in accordance with section 3 of the Bylaw
  - "rostered worker" means a pastor or a deacon who is a member of Synod and appears on the official roster of Synod.
  - "Secretary" means the Secretary of the Board and the Secretary of the Corporation as determined in accordance with sections 19, 27 and 42 of this Bylaw.
  - "Synod" refers to the voluntary ecclesiastical bond shared by LCC Member Congregations and Individual Members who, having accepted the principles, doctrine and religious standards of LCC, walk together to carry out the ministry and mission given by Christ to His Church.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein.

**CORPORATE SEAL**

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 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.

#### **CONDITIONS OF MEMBERSHIP**

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.
4. In any of the following events a member shall cease to be a member of the Corporation:
  - 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 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.
5. There shall be no membership fees or dues unless otherwise directed by the Board.

#### **CLASSES AND RIGHTS OF MEMBERS**

6. As set out in the Articles, there shall be two (2) classes of membership in the Corporation, namely:
  - (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 (1) member of the corporation and shall be represented by one delegate and shall, collectively, have one (1) vote.
  - (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.

#### **VOTING OF MEMBERS**

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.

#### **DELEGATE**

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.

This delegate shall represent the congregation's interests and shall exercise the vote of the member congregation at all meetings.

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 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.

#### **MEMBERSHIP LIST**

9. At least once in each calendar year, the Secretary 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.

#### **CORPORATION MEETINGS**

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 and the Act.

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.

The directors may determine that any annual or special meeting of members may be held electronically as long as all participants are able to adequately communicate with each other during the meeting.

11. All business transacted at a special meeting of members and all business transacted at an annual meeting of members, except consideration of the financial statements, public accountant's report, election of directors and re-appointment of the incumbent public accountant, is special business. Notice of a meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and state the text of any special resolution to be submitted to the meeting.

A member entitled to vote at an annual meeting of members may submit to the Corporation notice of any matter that the member proposes to raise at the meeting. The Corporation shall include the proposal in the notice of meeting. (Act 162-163)

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 upon receipt of a written requisition of Class V members representing 5% of the voting rights of the Corporation.

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, and quorum must be maintained throughout the course of the meeting.

12. Every fourth year the annual meeting shall include the election of the Board of Directors. This annual meeting shall be on such day and at such place as determined by the Board with preference being given to the time and place of the Synod convention. For this annual meeting, the presence of at least one-third (1/3) of the total voting membership of the corporation at the commencement of the meeting will constitute quorum. Participation by electronic means at this annual meeting is not permitted unless the entire meeting is being conducted electronically.

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, prior notification of the upcoming ballot vote shall be provided to the members along with all pertinent information required to make a decision. This notification shall be sent out two (2) weeks before the ballot. The Secretary shall be responsible for conducting said ballot vote and shall appoint two individuals to assist with the balloting.

No error or omission in giving notice of any ballot shall invalidate such ballot or make void the resulting vote.

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.

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 or records of the Corporation.

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.

#### **NOMINATION AND ELECTION PROCEDURES FOR DIRECTORS**

17. The nomination procedures for directors shall be as follows:
  - 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 proposed directors, taking into consideration the names submitted, their specific talents and the current needs of the Corporation. In preparing the said slate of proposed directors, the Board shall not be limited to the names submitted.
18. The election procedures for directors shall be as follows:
  - 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 name with the lowest number of votes shall be dropped from the next ballot.
  - D. A majority of all votes cast shall be required to elect a director.

#### **BOARD OF DIRECTORS**

19. Immediately following the confirmation of this Bylaw by the members, the number of directors of the Corporation shall be fixed at nine (9).

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 the Chairman and Secretary from amongst the directors.

20. Directors shall:
  - 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 Substitute Decisions Act, 1992 or under the Mental Health Act or any similar or successor legislation either in Ontario or any other jurisdiction to be mentally incapable of managing property; not be a person who has been declared to be mentally incapable or under a legal disability by a court in Canada or elsewhere;
  - E. not be an "ineligible individual" as such term is defined in section 149.1 of the Income Tax Act (Canada), as amended from time to time; and
  - F. not be an employee of the Corporation.
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

except for the elections for the Board taking place at the Lutheran Church–Canada, East District Convention in October of 2018. The directors elected at the said Convention shall take office on January 1 of 2019.

22. The office of director shall be automatically vacated:

- A. if a director shall resign his office by delivering a written resignation to the Secretary;
- B. if he is found by a court in Canada or elsewhere to be mentally incapable or under a legal disability;
- C. if he becomes a person who has the status of bankrupt;
- D. if at a special meeting of members a resolution is passed by a majority of the members present at the meeting that he be removed from office;
- E. if he otherwise ceases to be qualified to hold the office of director; or
- F. on the death of the director.

Every director who is or becomes an "ineligible individual" (as such term is defined in section 149.1 of the *Income Tax Act* (Canada)) shall disclose such fact to the Board immediately upon learning that he has become an "ineligible individual". Upon such disclosure being made, the Board may approve of the ineligible individual remaining as a director. If the director is not approved, the director will be deemed to be no longer qualified to hold office and will immediately cease to be a director.

If any vacancy shall occur for any reason set out in this section, the Board by majority vote, may appoint an individual from a Class V member congregation of the Corporation who meets the requirements of section 6 of the Bylaw to fill the vacancy.

