

LUTHERAN CHURCH-CANADA

STATUTORY BYLAWS

BEING A BYLAW ENACTED PURSUANT to section 5 of the *Act to Incorporate Lutheran Church-Canada* and to provide generally for the carrying out of the objects and purposes of Lutheran Church-Canada.

BE IT ENACTED as a Bylaw of LUTHERAN CHURCH-CANADA as follows:

Article I Interpretation

Definitions

1.01 In these Bylaws unless the context otherwise requires:

“Act” means the *Act to Incorporate Lutheran Church-Canada 7-8 Eliz. II Chap. 68, S.C. 1959*;

“administrator” means an individual appointed by the Board to assist it in managing the non-ecclesiastical activities and affairs of LCC;

“Board” means the Board of Directors of LCC;

“circuit” means a grouping of Member Congregations located in an area of Canada, the number and boundaries of which are established by the Board from time to time;

“circuit counsellor” has the meaning ascribed to it in the Synodical Bylaws;

“Convention” means a general or special meeting of the delegates appointed by Member Congregations;

“deacon” means an individual received at a Convention or by the Board to the position of deacon;

“delegate” means an individual appointed by a Member Congregation to represent the Member Congregation at a Convention;

“director” means an individual elected at a Convention to the Board ;

“Individual Member” means a pastor or a deacon;

“LCC” means Lutheran Church-Canada, the religious body incorporated under the *Act*;

“Member” includes a Member Congregation and an Individual Member;

“Member Congregation” means a community of believers gathered around Word and Sacrament for worship and sharing of doctrine and confession as expressed in the Synodical Constitution, which community has been received at a Convention or by the Board as a Member Congregation;

“Memorandum of Understanding” means an agreement entered into between LCC and an organization which accepts the principles, doctrine and religious standards of LCC as set out in the Synodical Constitution and Synodical Bylaws and which supports the mission and ministry of LCC;

“parish” means two or more Member Congregations that have associated together to constitute a parish, which association has been approved by the Board;

“pastor” means an individual received at a Convention or by the Board to the office of ministry as a pastor;

“region” means a geographic region of Canada established by the Board from time to time;

“regional pastor” has the meaning ascribed to it in the Synodical Bylaws;

“roster” means a list maintained by LCC of all individuals who have been received as pastor or as a deacon and whose status is in good standing, and of all Member Congregations;

“Synod” refers to the voluntary ecclesiastical bond shared by Member Congregations and Individual Members walking together to carry out the ministry and mission given by Christ to His Church;

“Synodical Family” means Member Congregations, Individual Members, and organizations who have entered into a Memorandum of Understanding with LCC;

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

Article II Corporate Seal

2.01 The seal of LCC shall be in such form as shall be prescribed by the Board and shall bear the words "LUTHERAN CHURCH-CANADA".

Article III Head Office

3.01 The head office of LCC shall be located in the City of Winnipeg, in the Province of Manitoba, Canada, and at such a location as the Board may from time to time determine.

Article IV Fiscal Year

4.01 Unless otherwise determined by the Board the fiscal year end of LCC shall be the last day in January each year.

Article V Auditors

5.01 The delegates present at a Convention shall, by resolution, appoint an auditor to audit the financial statements of LCC for report to the delegates at the next Convention. The auditor shall hold office until the next Convention, provided that the Board may fill any vacancy which may occur in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

Article VI Synod, Synodical Constitution, Synodical Bylaws, Roster and Synodical Family

6.01 The Synod represents a voluntary ecclesiastical bond shared by Member Congregations and Individual Members who have accepted the principles, doctrine and religious standards of LCC and have been received as a Member as set out in the Synodical Constitution and Synodical Bylaws. This ecclesiastical bond does not create a legal relationship or government. The Synod has no secular status, does not own property or enter into contracts, and has no employees.

6.02 The principles, doctrine, and religious standards adopted by LCC are those set out in the Synodical Constitution and Synodical Bylaws.

6.03 The Synodical Constitution and Synodical Bylaws adopted by LCC shall be adhered to by all those sharing the ecclesiastical bond represented by the Synod. The Synodical Constitution and Synodical Bylaws may be amended in the manner set out in such documents.

6.04 LCC shall establish and maintain a roster of Member Congregations and of Individual Members. The eligibility of Members to be included on the roster, the requirements for continuing on the roster, and the circumstances under which a Member might be removed from the roster, either on a temporary or a permanent basis, are set out in the Synodical Bylaws.

