
Bylaws Committee Virtual Meeting Minutes March 9, 2023

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

Erin Peters opened the meeting in prayer.

Approval of Agenda

A discussion on the Westside Alliance Church Appendix was added to the Agenda.

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

CARRIED

Action Item – In keeping with Robert’s Rules of Order regarding motions in small groups, it was decided that we would no longer require a seconder for motions in this committee.

Declaration of Conflict of Interest

No conflicts of interest were expressed.

Progress of Church Bylaws Reviews

Reviewed the Bylaws Review Progress document updated March 7, 2023. Suggestions were to add a target/due date as well as a table of what is anticipated to come in the year.

Fort Nelson Alliance Church completed all its revisions and chose not to use a membership covenant. Only three churches that were due at the end of 2020 remain.

General feedback on the current pairing structure for bylaw reviews was positive.

Westside Alliance Church Bylaws Review

Reviewed the history of the Westside Bylaws and the exception for their elder affirmation process. Reviewed recent discussions with the church.

Discussed the consistency of our asking for the affirmation process to be in the bylaws, but we do not ask for membership covenants to be part of the bylaws. The discussion then moved to the interpretation of the *Local Church Constitution (LCC)*, Article 7, second paragraph, regarding stipulating another process for election. The prevailing thought was that this should be interpreted as only involving the timing of the election, not the election process itself.

Action Item – Erin Knott to contact Doug Gerrard regarding interpretation of the LCC, Article 7 and report back to the committee.

Proposed *Model Church Bylaws* Revisions

Clause 2.3.3 – Addition of Abeyance to Membership

At the previous meeting, we discussed the addition of abeyance to the Member not in Good Standing category. The follow-up was to review our proposed changes with the advice provided by legal council, who proposed a revision of the draft clause 2.3.3 b) and the addition of a clause as 2.3.3.2.2. The proposed change and addition address accusations and allegations made against members and the potential additional timeframe for investigations to be completed.

Moved (J. Kirby) to recommend to DEXCOM to add clauses 2.3.3 b) and 2.3.3.2.2 as listed below into the *Model Church Bylaws* and move the current 2.3.3 b) to become 2.3.3 c).

b) a member who is suspended from active membership at the discretion of the Board due to an accusation or allegation of serious misconduct that is the subject of an investigation by the church, the District or a secular authority, or

2.3.3.2.2 In respect of a member suspended under section 2.3.3 b), the Board shall consider whether to return the member to Active Member status at the first meeting of the Board following the completion of all relevant investigations, provided that such investigations have not resulted in a finding or charge of criminal conduct or conduct that could result in discipline.

CARRIED

Moved (E. Knott) to recommend to DEXCOM to incorporate the following clause into the *Model Church Bylaws*:

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

CARRIED

Clause 2.5 d)

The clause currently reads:

- 2.5 A person ceases to be a member of the church:

- d) upon having not been a member in good standing for 12 consecutive months.

There were two issues discussed at the last meeting. The first was to reference the membership category "Member not in Good Standing", and the second was that there were two clauses in the current 2.3.3 describing how a member became a Member not in Good Standing. 2.5 d) applies to the first of those clauses (failing to remain active) and not to being under discipline. The desire was to clarify this.

Discussion ensued around the legal opinion given on this item as well as the cumulative time required to be absent for removal from membership.

Moved (E. Peters) that we recommend to DEXCOM to amend *Model Church Bylaws* clause 2.5 d) to read:

- d) upon having been a Member not in Good Standing under 2.3.3 a) for a period of twelve (12) consecutive months.

CARRIED

Clause 3.1.3 – Use of "upcoming

The clause currently reads:

- 3.1.3 THE BOARD MUST RECOMMEND AN INDEPENDENT CHARTERED PROFESSIONAL ACCOUNTANT TO THE MEMBERS TO **COMPILE OR REVIEW OR AUDIT** THE CHURCH'S FINANCIAL STATEMENTS FOR THE UPCOMING YEAR.

The question was whether a reference to "financial statements for the upcoming year" was an accurate reflection of the requirement since the statements referred to would be for the current year.

The Alliance Canada General Operating Bylaw No. 3 uses similar language and so the decision was to leave it as is.

Clause 4.1.2 – Age of Majority

The clause currently reads:

4.1.2 ***Unless otherwise restricted, Active Members (OR who have attained the age of majority OR any other stipulation) are eligible to serve on the Board.***

[See the section on Board of Elders Composition in the *Guide to Writing Church Bylaws* for further information on other restrictions.]

The discussion was around the difference in different legislation regarding the “age of majority”.

