

BY-LAW No. 1

A general by-law relating to the conduct of the affairs of

CANADIAN MENNONITE UNIVERSITY

("CMU", the "corporation", the "university")

Enacted: June 2003

Amended: 28 October 2007

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CANADIAN MENNONITE UNIVERSITY
BY-LAW No. 1

PART I. Definitions and interpretation

Section 1.01 Definitions

- (a) The following definitions apply in this by-law and in any other by-law of the corporation, unless the context otherwise requires:

"Act" means *The Canadian Mennonite University Act C.S.S.M. c. C10*, or any statute or regulations that may be substituted, as amended from time to time;

"board" means the board of governors of CMU and "governor" means a member of the board of governors;

"by-law" means this by-law and any other by-laws of the corporation;

"CMU" means Canadian Mennonite University as established by the Act;

"corporation" means CMU;

"council" means the CMU Council established under Section 8.1(1) of the Act;

"senate" means the CMU Senate established under Section 12(1) of the Act; and

"university" means CMU.

Section 1.02 Interpretation

- (a) Words in the singular include the plural, and vice versa, where the context permits or requires.
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PART II. Membership in the corporation

Section 2.01 Classes of membership

- (a) Subject to the Act, there shall be one class of members in the corporation. The members of the corporation are the members of the council. Membership in the corporation shall be deemed to be held by persons who are members of the council.

PART III. CMU Council

Section 3.01 Membership conditions

- (a) Membership in the council shall be available only to persons interested in furthering the university's purposes and who have been accepted into membership of the council by resolution of the board or in such other manner as may be determined by the board.
- (b) Subject to the by-laws, acceptance into membership of the council shall be governed in accordance with procedures determined by the board.

Section 3.02 Composition

- (a) Subject to the Act, the council shall consist of at least 20 and not more than 50 members who are nominated and appointed or elected in accordance with these by-laws.
 - (b) The council shall be comprised as follows:
 - 1) At least 7 and up to 20 alumni, with attention to representing current program diversity;
 - 2) At least 4 and up to 7 donors, selected from CMU President's Circle and Patron's Circle supporters;
 - 3) At least 9 and up to 23 members representing the diversity of CMU's constituent bodies and other stakeholder communities:
 - i) Executive Director (or equivalent), Mennonite Brethren Church of Manitoba;
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- ii) Executive Minister (or equivalent), Mennonite Church Canada;
 - iii) up to 3 members who are members of Mennonite Brethren Church of Manitoba congregations, appointed by Mennonite Brethren Church of Manitoba, one of whom shall be its board appointee;
 - iv) up to 3 members who are members of Mennonite Church Canada congregations, appointed by Mennonite Church Canada, one of whom shall be its board appointee;
 - v) up to 15 members at large.
- 4) Members shall be designated to a composition category for which they meet the criteria. If any member meets the criteria for more than one category, such designation shall be subject to change by resolution of the board.

Section 3.03 Election and term

- (a) Members shall be accepted into membership of the council by resolution of the board or in such other manner as may be determined by the board.
- (b) The term of membership shall be three years, subject to renewal in accordance with the policies of the corporation.
- (c) Membership shall begin immediately after the meeting of the board at which the membership was approved and shall terminate immediately after the first annual general meeting of the council that occurs at least three years after the date of membership.
- (d) The term of any member who becomes a governor during their term shall be extended such that it ends in the same year as the board term. Any term extended in such a manner shall be a single term.

Section 3.04 Role of the council

- (a) Subject to the Act, the role of the council is to promote and advance the university's mission and vision and, in doing so, to consult with CMU's stakeholder communities.
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Section 3.05 Responsibilities and rights of council members

- (a) Council members shall have the following responsibilities:
- 1) To attend council meetings,
 - 2) to engage in discernment of CMU's diverse needs and interests, and to provide counsel to the board on strategic directions,
 - 3) To represent the interests and perspectives of the constituencies and communities that entrust CMU with its mission of which the council member is a part,
 - 4) To serve as ambassador and advocate for CMU to the university's stakeholders, constituencies, and communities, and
 - 5) To actively support the advancement of the university through participation in council initiatives.
- (b) Council members shall have the following rights:
- 1) To vote on the election and dismissal of governors,
 - 2) To vote on the appointment of the auditor,
 - 3) To vote on the enactment, amendment, or repeal of the by-laws of the corporation,
 - 4) To receive annual financial statements and auditor's reports,
 - 5) To receive notice of meetings, and
 - 6) To submit proposals to the chair of the board to add items to the agenda of any meeting of the members.