6.05 An organization which supports the principles, doctrine and religious standards of LCC as set out in the Synodical Constitution and the Synodical Bylaws may apply to the Board to enter into a Memorandum of Understanding under which such organization would support the mission and ministry of LCC. Any such organization will be considered part of the Synodical Family. The Board may terminate a Memorandum of Understanding with an organization in the event the Board is of the opinion that the organization is conducting its affairs in a manner inconsistent with the principles, doctrine and religious standards of LCC or in a manner inconsistent with supporting the mission and ministry of LCC.

6.06 In the event of a discrepancy between a provision in the Synodical Constitution or Synodical Bylaws in a manner specifically dealt with in these Statutory Bylaws, the provisions of these Statutory Bylaws shall prevail.

Article VII Membership

7.01 There shall be two classes of membership, namely:

- (a) Member Congregation; and
- (b) Individual Member.

7.02 An applicant for membership in LCC becomes a Member upon being received as a Member in the manner set out in this Statutory Bylaw, in the Synodical Constitution, and in the Synodical Bylaws.

7.03 The eligibility and entitlement of a community of believers to be received as a Member Congregation and the rules, procedures and entitlements necessary for a community of believers to be received as a Member Congregation are those set out in the Synodical Constitution and Synodical Bylaws.

7.04 Each Member Congregation must be incorporated or otherwise established as a separate identifiable entity, and must adopt a constitution and otherwise conduct their activities and affairs in a manner consistent with the provisions of the Synodical Constitution.

- 7.05 Each Member Congregation, being a registered Canadian charity, is expected to gift to LCC a share of the offerings the Member Congregation receives from its communicant members in order to support the mission and ministry conducted by LCC on a regional, national and international basis.
- 7.06 Each Member Congregation shall be entitled to vote at Conventions in the manner provided for in these Statutory Bylaws.
- 7.07 The membership of a Member Congregation may be suspended and the membership of a Member Congregation may be terminated provided in the Synodical Constitution and Synodical Bylaws.
- 7.08 Each pastor and each deacon on the roster of LCC shall be an Individual Member.
- 7.09 In the event an individual ceases to be on the roster of LCC such person shall cease to be an Individual Member.
- 7.10 An Individual Member is not entitled to vote at Conventions by virtue of that person's status as an Individual Member.
- 7.11 Each Member Congregation and each Individual Member, as a condition of membership in LCC, must accept the authority of the president to exercise the ecclesiastical supervisory functions of the president as set out in the Synodical Constitution and the Synodical Bylaws.
- 7.12 No Member Congregation and no Individual Member is entitled to any share of the property of LCC upon termination of that former Member's membership in LCC.

Article VIII Appointment of Delegates

- 8.01 Subject to 8.02 and 8.03, at least 90 days prior to a Convention, each Member Congregation shall appoint two individuals as its delegates to represent the Member Congregation at the Convention. One delegate must be a pastor serving that Member Congregation and one delegate must be a lay person who is a Member of that Member Congregation.
- 8.02 Where two or more Member Congregations form a parish and are served by more than one pastor, those Congregations must jointly appoint one pastor and one lay person to represent the Member Congregations at the Convention.
- 8.03 Where two or more Member Congregations form a parish and are served by the same pastor, those Congregations may only appoint one pastor and one lay person as delegates to represent them at the Convention.
- 8.04 In the event a Member Congregation is served by a vacancy pastor or by an interim pastor, that pastor may be appointed as one of the Member Congregation's delegates.
- 8.05 No pastor may be appointed as a delegate by more than one Member Congregation.
- 8.06 No person listed as an advisor under 9.15 is eligible to be appointed as a lay person to represent a Member Congregation as its lay delegate.
- 8.07 The names and addresses of each individual appointed as a delegate by a Member Congregation shall be forwarded to the secretary together with such other information as may be required by the secretary.
- 8.08 In the event a lay delegate of a Member Congregation is unable to attend a Convention, the Member Congregation may appoint an alternate qualified individual as a delegate for that Convention.
- 8.09 It shall be the responsibility of delegates to function as resource persons within that delegate's Member Congregation and to assist in the dissemination and implementation by the Member Congregation of resolutions passed at a Convention.

