
Bylaws Committee Virtual Meeting Minutes September 11, 2023

Present: Janet Kirby, Erin Knott, Erin Peters

Absent: Steve Schneider

Erin Peters opened the meeting in prayer at 10:34am.

Approval of Agenda

Moved (E. Knott) to approve the Agenda.

CARRIED

Declaration of Conflict of Interest

No conflicts of interest were expressed. Members were asked to sign the annual Declaration of Conflict of Interest.

Approval of Previous Minutes

Moved (J. Kirby) to approve the minutes of the meeting from June 8, 2023 and the email minutes from August 29, 2023.

CARRIED

Review of Church Bylaws Progress

Erin Knott reviewed the status of several churches. She noted that the review of the draft North Richmond Alliance Church Bylaws may require additional time from the committee and that North Shore Alliance Church recently submitted its draft bylaws for review. Additionally, churches that have reviews overdue or due by the end of 2023 will be receiving reminders by the end of September.

Review of the Action Log

It was noted that the action item regarding executive limitations for church loans was complete and that the Finance Committee would be reviewing the proposed changes and additions at their meeting on September 15, 2023.



Required Election Elements

Erin Peters walked through the discussion she and Steve had had to date on the required election elements. It was suggested that further discussion would be helpful on quorum, the time and place of voting (a meeting as opposed to over a set length of time), and verification of the voting member's status and identity. It was noted that it may not be necessary or prudent to require unincorporated churches to follow the BC *Societies Act* and that further discussion on obligations vs. best practices may be warranted.

It was suggested that other districts may have information or examples of alternative election methods and that viewing copies of those bylaws may be helpful. Additionally, for districts without alternate election methods, information was desired on whether a district has one or multiple processes because their DEXCOM had interpreted the *Local Church Constitution* (LCC) in a certain way or whether churches have not requested alternate methods.

It was agreed that the next step would be to bring a discussion profile to DEXCOM at the October meeting, but that Steve's input here was vital and an additional Bylaws Committee meeting should be scheduled.

Action Item – Erin Knott to contact other districts to inquire about alternative election methods allowed in churches, inquire about each district's position on alternative election methods, and if possible, receive copies of church bylaws containing alternative election methods.

Action Item – Erin Knott to schedule a Bylaws Committee meeting as soon as possible to include Steve in the discussion on required election elements.

Resolutions Passed Without a Meeting

Discussion was held on the information Steve circulated to the committee that included a proposal to amend clause 4.7 of the *Model Church Bylaws* (MCB). It was suggested that for greater clarity the wording in the draft Mission Creek Alliance Church Bylaws in clauses 4.7 and 4.8 be used in the MCB. It was thought that there may need to be alternate versions for incorporated and unincorporated churches and that the type of clause would need to be considered as well.

Steve's input here was desired, and it was agreed that this item would be brought back to the next scheduled Bylaws Committee meeting.



Detailed Notice for a General Meeting

Janet reviewed her work on clause 3.3 and suggested that for unincorporated churches, that 3.3 in its entirety, be unchanged from what is currently in the MCB. It was agreed to encourage unincorporated churches in the corresponding purple explanatory note, from a wise governance perspective, to choose to use the incorporated 3.3 in its entirety rather than the unincorporated 3.3 for their bylaws.

Moved (J. Kirby) and seconded to recommend to DEXCOM that for churches incorporated under the BC Societies Act, the Model Church Bylaws clause 3.3 in its entirety be amended to the following:

3.3 NOTICE OF MEETING MUST BE GIVEN TO MEMBERS BY verbal and/or print media and/or electronic media (email, church website, etc.) AT LEAST twenty-one (21) days and not more than sixty (60) days PRIOR TO ANY MEETING OF THE MEMBERS. SUCH NOTICE MUST:

- a) INCLUDE THE DATE, TIME, AND LOCATION OF THE MEETING
- b) INDICATE THE PURPOSE OF THE MEETING
- c) IF APPLICABLE, INCLUDE THE TEXT OF ANY SPECIAL RESOLUTION(S) TO BE SUBMITTED TO THE MEETING

CARRIED

Proposed Model Church Bylaws Revisions

Definition of 'church' for Incorporated Churches

In reviewing a recent set of church bylaws for an incorporated church, it was noted that there was a lack of clarity in the bylaws that the church was incorporated. In reviewing the MCB, it was agreed that the purple explanatory note under the Preamble would be edited to reference "BC Societies Act".

Moved (E. Knott) to add an alternate definition of "church" for incorporated churches to the Model Church Bylaws to read:

means [redacted] Church, a society incorporated under the *Societies Act* of British Columbia, a church of The Christian and Missionary Alliance in Canada.

CARRIED

Peace Portal Alliance Church DRAFT Bylaws 2.4 and 2.6

As this was a suggestion made by Steve for discussion, it was deferred to the next regular meeting.



Combining Clauses 5.8 and 5.9

After a discussion of the merits and concerns around these best practice clauses, it was determined that no change was warranted. It was noted that churches are able to combine these clauses should they desire to do so.

Financial Statement Review Committee Composition in Clause 5.9 b)

Discussion was held on the merit of having as a best practice the majority of the committee be Board members. Given the intention that this committee provide accountability on financial matters and transparency for the members, as well as a potential place to engage skilled people in the congregation, it was agreed that the majority of the committee should not be Board members.

Moved (E. Peters) and seconded that the Model Church Bylaws clause 5.9 b) be amended to read, “consist of a minimum of three (3) individuals of which at least one who is a Board Member, with the majority of Committee members being non-Board members”.

CARRIED

Action Item – Erin Knott to add the rationale for the change to the best practice for clause 5.9 b) into the Guide to Writing Church Bylaws.

Church Functioning in the Absence of a Lead Pastor

Erin Knott brought up a concern from a transitional pastor regarding the lack of clarity in the LCC and MCB on how a church functions without a lead/senior pastor. After discussion, it was agreed that the LCC is the appropriate document that would need to be reviewed. As Erin Knott is on the national Policy Advisory Team, she would bring this to their attention.

Potential Executive Limitations Additions and/or Revisions

District Superintendent as Chair (2.7.3)

As Steve had suggested this item for discussion, it was agreed to bring this to the next scheduled meeting for his input.

Authorization for Master Banking Agreement

It was agreed that there should be clarity on the parameters for authorization to the district’s master banking agreement given its potential impact for all churches. It was believed that from a fiduciary perspective, the master banking agreement should be under DEXCOM’s purview.



Action Item – Janet Kirby to draft a new executive limitation regarding authorization for amendments to the district’s master banking agreement and bring this back to the next regular Bylaws Committee meeting.

Authorization for Legal Decisions

Erin Knott noted that there is no executive limitation specifically speaking to the authority for making legal decisions or financial decisions stemming from legal action, including settlement amounts. After discussion, it was agreed that Erin and Janet would speak further about this, but that the committee did not need to take any action.

Information Items

Erin Knott noted that the Bylaws Committee portal on myCPD will be available prior to the next regular meeting.

Ryan McCurdy has been approached to join the committee.

Future Meetings

The next regular meeting is tentatively scheduled to take place in December on Zoom. It was noted that the following items are slated for inclusion:

- Proposed CPD Bylaws Amendments
- Proposed *Policy on Process for Electing DEXCOM Members* Revision
- Development of Model Church Bylaws for Developing Churches

The meeting adjourned at 12:38pm.

