

## Bylaws Committee Virtual Meeting Minutes January 26, 2023

**Present:** Janet Kirby, Erin Knott, Erin Peters, Mark Peters, Steve Schneider

Janet opened the meeting in prayer.

### Approval of Agenda

A discussion on *Model Church Bylaws* (MCB) clauses 3.1.3 and 3.1.4 was added to the Agenda.

**Moved (S. Schneider) and seconded (J. Kirby) to approve the Agenda as amended.**

**CARRIED**

### Declaration of Conflict of Interest

No conflicts of interest were expressed.

### Committee Functioning

Erin Knott noted that a new district website is in development and that a portal on myCPD will be created for the committee as part of that work.

It was agreed to share the task of taking minutes for committee meetings between members, and Steve volunteered to take minutes at the next meeting. Erin Knott will provide a template for each meeting.

### Review of Church Bylaws Progress

#### Progress & Distribution of Review Work

Erin Knott noted that there was a high level of bylaws in the committee review process currently. There were 16 churches in the process, with seven awaiting committee responses, and nine working on feedback received. It was not anticipated that this level of work would be the norm.

With the addition of Erin Peters to the team, it was proposed to share the work of reviewing bylaws by assigning two committee members to each draft received. There was consensus with this approach.

**Action Item** – Erin Knott to assign the current seven sets of bylaws to the committee with a priority order and create a worksheet outlining the ongoing work.



## Westside Alliance Church Bylaws

There was discussion about the church's bylaws and appreciation was expressed for the work done to align with the current MCB. Mark noted that he had allowed an exception to the minimum number of elders allowed until the church's next Annual General Meeting where additional elders will be elected.

### Proposed *Model Church Bylaws* Revisions

#### Clause 2.3 – Addition of Abeyance Category to Membership

There was agreement that a fourth category of membership for abeyance should not be added but that there be a mechanism to move members who are accused but not yet in discipline out of active membership.

It was proposed that clause 2.3.3 be amended to include new clauses as b) and 2.3.3.3 to read as follows:

#### 2.3.3 Member not in Good Standing

All members are in good standing except:

- a) a member who, in the opinion of the Board, has failed to remain active in the church, meaning that the member has been absent from the normal activities of the church for a period of *six (6)* months or more and has not communicated an interest in remaining a member of the church, or
- b) a member who in the opinion of the Board must be removed from active membership due to an accusation that is under investigation
- c) a member who is under discipline<sup>1</sup>

2.3.3.1 A Member not in Good Standing may not vote at meetings of the members, nor hold office in the church.

2.3.3.2 A Member not in Good Standing may be returned to Active Member status at the discretion of the Board.

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<sup>1</sup> As outlined in the *Discipline and Restoration Policy for Members of Local Churches of The Christian and Missionary Alliance in Canada* and the *Policy on Discipline, Restoration and Appeal for Official Workers*.



- 2.3.3.2.1 A Member not in Good Standing who is an Official Worker may only be returned to Active Member status by the Board upon the authorization of the District Superintendent and confirmation that the discipline process is complete and the Official Worker is restored to active ministry.<sup>2</sup>

[Discipline and restoration of an Official Worker are under the purview of the district, not the Board.]

- 2.3.3.3 Members not in Good Standing shall not be listed on published membership lists of the church.

Given the language used for accusation and investigation, it was believed that legal advice may be prudent.

**Action Item** – Erin Knott to seek legal advice about the proposed additional clauses in 2.3.3.

**Action Item** – The Bylaws Committee, upon receiving legal advice, to determine if the proposed clause 2.3.3.3 is recommended to DEXCOM to become mandatory.

#### **Clause 2.5 d)**

There was discussion on rewording clause 2.5 d) for clarity and to capitalize “Member not in Good Standing”. It was suggested that using parallel language and a similar format to that in clause 4.15.1 may provide greater clarity. It was also suggested to link this clause to 2.3.3 a) so the total number of months is apparent.

**Action Item** – Steve Schneider to draft two versions for clause 2.5 d) to bring to the next Bylaws Committee meeting for review at the next Bylaws Committee meeting.

#### **Clause 3.1**

As there were churches confused by the options in this clause, and multiple churches amending their bylaws to allow for additional time in the preparation of financial statements, the following amendment was proposed:

#### **From:**

- 3.1 **THE ANNUAL GENERAL MEETING OF THE MEMBERS MUST BE HELD *within the month of* [REDACTED] *OR within three (3) months of the end of the fiscal year ON A DATE SET BY THE BOARD.***

<sup>2</sup> Policy on Discipline, Restoration and Appeal for Official Workers, Section 2.2



[Reminder – financial statements must be presented at the Annual General Meeting and consideration should be given to an appropriate amount of time to allow for financial statements to be completed at the end of the fiscal year. The Canada Revenue Agency requires that T3010 statements must be submitted no later than six months after the end of the fiscal year, therefore six months is the maximum allowable timeframe.]

