

BY-LAW NO. 2

a by-law relating generally to the transaction of the ecclesiastical affairs of

ST. MATTHEWS (KITCHENER) LUTHERAN CHURCH

BE IT ENACTED as a by-law of ST. MATTHEWS (KITCHENER) LUTHERAN CHURCH (the "Corporation") as follows:

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PREAMBLE

In the name of the Father, and of the Son, and of the Holy Spirit. Amen.

Recognizing that the Church of Jesus Christ and its unity is found in "the assembly of believers among whom the Gospel is administered according to the Gospel preached in its purity and the Holy Sacraments," and desiring to unite as a congregation in the common confession, defense and proclamation of our faith in Jesus Christ our Saviour, we the members of the Church of Christ adopt this constitution and pledge ourselves to be governed by its provisions.

ARTICLE I

Name and Incorporation

Section 1. The name of this congregation shall be St. Matthews (Kitchener) Lutheran Church of Kitchener, Ontario.

Section 2. This congregation is incorporated under the laws of the Province of Ontario on December 19, 2005 at the City of Kitchener in the Province of Ontario.

Section 3. The Corporation Number is 1678287.

ARTICLE II

Confession of Faith

Section 1. This congregation confesses the Triune God--Father, Son and Holy Spirit--as the one true God. It proclaims the Father as Creator and Preserver, his Son Jesus Christ as Redeemer and Lord, and the Holy Spirit as Regenerator and Sanctifier.

Section 2. This congregation confesses that the Gospel is the revelation of God's saving will and grace in Jesus Christ, which he imparts through Word and Sacrament. Through these means of grace the Holy Spirit creates believers and unites them with their Lord and with one another in the fellowship of the Holy Christian Church.

Section 3. This congregation confesses the Scriptures of the Old and New Testaments as the inspired Word of God, through which God still speaks, and as the only source of the Church's doctrine and the authoritative standard for the faith and life of the Church.

Section 4. This congregation subscribes the documents of the Book of Concord of 1580 as witnesses to the way in which the Holy Scriptures have been correctly understood and explained and confessed for the sake of the Gospel, namely:

- a. The Apostles', the Nicene, and the Athanasian Creeds as the chief confessions of the Christian faith;
- b. The Unaltered Augsburg Confession as its basic formulation of Christian doctrine;
- c. Luther's Small Catechism as a clear summary of Christian doctrine;
- d. The Apology of the Augsburg Confession, Luther's Large Catechism, the Smalcald Articles with the Treatise, and the Formula of Concord as further witnesses to the Unaltered Augsburg Confession.

ARTICLE III

Purpose and Objectives

Section 1. This organization shall be carried out without purpose of gain for its members and any profit and other gains to the organization shall be used in promoting its objectives.

Section 2. This congregation is a worshipping, learning, witnessing and serving community of baptized persons among whom the Word is proclaimed and the Sacraments are administered according to the Gospel, and whose corporate existence is recognized by the Evangelical Lutheran Church in Canada. It shall provide support to enable the fulfillment of the mission and ministry of this church.