Section 3.06 Meetings

- (a) Annual general meeting
- 1) The corporation shall hold an annual general meeting within six (6) months of its fiscal year end.
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- 2) The agenda for an annual general meeting shall be determined by the board and shall comprise annual business, including, as applicable, electing governors, considering the financial statements, receiving the auditor's report, and appointing the auditor.
 - 3) The agenda may include consideration of special business. Special business shall be considered as any matters other than annual business.
- (b) Special meetings
- 1) Special meetings of the council may be called by the chair or vice-chair of the board to make decisions concerning special business. The agenda for a special meeting shall be determined by the board.
- (c) Persons entitled to be present
- 1) The only persons entitled to be present at a meeting of members are those entitled to vote at the meeting, the governors, the officers, and the auditor of the corporation. Any other person may be admitted only on the invitation of the chair or by resolution of the members.
 - 2) Any person not otherwise entitled to attend a meeting of members whose presence is required to fulfill the meeting agenda shall be deemed to have received an invitation from the chair, and such person's attendance for a part or the whole of the meeting shall be subject to the discretion of the chair.
- (d) Notice requirements
- 1) Notice in writing for each meeting of members shall be given by mail or by electronic means, to all members, to all governors and to the auditor no later than 30 days before the meeting.
 - 2) The notice shall include the time, date, location, and agenda for the meeting.
- (e) Chair of the meeting
- 1) Meetings of members shall be chaired by the chair or vice-chair of the board. If the chair and vice-chair are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
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(f) Quorum

- 1) A quorum for any meeting of the members shall be a majority of the members entitled to vote at the meeting.

(g) Meetings held by electronic means

- 1) The council may meet by telephone, electronic or other communication method. If it chooses to meet in such a manner, it shall ensure that all participants are able to communicate adequately with each other during the meeting for the purposes of participation and voting.

(h) Member resolutions

- 1) Business shall be conducted by resolution on motions. Motions arising at any meeting of the council shall be decided by a vote of the members in attendance, given by a show of hands or by any other means which clearly indicates the affirmative vote, negative vote, or abstention from voting of each member present. In the case of an equal number of votes for and against, the motion shall fail.

a) *Ordinary resolutions*

- i) Ordinary resolutions require a simple majority of votes cast by the members entitled to vote who are in attendance. Ordinary resolutions shall be used for the regular business of the membership including, without limitation, electing governors, receiving the financial statements and auditor's report, and appointing the auditor.

b) *Special resolutions*

- i) Special resolutions require the approval of two-thirds (2/3) of the votes cast by the members entitled to vote who are in attendance.
 - ii) Special resolutions shall be used for resolutions of high significance including, without limitation, approving the initiation of changes to the Act, amending the by-laws, approving fundamental changes to the structure or nature of the corporation, and dismissing a governor.
 - iii) The chair of the meeting shall determine whether a special resolution is required. If any member present at the meeting disputes the chair's decision in this regard, the members shall decide by ordinary
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resolution whether the matter should be decided by ordinary or special resolution.

- 2) Members who are not present at a meeting shall not be entitled to vote. Absentee voting by mail-in ballot and by proxy shall not be permitted.

PART IV. Board of governors

Section 4.01 Composition

- (a) Subject to the Act, the board shall consist of a minimum of 12 and a maximum of 14 governors who are appointed or elected in accordance with these by-laws.
 - (b) The board shall be comprised as follows:
 - 1) 1 governor who is a member of a congregation of Mennonite Church Canada, appointed in writing by Mennonite Church Canada;
 - 2) 1 governor who is a member of a congregation of Mennonite Brethren Church of Manitoba, appointed in writing by Mennonite Brethren Church of Manitoba;
 - 3) 1 governor who is a CMU faculty member, nominated by the senate;
 - 4) 1 governor who is a current CMU student, nominated by the CMU Student Council; and
 - 5) up to 10 governors who are members-at-large, nominated by the Nominating Committee of the board.
 - (c) The overall composition of the board shall meet the following conditions:
 - 1) All governors shall be required to be members of the council;
 - 2) At least 2 governors shall be members of a congregation of Mennonite Church Canada, not including those governors appointed by the senate or CMU Student Council;
 - 3) At least 2 governors shall be members of a congregation of Mennonite Brethren Church of Manitoba, not including those governors appointed by the senate or CMU Student Council; and
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- 4) At least 2 governors shall be alumni that have completed a degree program of CMU or a predecessor college, with attention to representing program and location diversity.
- (d) Governors shall be designated to a composition category for which they meet the criteria. If any governor meets the criteria for more than one category, such designation shall be subject to change by resolution of the board.