Article IX Conventions

- 9.01 A Convention shall be held every four years at a time and place determined by the Board.
- 9.02 No notice of a Convention need be given to a Member Congregation or to a delegate appointed by that Member Congregation. The secretary shall publish in an official periodical published by LCC the time and place of each quadrennial Convention at least six months in advance of the opening date of the Convention. Such notice shall indicate the business to be conducted at the quadrennial Convention.
- 9.03 At each quadrennial Convention, the delegates shall receive a report from the president and from the Board; shall appoint auditors; shall elect a president and a vice-president, shall elect directors and members of such commissions as may be established and prescribed from time to time in the Synodical Bylaws; and shall transact such other business as may properly come before the Convention.

9.04 The delegates at a Convention shall determine all matters relating to carrying out of the ecclesiastical mission of LCC including establishing standards for the admission and continuance of Members on the roster, the manner of determining questions of principle, practice, doctrine, conscience and procedures at Conventions not otherwise provided for in these Statutory Bylaws, and such other matter as provided in the Synodical Constitution and Synodical Bylaws.

9.05 A Convention shall have the exclusive right:

- a. to adopt all amendments to these Statutory Bylaws, the Synodical Constitution, and the Synodical Bylaws;
- b. to elect and to remove the president;
- c. to authorize any relationship between LCC and organizations who wish to enter into a Memorandum of Understanding including other church bodies, synods, or federations, or to authorize the discontinuance of any such relationship;
- d. to approve the disposition of all or substantially all of the assets of LCC; and
- e. to approve the dissolution of LCC.

9.06 The delegates in attendance at a Convention shall also determine those matters applicable to LCC and to the Synod set out in the Synodical Constitution and the Synodical Bylaws.

9.07 A quorum for a Convention shall consist of at least 25% of the eligible delegates.

9.08 Except as otherwise provided, all matters at a Convention shall be decided by a majority vote of delegates voting on the matter. Each delegate in attendance at the Convention shall be entitled to one vote on each matter to be decided at the Convention. In the case of a tie the resolution shall fail.

9.09 A Special Convention may be called for specified purposes as provided for in the Synodical Constitution and Synodical Bylaws.

9.10 If two-thirds of the members of the Board request the calling of a Special Convention, the Board shall call a Special Convention.

9.11 If two-thirds of the delegates present at a Convention vote to call a Special Convention, the Board shall call a Special Convention.

9.12 No notice of a Special Convention need be given a Member Congregation or to a delegate appointed by that Member Congregation. The secretary shall publish in an official periodical published by LCC the time and place of the Special Convention at least 90 days prior to the opening date of the Special Convention. Such notice shall indicate the business to be conducted at the Special Convention.

9.13 Those eligible to attend and vote at a Special Convention shall be those delegates in office at the time of the preceding Convention except those delegates who have been disqualified by termination of membership in the Member Congregation which they represent. Vacancy in the position of a delegate shall be filled by the Member Congregation which appointed the delegate whose position became vacant.

9.14 Those entitled to attend a Convention include:

- a. delegates representing Member Congregations;
- b. officers and directors of LCC;
- c. the auditor;
- d. advisors listed in 9.15; and
- e. any other person as may be approved as a guest or visitor to the Convention.

9.15 Advisors include the following:

- a. pastors whose Congregations have not been received as a Member Congregation;
- b. any pastor who is not a delegate;
- c. deacons;
- d. Individual Members who are faculty members at an educational institution which has entered into a Memorandum of Understanding;
- e. candidates for the office of the pastor or for the position of deacon; and
- f. one representative of each of the Commissions established in the Synodical Bylaws and one representative from the Board of Regents or directors of the faculty of an educational institution which has entered into a Memorandum of Understanding.

- 9.16 Advisors are entitled to speak at a Convention. A guest or visitor may only speak at a Convention with the permission of the chair of the Convention.
- 9.17 In the case of a question or dispute over procedure to be followed in the conducting of a vote or carrying on the business of a Convention, Robert's Rules of Order – the Modern Edition, shall be followed except where inconsistent with these Statutory Bylaws.