- a. **Worship.** This congregation, remembering God's mighty acts in the past, celebrating God's abiding presence, and moving toward God's promised fulfillment, will listen to the Word of God in Scripture and preaching, receive the Sacraments, and respond with confession, prayer, praise, thanksgiving, and with tithes and offerings. In order to assist members to acknowledge God's rule over their lives, their own unity as Christ's body on earth, and to express their relationship with God in public and in private, the congregation shall gather for worship regularly and, in accordance with the traditions of the Lutheran Church, recruit, equip and support members for leadership in worship, use appropriate worship materials, and make certain that worship has a place in other functions of the congregation.
- b. **Learning.** This congregation shall develop an educational program designed to assist persons to grow in grace and faith and in the knowledge of the Scriptures and the Lutheran Confessions for service and witness in the world. To this end it shall provide learning opportunities with appropriate curriculum, shall recruit, equip, approve and support teachers, and shall ensure that adequate study under girds all functions of the congregation.
- c. **Witnessing.** This congregation, relying on the Holy Spirit, shall proclaim the Gospel by word and deed and thereby invite all people to repent and believe. The congregation shall recruit, motivate, equip and support its members to witness their faith at every opportunity in daily life so that the Lord is glorified, the fellowship is strengthened, the lapsed are restored and new members are added to the congregation. It shall provide for the communication of the Gospel through fellowship in the wider Christian community. It shall assure that all congregational functions witness to the faith of the church.
- d. **Service.** This congregation shall live by faith active in love. It shall motivate, equip and support its members to minister in daily life; to participate as members of a caring community; to serve as Christians in all the institutions and structures of the society of which they are a part; and individually and corporately to promote justice and reconciliation, meet human needs and alleviate suffering. In these efforts the congregation shall co-operate with the synod of the Evangelical Lutheran Church in Canada, other Christian Churches and other groups in society. It shall make certain that all its functions strengthen the motivation and ability for service.
- e. **Support.** This congregation in faithfulness to God shall provide leadership, organizational structures, facilities and funds to enable fulfillment of its functions. The

congregation shall strive to maintain effective stewardship practices, evaluate regularly the total life and ministry of the congregation, and recruit, equip and support members of the congregation to provide for these activities.

ARTICLE IV Reconciliation and Discipline of a Member

Section 1. In situations when a member:

- a. causes strife or division within the congregation;
- b. advocates doctrines which are contrary to the Holy Scriptures and the Confessions of the Church; or
- c. has engaged in conduct that is unbecoming a member of the body of Christ; the goal of the congregation shall be reconciliation using restorative practices and/or mediation in accordance with Matthew 18:15-18.

Section 2. When, in the opinion of the Board of Directors, reconciliation cannot be achieved, the Board of Directors shall administer discipline. A person who is requested to appear before a properly called meeting of the Board of Directors shall be advised in writing no less than ten (10) days prior to the hearing. The written notice shall include the time and place of the hearing and shall specify the exact reason for the hearing. If a person fails to appear at the time and place without valid excuse, the Board of Directors, with a quorum present, may proceed with the hearing and may reach its conclusion in the member's absence. Should the Board of Directors by a two-thirds (2/3) vote support disciplinary action, the Board of Directors shall impose one of the following:

- a. censure before the Board of Directors or the congregation,
- b. suspension from membership until evidence is given of sufficient repentance and amendment,
- c. exclusion from membership and participation in the life of the congregation.

In the event of the imposition of (b) or (c) above, the action of the Board of Directors shall be in writing.

Section 3. There shall be a right of appeal to the congregation according to a policy approved by the Board of Directors and shall include consultation with the bishop of the synod.

Section 4. Right of further appeal from a decision of the congregation shall be as provided in the constitution and bylaws of the synod.

Section 5. Notwithstanding anything else contained herein, Membership is given upon the strict condition that disciplinary proceedings and the results thereof and any other proceedings or matters carried out in accordance with the Church's Articles of Incorporation and Bylaws shall not give a Member cause for any legal action against the Church, the Pastor, any employee of the Church, any Officer or member of the Board of Directors or any other Member of the Church, and the acceptance of Membership in the Church shall constitute conclusive and absolute evidence of a waiver by the Member of all rights of action, causes of action, and all claims and demands against the Church, the Pastor, any employee of the Church, any Officer or member of the Board of Directors or another Member of the Church in relation to disciplinary proceedings and the results thereof, and any other proceedings or matters carried out in accordance with the Church's Articles of Incorporation and

Bylaws or involving the Church in any manner whatsoever and this provision may be pleaded as a complete estoppel (i.e. the prevention of an action) in the event that such action is commenced in violation hereof.