23. Meetings of the Board may be held at any time and place to be determined by the directors provided that at least forty eight (48) hours' written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least fourteen (14) days prior to the date of the meeting. There shall be at least one (1) meeting per year of the Board. Notice may be given by e-mail, if approved by the directors, of any meeting. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board 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.

A meeting of the Board may be called by the Chairman, in consultation with the Secretary, or by any three (3) directors.

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.

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.

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.
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 shall elect 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.
28. The property and business of the Corporation shall be managed by the Board who, between annual and special 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.

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:

- 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 LCC, 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 LCC 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.
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.

#### **POWERS OF BOARD OF DIRECTORS**

30. The Board 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.
31. The Board 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 Board 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 may prescribe.
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.
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.

#### **INDEMNITIES TO DIRECTORS AND OTHERS**

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;
- 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; and
  - 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.
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:
- A. property and public liability insurance;
  - B. directors' and officers' insurance; and
  - C. may include such other insurance as the Board sees fit.

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.

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.

#### **EXECUTIVE COMMITTEE**

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.
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.

### **COMMITTEES**

38. The Board shall appoint a Church Extension Fund Committee and an Audit Committee. The Board may appoint other committees as it deems appropriate from time to time. The Board shall establish the mandate for all of these 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.

At least two (2) members of each such Committee must be a director. Each such committee shall elect its own chairman and appoint its own recording secretary and establish its own procedures. Minutes of each committee meeting shall be kept by the recording secretary of the committee and shall be forwarded to the secretary.

39. No committee, including the Executive Committee, has authority to:
- 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.

### **CONFLICT OF INTEREST**

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.

### **MINUTES OF BOARD OF DIRECTORS**

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.

### **OFFICERS OF THE CORPORATION**

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 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.

#### **DUTIES OF OFFICERS**

43. The Chairman shall:

- A. be the Chief Executive Officer of the Corporation.
- B. be the Chairman of the Board.
- C. 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.
- D. appoint a designate to preside at all meetings of the Corporation if necessary.
- E. have the general and active management of the affairs of the Corporation.
- F. see that all orders and resolutions of the Board are carried into effect.
- G. be an ex-officio member of all committees of the Corporation.
- H. exercise other responsibilities as are generally consistent with the role of Chief Executive Officer, or as directed from time to time by the Board.

44. The Treasurer shall:

- A. have the custody of the funds and securities of the Corporation.
- B. keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books and records belonging to the Corporation.
- C. 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.
- D. disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements.
- E. 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.
- F. be ex-officio the trust officer of the Corporation.
- G. perform such other duties as may from time to time be directed by the Board.

45. The Secretary shall:

- 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.
46. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.
47. Remuneration, if any, for all officers other than officers who are also directors, agents and employees and committee members shall be fixed by the Board by resolution.

#### **GENERAL POWERS AND DUTIES OF OFFICERS AND DIRECTORS**

48. Officers and directors shall:
- A. be familiar with the Constitution, Bylaws, and resolutions of LCC 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
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.

#### **EXECUTION OF DOCUMENTS**

50. Contracts, documents or any instruments in writing requiring the signature on behalf of the Corporation, shall be signed by the Chairman, (or the properly appointed representative), together with the Secretary, (or the properly appointed representative). All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have the power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation.

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.

#### **FINANCIAL YEAR**

51. Unless otherwise ordered by the Board, the fiscal year end of the Corporation shall be the thirty-first (31<sup>st</sup>) day of January in each year.

#### **BORROWING POWERS**

52. The Board of the Corporation may from time to time:
- 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.
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.
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.

#### **AMENDMENT OF BYLAWS**

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.

This is deemed to be special business. Notice must be given in accordance with section 14 of this Bylaw.

#### **PUBLIC ACCOUNTANT**

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 Board may fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be set by the Board.
57. The members may remove, by ordinary resolution, any public accountant before the expiration of the term of office in accordance with the Act.

#### **BOOKS AND RECORDS**

58. The Board 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.

#### **INTERPRETATION**

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.

**REPEAL OF PRIOR BYLAWS**

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.

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.

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*APPROVED by the Directors as a By-Law of Lutheran Church–Canada, East District as Bylaw 2014 on the 21st day of December, 2013.*

*CONFIRMED by the Members in accordance with the Canada Not-for-profit Corporations Act on the 1st day of March, 2014.*

*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.*

*REVISED by the Members in Convention May 3-6, 2015 and renamed Bylaw 2015.*

*REVISED AND APPROVED by the Directors on the 27th day of August 2018 and renamed Bylaw 2018. AMENDED AND ADOPTED by the members as per Resolution 18-2-04a and MOTION C18-4 at a special meeting of the corporation held in conjunction with the East District Convention on October 15, 2018 and thus is the date upon which this bylaw became effective.*

*August 25, 2020 -Technical Amendments regarding the name of the corporation due to corporate name change (Certificate of Amendment approved by Corporations Canada effective July 30, 2020) made by Secretary on authority of the Board of Directors at its meeting of August 25, 2020 by Resolution per Motion 29-50. Renamed Bylaw 2020.*

*January 13, 2021 - Amendments to Paragraphs 10, 12 and 21 necessitated because of Covid-19 and restrictions on in-person meetings. amendments approved by a ballot vote of members and confirmed by the Board of Directors on January 13, 2021. Renamed Bylaw 2021*