Moved (J. Kirby) to amend *Model Church Bylaws* clause 4.1.2 to read:

4.1.2 ***Unless otherwise restricted, Active Members (OR who have attained the age of 19 (or 18) OR any other stipulation) are eligible to serve on the Board.***

[See the section on Board of Elders Composition in the *Guide to Writing Church Bylaws* for further information on other restrictions. Note that the age of majority is defined differently under different types of legislation.]

CARRIED

Clause 4.8 – Officers of the Church

The clause and subpoints currently read:

4.8 The Board must appoint the officers of the church – the Vice-Chair, Secretary, and Treasurer from among its members. The positions of Secretary and Treasurer may be held by one person, in which case the position must be identified as Secretary/Treasurer.

[The *Local Church Constitution* stipulates the Chair, Vice-Chair, Secretary, and Treasurer are the officers of the church.]

- 4.8.1 At the request of the Lead Pastor, the Board may nominate a Chair for consideration by the Lead Pastor.
- 4.8.2 If the Lead Pastor is not the Board Chair, the position of being an officer of the church is retained.

The discussion was that the wording of this clause seems to indicate that there are only three officers. As the purple note indicates, the Chair is also an officer.

Moved (E. Knott) to amend *Model Church Bylaws* clause 4.8 and its subpoints to the following language:

- 4.8 The Board must appoint from among its members the following officers of the church – the Vice-Chair, Secretary, and Treasurer. The positions of Secretary and Treasurer may be held by one person, in which case the position must be identified as Secretary/Treasurer.

[*The Local Church Constitution stipulates the Chair, Vice-Chair, Secretary, and Treasurer are the officers of the church.*]

- 4.8.1 The Board Chair is an officer of the church.
- 4.8.2 At the request of the Lead Pastor, the Board may nominate a Chair for consideration by the Lead Pastor.
- 4.8.3 If the Lead Pastor is not the Board Chair, they remain an officer of the church.

CARRIED

Proposed CPD Bylaws Revision

Part 3 – Allowance for Electronic and Hybrid Meetings

Discussion was held around language to be used to incorporate electronic and hybrid meetings for District Conference.

Moved (E. Peters) to recommend to DEXCOM that they recommend to District Conference that the following addition be made to the CPD Bylaws:

3.17 The District Executive Committee may approve and provide for electronic participation in a District Conference.

In a District Conference where electronic participation is approved, notice of the meeting shall provide instructions for attendance and/or participation in the meeting. Such meetings shall ensure that members have the following capabilities:

- **The ability to determine if a quorum is present.**
- **The ability to enter into discussion and be heard by those in attendance.**
- **The ability to vote.**

CARRIED

Proposed *DEXCOM Policy Governance Manual* Revisions

Section 2.9 – Inclusion of Bylaws Committee

The desire was to incorporate the Bylaws Committee into the *DEXCOM Policy Governance Manual* to spell out the role it has compared to other committees.

Moved (J. Kirby) to recommend to DEXCOM that 2.9.2 of the *DEXCOM Policy Governance Manual* be altered to the language below and that 2.9.5 be added as written below:

2.9.2 Other than the standing committees on Finance, Licensing and Ordination, and Bylaws, the following principles apply:

2.9.5 The Bylaws Committee exists to assist DEXCOM and the CPD with respect to church and District Bylaws as well as DEXCOM governance-related matters. The Committee Chair will keep DEXCOM informed on matters related to church and District Bylaws and on matters related to DEXCOM governance.

CARRIED

Compliance with the *Local Church Constitution*, Article 15

It was noted that, at present, there is no codified mechanism for demonstrating or reporting to DEXCOM that church bylaws comply with DEXCOM mandates or that copies are on file with the district. The desire was to capture this in the *DEXCOM Policy Governance Manual* so that we do not rely on the memory and actions of individuals.

Moved (E. Knott) to recommend to DEXCOM that the following addition be made to the *DEXCOM Policy Governance Manual*:

4.13 Church Bylaws

The District Superintendent shall not fail to:

4.13.1 Retain a copy of the latest DEXCOM-approved church bylaws for each church in the district.

4.13.2 Ensure that all CPD churches complete a full bylaw review every five (5) years.

4.13.3 Track the compliance of individual churches with the DEXCOM-mandated bylaw revision schedule and report the status of compliance to DEXCOM annually.

CARRIED

Information Items

A new version of the *Manual of The Christian and Missionary Alliance in Canada* was posted this week.

Action Item – The committee to review the changes to the Manual to determine if anything needs to be changed in the *Model Church Bylaws*.

It was noted that the District Conference Nominating Committee Partial Report will come out next week.

Future Meetings

The next meeting is scheduled for September 7, 2023 from 2:00-4:00 pm on Zoom.

The meeting adjourned at 3:54pm.