ARTICLE V

Authority

Section 1. This congregation shall operate in accordance with its own Constitution and Bylaws, including owning its own property, making decisions in regard to its programming, calling its pastor(s) after consulting with the bishop of the Synod, and is subject to the authority of the Evangelical Lutheran Church in Canada and its synods as expressed in their constitutions and bylaws as enacted from time to time retaining authority in all other matters that have not been committed to the Evangelical Lutheran Church in Canada or its synods in their Constitutions or Bylaws or by subsequent enactments.

Section 2. The congregation shall operate in accordance with all applicable laws and regulations.

Section 3. The authority of the congregation shall be vested in the congregational meeting, called and conducted in the manner provided in these bylaws, and in the Board of Directors and its committees as provided by these bylaws or as assigned by the congregational meeting.

Section 4. Real property shall not be purchased, disposed of or encumbered in any manner except by resolution adopted by no less than two thirds (2/3) majority vote of the members present and voting at a properly called meeting of the congregation.

Section 5. The Board of Directors shall advise the bishop of the synod when the congregation is:

- a. experiencing strife and division;
- b. finding it impractical to function according to its bylaws (e.g. holding regular Board meetings; holding an annual meeting; electing the required number of Board members; complying with corporate, income tax or other legal obligations; obtaining quorum for congregational meetings; operating and fulfilling its purpose and objectives (ARTICLE III); fulfilling its duties and obligations with being part of the ELCIC (ARTICLE VI)
- c. desiring to relocate, merge or amalgamate with another congregation;
- d. considering dissolution; or
- e. considering gifting or disposing of a portion of its assets (including real property) valued in excess of 25% of its operating budget.

Section 6. Should this congregation's membership so diminish in numbers or resources as to render it impossible or impractical for the congregation to function according to its constitution and bylaws, the bishop of the synod shall arrange a consultation with any remaining members after which Synod Council may deem the congregation defunct. If the congregation is deemed to be defunct, the Synod Council shall appoint trustees, including where feasible, members of the former congregation, who shall take charge and control of the property of said congregation to hold, manage and convey the same on behalf of the former congregation.

Section 7. Should this congregation wish to merge with another congregation that is a member of the synod of which this congregation is a member congregation, or should this congregation, with the consent of the synod, wish to merge with another congregation from another denomination, this congregation shall do so:

- a. only in accordance with a resolution adopted by no less than two-thirds (2/3) of the members present and voting at a properly called meeting prior to such merger, and all property real, personal and mixed shall be transferred or disposed of; and,
- b. the proceeds of such disposition shall be distributed or the property shall be transferred in accordance with such resolution adopted by no less than two-thirds (2/3) of the members present and voting at a properly called meeting.

Section 8. Should this congregation dissolve for whatever reason, other than by merger with another congregation of the ELCIC, and after payment of all debts and liabilities, in accordance with the resolution adopted by no less than two-thirds (2/3) of the members present and voting at a properly called meeting of this congregation prior to the dissolution, all property real, personal and mixed shall vest in the synod of which it is a part, its successor or assigns, provided same is, at that time, a registered charity under the Income Tax Act (Canada), failing which such property shall be distributed in accordance with the Articles of Incorporation and applicable legislation.

Section 9. The fiscal year end of the congregation shall be December, 31st of each year.

ARTICLE VI

Relationship to the Evangelical Lutheran Church in Canada

Section 1. This congregation is and shall be a part of the ELCIC or its successor and of the synod within whose boundaries it is located or to which it has otherwise been assigned.

Section 2. This congregation claims for itself all the rights and privileges and accepts all the duties and obligations connected with being part of the ELCIC. In so doing, this congregation recognizes it is subject to the constitution, bylaws and enactments of the ELCIC and of the synod as having governing force in its life.

Section 3. This congregation covenants to support faithfully with prayer, personal service and offerings the common work of the ELCIC and of the synod.