Article X Officers and Administrator

- 10.01(a) An officer in office at the time this Bylaw comes into force shall continue in that office until that individual's successor takes office.
- (b) Immediately following approval of this Bylaw at the Convention held in 2017 the term of office of each officer shall be deemed to expire on the 15th day of January, 2018 and the Convention shall proceed to elect officers to take office as of the 15th day of January, 2018 as if that Convention was a quadrennial Convention.
- 10.02 The officers of LCC shall be the president, the vice-president, and the secretary . The president must be a pastor. The vice-president must be a pastor serving a Member Congregation. No individual may hold more than one of these offices.
- 10.03 The president and the vice-president shall be elected at a Convention in accordance with the procedures set out in the Synodical Bylaws. The term of office of such officers shall be four years until their successor takes office, commencing on the first day of September after such election or such other date as may be determined by the Convention. An incumbent officer whose term of office is about to expire is eligible for re-election.
- 10.04 The Board, may by resolution passed by a 2/3rds majority of the directors suspend a power or a duty given to the president or to the vice-president under the Statutory Bylaws, the Synodical Constitution or the Synodical Bylaws.
- 10.05 The secretary shall be appointed by the Board from among its Members.
- 10.06 Each officer must be a communicant member of a Member Congregation. The term of office of an officer shall terminate in the event such individual ceases to be a member of a Member Congregation.
- 10.07 The president shall be the chief ecclesiastical officer of LCC and shall exercise the ecclesiastical supervisory functions of the president as set out in the Synodical Constitution and Synodical Bylaws.
- 10.08 In addition the president shall:
- a. be the chief spokesperson and the representative of LCC in all matters except as may be determined by the Board;
 - b. ensure that the resolutions of a Convention are carried out;
 - c. be responsible for implementing resolutions passed by the Board, as determined by the Board;
 - d. sign contracts and documents or instruments in writing in the name of LCC;
 - e. be an ex-officio non-voting member of all committees of the Board;
 - f. report on his activities to each meeting of the Board and to each Convention; and
 - g. have such additional powers and shall perform such additional duties as may be set out in the Synodical Constitution and Synodical Bylaws or in a resolution of a Convention, or as may be determined by the Board.
- 10.09 The vice-president shall, upon request of the president, represent the president and carry out the president's functions in the manner specified by the president.
- 10.10 In the event the president is unwilling or unable to continue in office, or in the case of the suspension of a power or duty of the president by the Board, the vice-president must assume that power or duty in the president's place, until the expiration of that suspension or of the president's term of office.
- 10.11 The secretary shall record the proceedings during Conventions; draw up and sign the official papers and documents of LCC; and perform such other duties which may be set out in the Synodical Bylaws or as may be prescribed by the Board or by resolution of a Convention.
- 10.12 The Board may fill any vacancy in the office of the vice-president or the secretary by appointment of a qualified individual to hold such office for the balance of the unexpired term.

10.13 The Board shall appoint the administrator who shall be an employee of LCC. The administrator shall discharge the non-ecclesiastical responsibilities assigned to the administrator by the Board and shall supervise the activities of all employees of LCC other than the president and the regional pastors. The administrator shall be responsible for preparing annual budgets to be presented to the Board as well as preparing a four year forecast to be presented to each quadrennial Convention. The administrator shall encourage offerings for the work of LCC on regional, national and international levels; keep an exact record of all moneys received and expended by LCC; administer LCC's financial affairs; and at any time submit to an examination of the administrator's books and accounts by an auditing committee when so ordered by the Board or a Convention.

Article XI Board of Directors

11.01(a) A director in office at the time this Bylaw comes into force shall continue in that office until that individual's successor takes office.

(b) Immediately following the approval of this Bylaw at the Convention held in 2017, the term of office of each director shall be deemed to expire on the 15th day of January, 2018, and the Convention shall proceed to elect directors to take office as of the 15th day of January, 2018 as if that Convention was a quadrennial Convention.

11.02 Directors shall be elected at each quadrennial Convention in accordance with the Synodical Bylaws, and shall include 11 Members namely:

- the president;
- the vice-president;
- eight individuals, three of whom must be pastors and five of whom must be lay persons who are confirmed members of Member Congregations, provided that at least one such individual must be a resident in each region at the time of election; and
- one individual who is a deacon.

11.03 The term of office of directors who are not officers of LCC shall be four years until their successor takes office, commencing on the first day of September after such election or such other date as may be determined by the Convention. Directors who are officers of LCC must not serve more than two consecutive four year terms as directors.

11.04 No person, except the president, shall be eligible to hold office as a director if that person is employed by LCC, or by another entity controlled by LCC .