Section 4.02 Election and term

- (a) Subject to the Act, governors shall be elected to the board by resolution of the council except where governors are appointed in accordance with subparagraphs 4.01(b)(1) or 4.01(b)(2) of these bylaws.
- (b) The term of board membership shall be three years, subject to renewal in accordance with the policies of the corporation.
- (c) No person shall serve as a governor on a continuous basis for more than three consecutive terms. A governor whose term ends after three consecutive terms shall again become eligible to be a governor after one year.

Section 4.03 Powers of the board

- (a) Subject to the Act, the board of governors is the governing body of the university. Without limiting the generality of the foregoing, the board is responsible to ensure that the undertakings and affairs of CMU are carried out and managed in accordance with the mission, vision, and objectives of the corporation, and in compliance with all applicable legislation or regulation.
 - (b) The board shall exercise all the powers granted by the Act in the name of, and on behalf of, CMU. The board may delegate its powers, except the power to make by-laws, to a committee of the board, or to the president or other person.
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Section 4.04 Responsibilities of governors

- (a) Subject to the Act and other legislation, governors shall have the following responsibilities:
- 1) To act in good faith for CMU's benefit above their own interest, and to act honestly, exercising care, diligence, and skill. In this respect, governors shall not act as representatives of their appointing or nominating body.
 - 2) To implement board governance processes sufficient to guide the structure and functioning of the board and its interaction with management including its appointment and periodic review of the president.
 - 3) To provide accountability to the university and to ensure the implementation of processes that provide the board with reasonable confidence in the achievement of the university's objectives and compliance with laws and regulations.
 - 4) To participate in strategic planning and to approve significant decisions with respect to program initiatives, capital expenditures, fiscal policies, budgets, investments, personnel policies, and agreements.
 - 5) To accept members into membership of the council. In the case of nominations by other organizations, including *ex officio* nominations, the board shall retain its responsibility to accept into membership members nominated in such manner.
 - 6) To appoint the officers of the corporation.

Section 4.05 Meetings

Subject to the Act and other legislation:

- (a) Minimum meeting requirements
- 1) The board shall meet at least three times per fiscal year.
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(b) Calling of meetings

- 1) Meetings of the board may be called at any time by the chair of the board, by the vice-chair of the board, or by the secretary of the board upon the request of any five governors.

(c) Persons entitled to be present

- 1) The only persons entitled to be present at a meeting of the board are the governors, the officers, the auditors of the corporation, and others who are entitled or required under any provision of the Act or the by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair.
- 2) Any person not otherwise entitled to attend a meeting of the board whose presence is required to fulfill the meeting agenda shall be deemed to have received an invitation from the chair, and such person's attendance for a part or the whole of the meeting shall be subject to the discretion of the chair.

(d) Notice requirements

- 1) Notice in writing for each board meeting shall be given by mail or by electronic means to every governor not less than seven days before the meeting is to be held.
- 2) Notice shall be provided to governors who are governors on the date the notice is issued.
- 3) The notice shall include the time, date, location, and agenda for the meeting.

(e) Quorum

- 1) A quorum for any board meeting shall be a majority of the governors.

(f) Meetings held by electronic means

- 1) The board may meet by telephone, electronic or other communication method. If it chooses to meet in such a manner, it shall ensure that all participants are able to communicate adequately with each other during the meeting for the purposes of participation and voting.
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(g) Board resolutions

- 1) Business shall be conducted by resolution on motions. Motions arising at any meeting of the board shall be decided by a majority of votes cast on the question. In the case of an equal number of votes for and against, the chair shall have a second vote.
- 2) Votes may be given by a show of hands or by any other means which clearly indicates the affirmative vote, negative vote, or abstention from voting of each member present.
- 3) Any resolution approved in writing by all governors entitled to vote on that resolution at a meeting of the board, whether by physical or electronic means, shall be a valid and effective resolution of the board.