Section 4. This congregation operates under these synodically approved constitution and bylaws that are in accordance with the constitution and bylaws of the ELCIC and of the synod of which it is a part.

Section 5. Should the congregation consider severing its relationship with the ELCIC, it shall confer with the bishop of the synod before any formal steps are taken leading to such action. Subsequent to such consultation with the bishop of the synod, a motion to sever the relationship with the ELCIC may be considered at a special meeting of the congregation. This decision shall require a resolution adopted by no less than two-thirds (2/3) of the voting members present and voting. Notice of the motion and the date and time of the congregational meeting shall be sent by registered mail to the bishop of the synod at least 30 days before the meeting. Such decision shall not be effective until the bishop of the synod has been notified and the initial decision has been ratified by a resolution adopted by no less than two-thirds (2/3) of the voting members present and voting at a subsequent properly called and conducted meeting held not less than 90 days and not more than 150 days after the first meeting. Notice of the date and time of the second meeting shall be sent by registered mail to the bishop of the synod at least 30 days prior to the meeting.

ARTICLE VII

The Office of the Ministry

Section 1. A rostered minister of the congregation shall be a person whose soundness in the faith, aptness to teach and educational qualifications have been examined and approved by the Evangelical Lutheran Church in Canada, and who has been properly ordained or consecrated, who accepts and adheres to the Confession of Faith of the Evangelical Lutheran Church of Canada, and who strives in life and conduct to be above reproach.

Section 2. Authority to call and retain a rostered minister shall rest in the congregation. Such authority to call shall be exercised by not less than a two-thirds majority vote of members present and voting at a meeting properly called for that purpose. Throughout the call process the Board of Directors, or a committee authorized by the congregation, shall seek the advice and counsel of the bishop of the synod.

Section 3. Only a minister on the roster of the Evangelical Lutheran Church in Canada or one who is recognized for call by a synod of the Evangelical Lutheran Church in Canada may be called as a minister of the congregation.

Section 4. Every pastor shall:

- a. Preach the Word, administer the Sacraments and conduct public worship in harmony with the faith and practices of the church
- b. Baptize, confirm and marry in accordance with the teaching of the church and with the laws of the province or territory, visit the sick and distressed and bury the dead;
- c. Inculcate piety in individual and family life and provide pastoral leadership to all schools and auxiliary organizations of the congregation;
- d. Install members of the Board of Directors and, with the Board of Directors, administer discipline;
- e. Seek out and encourage qualified persons to prepare for the ministry of the Gospel and strive to extend the Kingdom of God in the community, at home and abroad;
- f. Encourage the members to be generous in support of the ministry of the congregation, the synod and the church;
- g. Keep accurate membership records including baptisms, confirmations, marriages, burials and communicants, and submit a report of such statistics annually to the secretary of synod on forms provided by the church. The parish records shall be kept in a separate book which shall remain the property of the congregation;
- h. Commend members who move to the pastoral care of the parish in which their new home is located.

Section 5. In order that a minister of this congregation may be devoted fully to the duties of the office, adequate compensation and premiums under the church's pension plan shall be provided, paid in semi-monthly or monthly installments. Expenses incident to attendance at conventions of the synod and the church and at meetings otherwise required by the minister's office shall be defrayed by the congregation, except where other provisions are made.

Section 6. The regular call of this congregation when accepted by a rostered minister shall constitute a relationship which shall be terminated only for the following causes:

- a. the resignation of the rostered minister;

- b. the retirement of the rostered minister;
- c. disqualification of the rostered minister through discipline;
- d. division of a pastoral charge;
- e. the physical or mental incapacity of the rostered minister;
- f. continued neglect of ministry;
- g. inability to conduct the pastoral office satisfactorily in the parish in view of local conditions, without reflection on the moral and spiritual character of the pastor.

In the last three contingencies, the procedures provided for in the constitution of the synod shall be followed.