11.05 No person shall be eligible to be elected as a director or to continue in office as a director if that person:

- has the status of a bankrupt;
- is of unsound mind and has been so found by a Court in Canada or elsewhere;
- is an "ineligible individual" within the meaning of subsection 149.1(1) of the *Income Tax Act* (Canada);
- if an Individual Member, is suspended or removed from roster;
- ceases to be a communicant member of a Member Congregation.

Article XII Authority of the Board

12.01 The activities and affairs of LCC shall be managed by the Board, subject to the provisions of the Synodical Constitution and Synodical Bylaws.

12.02 During the intervals between Conventions, the Board shall possess and may exercise (subject to any restrictions which the Convention may from time to time make) all of the powers of the Convention (save and except only such powers as are given to the president and such powers as Synodical Constitution or Synodical Bylaws states must be performed by the Convention itself) in such manner as the Board may deem best in the interest of LCC in all cases in which specific direction shall not have been given by the Convention. All actions of the Board shall be reported to the Convention next succeeding such actions, and shall be subject to revision or alteration by the Convention; provided that no acts or rights of third parties shall be affected or invalidated by any such revision or alteration.

Article XIII Directors' Meetings

- 13.01 Meetings of the Board may be held at any time and place to be determined by the Board. Notice by mail shall be sent to each director at least 14 days prior to the meeting, provided that 48 hours' notice of such meeting may be given, other than by mail, to each director. There shall be at least three meetings per year of the Board. 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. A special meeting of the Board shall be held upon call by the chairman, the president, or upon written request of any six of the directors.
- 13.02 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.
- 13.03 A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors is as valid as if it had been passed at a meeting of directors.
- 13.04 At any meeting, a majority of the directors shall constitute a quorum. Each director is entitled to exercise one vote on a resolution at a meeting of directors.
- 13.05 The Board may elect its own chair, vice-chair, and recording secretary, and such officers as it deems necessary for the carrying out of its duties and responsibilities.
- 13.06 In the case of a question or dispute over procedure to be followed in the conducting of a vote or carrying on the business of a meeting of the Board or a Committee of the Board, Robert's Rules of Order – the Modern Edition, shall be followed except where inconsistent with these Statutory Bylaws.

Article XIV Executive and Committees of the Board

- 14.01 The Executive shall consist of the president, the vice-president, the secretary, the chair, and the vice-chair. The Executive shall from time to time prepare agendas for meetings of the Board and ensure that the meetings of the Board have sufficient information and alternatives available to them in order to deal with the matters included on such agendas.
- During the intervals between the meetings of the Board, the Executive shall possess and may exercise (subject to any restrictions which the Board may from time to time make) all of the powers of the Board in the management and direction of the day to day operation of LCC (save and except only such acts as must by the Act be performed by the Board itself) in such manner as the Executive may deem best in the interest of the LCC in all cases in which specific direction shall not have been given by the Board. All actions of the Executive shall be reported to the Board at the meeting next succeeding such actions and shall be subject to revision or alteration by the Board; provided that no acts or rights of the parties shall be affected or invalidated by any such revision or alteration.
- 14.02 The Board shall establish the following Standing Committees: a Finance Committee, a Governance Committee, a Personnel Committee and a Committee for Mission and Social Ministry Services. Such committees shall consist of not less than three persons appointed by the Board. At least one member of each Standing Committee must be a director. Each such committee shall elect its own chair 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.
- 14.03 The president shall be an ex-officio non-voting member of each Standing Committee.
- 14.04 The Finance Committee shall oversee the work and activities of the administrator. It shall review work programs on spending budgets for presentation to the Board. It shall have authority to amend budget allocations between meetings of the Board and shall report all such actions to the next meeting of the Board for ratification or amendment.
- 14.05 The Governance Committee shall from time to time review the overall performance of the Board and shall report its finding and comments following such review to the Board. The Governance Committee shall also make recommendations to the Board concerning emerging best practices of corporate governance to improve Board performance and accountability; ensure the development of Board policies and procedures on an ongoing basis to advance good corporate governance and to ensure their incorporation into a Governance Manual following approval by the Board; develop and implement a process for assessing, on an annual basis, the performance of the Board; monitor compliance with the requirements of the Act and the Statutory Bylaws; and consider and make recommendations on any matter that may involve a conflict of interest.