**To:**

- 3.1 **THE ANNUAL GENERAL MEETING OF THE MEMBERS MUST BE HELD WITHIN *three (3)* MONTHS OF THE END OF THE FISCAL YEAR ON A DATE SET BY THE BOARD.**

[Financial statements must be presented at the Annual General Meeting and consideration should be given to an appropriate amount of time to allow for financial statements to be completed at the end of the fiscal year. Three (3) to four (4) months after the fiscal year end is the optimum and recommended timeframe. The Canada Revenue Agency requires that T3010 statements must be submitted no later than six (6) months after the end of the fiscal year, therefore six (6) months is the maximum allowable timeframe.]

**Moved (J. Kirby) and seconded (E. Peters) to recommend the amendment to clause 3.1 of the *Model Church Bylaws* to DEXCOM.**

**CARRIED**

#### **Clause 3.1.3 and 3.1.4**

It was noted that logically, clause 3.1.4 would be the appropriate clause to be mandatory rather than only clause 3.1.3. In discussion, it was agreed that churches would not be allowed to exclude clause 3.1.4 from their bylaws given its importance and that both clauses should be mandatory.

**Moved (M. Peters) and seconded (S. Schneider) to recommend to DEXCOM that clause 3.1.4 of the *Model Church Bylaws* be made mandatory.**

**CARRIED**

#### **Clause 4.1.1**

Given the language in the *Local Church Constitution* requiring a minimum of three elders plus the lead pastor, it was suggested that clause 4.1.1 be made mandatory.

**Moved (J. Kirby) and seconded (E. Peters) to recommend to DEXCOM that clause 4.1.1 of the *Model Church Bylaws* be made mandatory.**

**CARRIED**



Mark left the meeting.

## Proposed CPD Bylaws Revision

### Part 3 – Allowance for Electronic and Hybrid Meetings

Erin Knott noted that the CPD lawyer confirmed that a hybrid District Conference can be held and suggested that it would be wise to be clear about this in the bylaws.

**Action Item** – Steve Schneider to draft a clause for the CPD Bylaws that would allow for virtual and hybrid meetings, for review at the next Bylaws Committee meeting.

### Clause 7.2 – Inclusion of Bylaws Committee

It was agreed that with the addition of the Bylaws Committee as a standing committee of DEXCOM that language should be included in the CPD Bylaws. The following amendment was proposed:

**From:**

7.2 The District Executive shall establish the following Standing Committees:

- a) Committee on License and Ordination;
- b) Committee on Finance; and
- c) may establish such other committees as it deems necessary or appropriate.

**To:**

7.2 The District Executive shall establish the following Standing Committees:

- a) Committee on License and Ordination;
- b) Committee on Finance;
- c) Committee on Bylaws; and
- d) may establish such other committees as it deems necessary or appropriate.

**Moved (E. Knott) and seconded (S. Schneider) to recommend the amendment to clause 7.2 of the CPD Bylaws to DEXCOM.**

**CARRIED**



## Proposed *DEXCOM Policy Governance Manual* Revisions

### Section 2.9 – Inclusion of Bylaws Committee

It was proposed that a description of the Bylaws Committee be added as 2.9.5 to the *DEXCOM Policy Governance Manual* for clarity on the committee's role.

**Action Item** – Janet Kirby to draft a clause for inclusion in the *DEXCOM Policy Governance Manual* using clause 2.9.2 and the Bylaws Committee Terms of Reference preamble, for review at the next Bylaws Committee meeting.

### Compliance with the *Local Church Constitution, Article 15*

Erin Knott noted that at present there is no mechanism for demonstrating or reporting to DEXCOM that church bylaws comply with DEXCOM mandates or that copies are on file with the district. It was suggested that an executive limitation be added to the *DEXCOM Policy Governance Manual*. It was also suggested that progress on church bylaws be included at every Bylaws Committee meeting and reflected in the minutes.

**Action Item** – Steve Schneider to draft an executive limitation for inclusion in the *DEXCOM Policy Governance Manual*, for review at the next Bylaws Committee meeting.

### Information Items

It was noted that the Chinese version of the *Model Church Bylaws* has been updated.

### Future Meetings

The next meeting is scheduled for March 9, 2023 from 1:30-3:30pm on Zoom.

The meeting adjourned at 3:30pm.

