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## **Bylaws Committee Virtual Meeting Minutes September 19, 2023**

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

Erin Knott opened the meeting in prayer at 1:00pm.

### **Approval of Agenda**

**Moved (E. Peters) to approve the Agenda.**

**CARRIED**

### **Declaration of Conflict of Interest**

No conflicts of interest were expressed.

### **Approval of Previous Minutes**

**Moved (S. Schneider) to approve the minutes of the meeting from September 11, 2023.**

**CARRIED**

### **Required Election Elements in Church Bylaws**

Steve commented that the research on required election elements in legislative documents and especially the process in the *Local Church Constitution* (LCC) led to the conclusion that no matter what other process is in place, an election process must still take place.

Concerns were raised about quorum for non-traditional election processes, as it was noted that a process may not be fair if quorum was the members present and this could allow a very small group of members to elect elders.

An additional concern was raised in how to validate the person casting a vote in an election and it was agreed that integrity in the voting process and in an election was important. It was agreed that there must be a reasonable way to ascertain that the person casting a vote is an Active Member and that if the bylaws state that quorum is the Active Members present, then in an election process there must be a way to ensure that there are a sufficient minimum number of members for voting that does not taking place in a finite meeting. As a best practice, unincorporated churches should meet BC *Societies Act* requirements.



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Moved (S. Schneider) and seconded to recommend to DEXCOM that the following be the required elements for election in church bylaws:

- **A clear indication of membership support that meets the minimum requirement for board election:**
  - **The principle of one vote per Active Member.**
  - **There must be a reasonable threshold of required participation that is equivalent to a quorum.**
  - **The rights of Active Members to vote must be respected (i.e. no preferential group targeted).**
  - **There must be reasonable assurance that the Active Member who is eligible to vote is the person casting the vote.**
- **Although the process for election may change, the requirements for board members remain intact:**
  - **Board members must be voting members of the church (LCC, Article 6.1 and 7).**
  - **Board members must meet the Scriptural requirements for the position (LCC, Article 8.1)**
  - **Board members must meet any further bylaw requirements.**
  - **Board members must meet the requirements of the BC *Societies Act* sections 43 and 44 in an incorporated church, and this is a best practice if in an unincorporated church.**
  - **Board members must not be ineligible persons under the *Income Tax Act* of Canada.**
- **Some form of vetting process (usually done by the nominating committee) must be performed.**
- **Sufficient time (equivalent to notice) must be given for members to participate in the election process.**
- **The results of the election process must be clearly communicated to the membership.**

**CARRIED**

It was noted that future conversation may be needed on the meaning of the phrase “when required” in the LCC, Article 14.



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## Resolutions Passed Without a Meeting

Discussion was held on the materials circulated regarding passing a board resolution without a meeting. It was agreed that the wording from the Mission Creek Alliance Church Bylaws was clear and helpful and that the text should remain in black font as a best practice.

**Moved (E. Peters) and seconded to amend clause 4.7 as follows and insert a new clause as 4.8, with subsequent clauses to be renumbered accordingly:**

**4.7 The Board may pass a resolution without a meeting if both of the following requirements are met:**

**4.7.1 A copy of the resolution is sent to all Board members.**

**4.7.2 A majority of the Board consents to the resolution in writing or by electronic means and it is recorded in the minutes.**

**4.8 A Board member may not vote by proxy at a meeting of the Board.**

**CARRIED**

## Potential Executive Limitations Revision

Discussion was held on the language in 2.7.3 of the *DEXCOM Policy Governance Manual*. It was noted that technically, the language in the *Policy on District Organization* regarding appointment should be used.

**Moved (E. Knott) and seconded to recommend to DEXCOM that 2.7.3 of the DEXCOM Policy Governance Manual be amended to read the following:**

**The District Superintendent is a member of and shall serve as or appoint the chair of, DEXCOM.**

**CARRIED**

## Future Meetings

The next regular meeting is scheduled for November 27, 2023 from 10:00am-12:00pm PST / 11:00am-1:00pm MST on Zoom. Janet offered to take minutes for the meeting, and it was noted that the following items are slated for inclusion on the Agenda:

- 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 2:06pm.