- 14.06 The Personnel Committee shall develop policies to be administered by the administrator governing the employment and remuneration of all executive staff and employees of LCC.
- 14.06 The Committee on Mission and Social Ministry Services shall formulate, review, and recommend policies relating to the mission and social ministry services and shall advise the Board on all activities related thereto.
- 14.07 The Board may from time to time appoint such other committees as it may deem advisable, but the functions of any such committee shall be advisory only.

Article XV Protection of Directors, Officers and Others

- 15.01 Every director and officer of LCC in exercising that person's powers and discharging that person's duties, shall act honestly and in good faith with a view to the best interests of LCC and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer of LCC shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for any loss, damage or expense happening to LCC through the insufficiency or deficiency of title to any property acquired for or on behalf of LCC, or for the insufficiency or deficiency of any security in or upon which any of the moneys of LCC shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of LCC shall be deposited, or for any loss occasioned by any error of judgement or oversight on that person's part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of that person's office or in relation thereto; provided that nothing herein shall relieve any director or officer of LCC from the duty to act in accordance with any legislation governing LCC or from liability for any breach of such legislation.
- 15.02 Subject to the limitations contained in any applicable legislation governing LCC, LCC shall indemnify a director or officer of LCC, a former director or officer, or a person who acts or acted at LCC's request as a director or officer of a body corporate of which LCC is or was a shareholder or creditor, and that person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by that person in respect of any civil, criminal or administrative action or proceeding to which that person is made a party by reason of being or having been a director or officer of LCC or such body corporate, if
 - (a) such person acted honestly and in good faith with a view to the best interests of LCC; and
 - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such person had reasonable grounds for believing that such person's conduct was lawful.LCC shall also indemnify such person in such other circumstances as any legislation governing LCC may permit or require.
- 15.03 LCC may purchase and maintain insurance for the benefit of any person referred to in section 15.02 against such liabilities and in such amounts as LCC may from time to time determine and as are permitted by any such legislation.

Article XVI Regions and Circuits

- 16.01 The area of Canada in which Member Congregations are located shall be divided into at least three geographic areas. Each Member Congregation shall belong to a region. The boundary of a region is established by the Board of Directors in consultation with member congregations in that geographical area.
- 16.02 Each region shall be divided by the Board into circuits. Each Member Congregation shall be assigned by the Board to a circuit. The purpose and activities of each circuit will be those set out in the Synodical Bylaws.
- 16.03 The congregations comprising each region and each circuit must send representatives to each regional convocation and each circuit convocation held from time to time.
- 16.04 It is expected that each region and that each circuit will hold a convocation at least once every Convention cycle.
- 16.05 Topics to be discussed at convocations may include doctrinal essays; stewardship education; mission outreach; evangelism training, Sunday school teacher training and support; ministry support; and the like.
- 16.06 The delegates of a Member Congregations in each region must select an individual in the manner set out in the Synodical Bylaws to act as the regional pastor for the region. An individual may be selected as a regional pastor for more than one region. The president must supervise the work of each regional pastor in his region.
- 16.07 Each circuit convocation must select an individual in the manner set out in the Synodical Bylaws to act as the circuit counsellor for the circuit. The regional pastor must supervise the work of each circuit counsellor in his region.

Article XVII Signature and Certification of Documents

17.01 Contracts, documents or any instruments in writing requiring the signature of LCC, shall be signed by any two of the president, the vice-president, the secretary or the administrator, and all contracts, documents and instruments in writing so signed shall be binding upon LCC without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of LCC to sign specific contracts, documents and instruments in writing. The directors may give LCC'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 LCC. The seal of LCC when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board.

Article XVIII Books and Records

18.01 The directors shall see that all necessary books and records of LCC required by the Act, these Statutory Bylaws, the Synodical Constitution, the Synodical Bylaws or by any applicable statute or law are regularly and properly kept.

Article XIX Repeal and Effective Date

19.01 The Statutory Bylaws and all amendments to it are repealed.

Article XX Amendment of Statutory Bylaws

20.01 These Statutory Bylaws may be repealed or amended by a bylaw adopted by a two-thirds majority of the votes cast by the delegates at a Convention, written notice of which has been given to all Member Congregations not less than 30 days before the Convention enclosing the bylaw or a summary specifying the general nature of such bylaw.

ADOPTED by a majority of at least two-thirds of the votes cast by the delegates at a Convention duly called and held the day of October, 2017.

LUTHERAN CHURCH-CANADA

Per: _____
PRESIDENT

Per: _____
SECRETARY