(h) In camera sessions

- 1) At the discretion of the chair of the meeting, the board may convene an *in camera* session to discuss sensitive matters (e.g. board governance, litigation, review of the performance and compensation of the president, meeting with the auditor).
- 2) Only governors and those invited by the chair of the meeting shall be permitted to attend *in camera* sessions.
- 3) No resolutions shall be decided and no minutes shall be taken during an *in camera* session.

Section 4.06 Committees of the board

(a) Executive Committee

- 1) The Executive Committee shall consist of the officers of the board and any other governors appointed to the committee by the board.
 - 2) The Executive Committee shall serve to advise the chair of the board with respect to the agenda of board meetings and council meetings, and other matters as authorized by the board.
 - 3) The Executive Committee may act on behalf of the board when it is authorized to do so by the board.
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- 4) Subject to the by-laws, terms of reference for the Executive Committee shall be approved by the board and shall include the committee's mandate, composition, functioning, duties, and authority.

(b) Nominating Committee

- 1) The Nominating Committee shall be comprised of governors.
- 2) The Nominating Committee shall have the following responsibilities:
 - i) Recommend for approval by the board the acceptance of members into membership of the council.
 - ii) Recommend for approval by the board those governors to be nominated as members-at-large of the board for election by the council.
- 3) Subject to the by-laws, terms of reference for the Nominating Committee shall be approved by the board and shall include the committee's mandate, composition, functioning, duties, and authority.

(c) Standing committees

- 1) The board may constitute additional standing committees in keeping with its overall fiduciary responsibility and to better accomplish the objectives and functions of the board, including without limitation the oversight of the audit, finance, investment, and governance functions of the board.
- 2) Standing committees shall be the committees that the board designates as standing committees, and such designation shall be subject to change by the board.
- 3) Terms of reference for all standing committees shall be approved by the board and shall include the committee's mandate, composition, functioning, duties, and authority.

(d) Ad hoc committees

- 1) The board may constitute ad hoc committees to pursue specific duties.
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- 2) Ad hoc committees shall be the committees that the board designates as ad hoc committees, and such designation shall be subject to change by the board.
- 3) Terms of reference for all ad hoc committees shall be approved by the board and shall include the committee's mandate, composition, functioning, duties, and authority.

Section 4.07 Vacancy

- (a) Governor vacancy
 - 1) A governor shall cease to be a governor if:
 - i) The governor dies,
 - ii) The governor resigns,
 - iii) The governor's board membership is terminated in accordance with these by-laws, or
 - iv) The governor's term expires.
- (b) Governor removal
 - 1) A governor may be removed by resolution of the board, and such resolution shall require the approval of two-thirds (2/3) of the governors. A removal approved in this manner shall not be subject to approval by the council.

Section 4.08 Confidentiality

- (a) Governors shall respect and maintain the confidentiality of any documents or discussions that are identified, either in writing or orally, as confidential. Such matters shall not be disclosed to or discussed with any individual who is not a member of the board or who is not a member of CMU administration who was present for the confidential discussion.
 - (b) All material designated as confidential shall remain confidential unless and until such material is declared by the board to be public information.
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Section 4.09 Remuneration

- (a) Governors are not entitled to remuneration, but they are entitled to reimbursement of reasonable costs of travel and hospitality related to the meetings they are required to attend.