Section 7. In the event of alleged defection in doctrine or alleged conduct unbecoming a rostered minister, the matter shall be referred by the Board of Directors to the bishop of the synod, for action as provided in the constitution and bylaws of the Evangelical Lutheran Church in Canada.

Section 8. At a time of pastoral vacancy, the Board of Directors shall select an interim minister after consultation with the bishop of the synod. All interim and supply ministers shall refrain from exerting influence in the call process of the congregation.

Section 9. When an additional pastor is called, the privileges and responsibilities of that pastor shall be specified in the call drafted in consultation with the incumbent pastor(s), the Board of Directors and the bishop.

Section 10. Upon receiving a call to another ministry, the minister shall consult with the bishop and the president of the Board of Directors before a decision is reached. The minister shall inform the congregation and the bishop of the decision on the call within thirty days of official notice. When a call has been accepted, the minister shall normally terminate the ministry within two months.

ARTICLE VIII Congregational Ministries

Section 1. There shall be ministries of Worship, Sharing & Caring, Learning and Support.
Section 2. The Pastor(s) and/or designate shall be an Ex-Officio member of ministries and committees and shall be notified of all regular or special meetings.

ARTICLE IX Duties of the Board of Directors

The Duties of the Board of Directors are set out in the section entitled “*Duties of the Board of Directors*” in By-law No. 1.

ARTICLE X Auxiliaries and Organizations

All auxiliaries and organizations within the congregation shall exist to aid it in ministering to its members and to all whom it can reach with the Gospel of Christ. Regular reports concerning the program and work of these organizations and auxiliaries shall be made to the Board of Directors and meetings of Members.

ARTICLE XI
Bylaws and Amendments

Refer to Bylaw No. 1: Process to Amend, and Obligation to Initiate Amendments.

INTERPRETATION

All terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the Ontario *Not-for-Profit Corporations Act*, 2010 (ONCA) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- d. "Chair" means the chair of the Board;
- e. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name they are called;
- g. "Member" means a member of the Corporation and may refer to a voting member or a non-voting member; when this document uses the term "member", in the context of a vote or voting, it is to be inferred as "voting member";
- h. "Members" means the collective membership of the Corporation, also referred to as the congregation;
- i. "Officer" means an officer of the Corporation;
- j. "Articles" means the articles of incorporation or equivalent corporate document filed with the Government of Ontario;
- k. "Voting member" means a member who is a Confirmed Member who is in good standing. A Member in good standing is one who partakes of the Sacrament of Holy Communion, supports the church with offerings and participates in the life and worship of the congregation, and is faithful in carrying out the responsibilities of membership;
- l. "Non-voting member" means all members that do not meet the conditions for being a voting member but remain members without voting privileges;
- m. "Synod" means the Eastern Synod of the Evangelical Lutheran Church in Canada (ELCIC);
- n. "Rostered minister" means a person whose soundness in the faith, aptness to teach and educational qualifications have been examined and approved by the ELCIC, and who has been properly ordained or consecrated, who accepts and adheres to the Confession of Faith of the ELCIC, and who strives in life and conduct to be above reproach; and

- o. “Church” means the one, holy, catholic, and apostolic Church when used in general terms. When used in specific terms referencing the administration of the institution governed by the Corporation and the Synod it is taken to mean the particular institution being referenced.

THIS BY-LAW is passed by the Directors of the Corporation pursuant to the *Ontario Not-for-Profit Corporations Act* (2010), as evidenced by the signatures of the President and Secretary hereto.
DATED as of December 17, 2024.

President

Secretary

THIS BY-LAW is confirmed by the members of the Corporation pursuant to the *Ontario Not-for-Profit Corporations Act* (2010) , by a motion passed at a meeting held the 12th of January, 2025.

President

Secretary

THIS BY-LAW is approved by the Evangelical Lutheran Church in Canada Eastern Synod Council, by a motion passed by e-vote on the 11th day of February, 2025.