PART V. Officers**Section 5.01 Officers of the board**

- (a) The officers of the board shall be:
 - 1) Chair
 - i) The chair shall be a governor. The chair shall, when present, preside at all meetings of the board and of the council. The chair shall be the spokesperson for the board and shall be the only person entitled to speak on behalf of the board unless otherwise determined by the board.
 - 2) Vice-chair
 - i) The vice-chair shall be a governor. The vice-chair shall chair meetings of the board in the absence of the chair.
 - 3) Secretary
 - i) The secretary shall be a governor. The secretary shall have charge of the minutes and records of the board and the council, and shall give or cause to be given notice of all meetings of the board and council.
 - 4) Treasurer
 - i) The treasurer shall be a governor. The treasurer shall have charge of the financial records of the university.
 - (b) The board shall appoint the officers of the board and determine the term of appointment.
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Section 5.02 Officers of the corporation

- (a) The officers of the corporation shall be:
- 1) President
 - i) The president shall be the chief executive officer of the university and subject to the direction of the board, shall have supervision over and direction of the academic work and general administration of the university.
 - 2) Vice-presidents
 - i) The board shall determine the vice-presidents that shall exist in the corporation.
 - ii) Vice-presidents shall be appointed by the board on the recommendation of the president.
 - iii) Vice-presidents shall be responsible to the president.
 - iv) Vice-presidents shall have such powers, duties, and functions as may be assigned to them by the president or by the board.
 - v) The vice-president who is responsible for academic affairs shall have the responsibility and power to act on behalf of the president in the president's absence or if the president is unable to act.

Section 5.03 Vacancy in office

- (a) The board may remove any officer of the board, whether for cause or without cause. Unless so removed, an officer of the board shall hold office until the earlier of the officer's successor being appointed, the officer's resignation of their office, the officer ceasing to be a governor, or the officer's death.
- (b) If the office of any officer becomes vacant, the board may appoint a position to fill such vacancy.
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PART VI. Senate

Section 6.01 Composition

- (a) The following persons shall be members of the senate:
- 1) the president, *ex officio*;
 - 2) all vice-presidents, *ex officio*;
 - 3) all deans, *ex officio*;
 - 4) all members of the faculty holding tenured, tenure-track, or limited-term appointments at lecturer, assistant, associate, or full professor ranks; and all members of the faculty holding ongoing or limited-term appointments at teaching lecturer, teaching assistant, or teaching associate professor ranks;
 - 5) up to one student, appointed by the CMU Student Council; and
 - 6) any number of members of the administrative staff, appointed by the president.

Section 6.02 Powers of the senate

- (a) Subject to the Act, the senate shall be responsible for the academic policy of the university.

Section 6.03 Meetings

- (a) The president shall chair meetings of the senate. In the absence of the president, the vice-president academic or any other vice-president may convene a meeting of the senate.
- (b) Subject to the by-laws, the senate shall determine the rules and procedures governing the conduct of the senate, including minimum meeting requirements, quorum, and procedural guidelines.
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PART VII. General matters

Section 7.01 Borrowing

- (a) The board shall be authorized to execute the following transactions:
 - 1) Borrow money upon the credit of the corporation
 - 2) Issue, reissue, sell or pledge debt obligations of the corporation, including bonds, debentures, notes or other evidences of indebtedness or guarantees, whether secured or unsecured;
 - 3) Give a guarantee on behalf of the corporation to secure performance of an obligation of any person; and
 - 4) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any obligation of the corporation.

Section 7.02 Execution of documents and signing authority

- (a) Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the university may be signed by any two of its officers.
- (b) The board may delegate by resolution full or limited signing authority to any governor(s) or member(s) of the administrative staff of the university, and such delegation shall normally take the form of a signing authority registry.

Section 7.03 Corporate seal

- (a) The university may have a corporate seal in a form approved by the board. If a corporate seal is approved by the board, the board secretary, or designate, shall be the custodian of the corporate seal.
 - (b) Any officer or other person to whom such authority has been delegated may affix the corporate seal, and may certify a copy of any instrument, resolution, by-law or other document of the corporation to be a true copy thereof.
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Section 7.04 Fiscal year

- (a) Unless otherwise changed by resolution of the board, the fiscal year end of the university shall be the 30th day of April in each year.

PART VIII. Enactment, amendment or repeal of by-laws

Section 8.01 Effective date

- (a) The effective date of this by-law shall be the date on which it is confirmed by the council.

Section 8.02 Repeal of by-laws

- (a) All by-laws of the university are hereby repealed and the foregoing substituted therefore.

CERTIFIED to be By-Law No. 1 of the corporation, as enacted by the governors of the corporation by resolution on the 1st day of October, 2022 and confirmed by the council of the corporation by resolution on the 17th day of October, 2022.

Dated as of the 26th day of October, 2022.



Chair



Secretary
