

Peace Portal Alliance Church Bylaws

Preamble

The Local Church Constitution, the Manual of The Christian and Missionary Alliance in Canada, and these Bylaws constitute the governing documents of the Church.

Definitions and Interpretation

In these Bylaws, unless the context otherwise requires:

Annual General Meeting	means the general meeting of the members held annually as specified in these Bylaws.
Board	means the Board of Elders of the Church.
Bylaws	means the Bylaws of the Church.
Constitution	means the <i>Local Church Constitution</i> contained in the <i>Manual of The Christian and Missionary Alliance in Canada</i> .
Church	means <i>Peace Portal Alliance Church</i> of The Christian and Missionary Alliance in Canada.
Lead Pastor	means the senior pastor of the Church.
Manual	means the <i>Manual of The Christian and Missionary Alliance in Canada</i> .
Ordinary Resolution	means a resolution that requires a simple majority of the votes cast at a general meeting by the members eligible to vote or at a meeting of the Board.
Special Resolution	means a resolution that requires a two-thirds (2/3) majority of the votes cast at a general meeting of the members eligible to vote or at a meeting of the Board. It is required to make fundamental changes to the organization and governance of the Church and decisions about major issues.

Special Meeting

means a meeting of the members other than the Annual General Meeting in which special or urgent business may be conducted.

Part 1 – Mission, Vision and Values

- 1.1. The Board shall ensure that a current statement of mission, vision and values exists for the Church and is communicated appropriately.

Part 2 – Membership

- 2.1. In the absence of any other structure they approve, the Board shall be responsible for all matters related to membership.
- 2.2. Qualifications for membership are as stipulated in the Constitution and these Bylaws.
- 2.3. There shall be three categories of membership:

2.3.1 Active Member

An Active Member is a member in good standing who has been officially confirmed as having met the requirements for membership outlined in the Constitution and these Bylaws, and who regularly attends and actively supports the Church in ways outlined in the membership commitment.

Active Members shall be eligible:

- a) to vote,
- b) to give primary leadership to Church ministries, and
- c) unless otherwise restricted, to be elected to the Board.

2.3.2 Inactive Member

An Inactive Member is:

- 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 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

c) a member who is under discipline.¹

2.3.2.1 An Inactive Member may not vote at meetings of the members, nor be elected to the Board, nor be in a leadership position in the Church.

2.3.2.2 An Inactive Member may be returned to Active Member status at the discretion of the Board.

2.3.2.2.1 An Inactive Member 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 a discipline and restoration process is complete and the Official Worker is restored to active ministry.²

2.3.2.2.2 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.

2.3.2.3 Members not in good standing shall not be listed on published membership lists of the church

2.4 To become an Active Member of the Church, an individual must participate in the Church's application and orientation process. The qualifications for membership shall be in accordance with the Local Church Constitution of the Christian and Missionary Alliance in Canada. In addition:

a) applicants for membership must sign a membership commitment that clearly identifies the expectations of members.

b) an applicant for membership becomes a member when officially confirmed by the Board.

2.5 A person shall cease to be a member of the Church:

a) by delivering their resignation in writing to the secretary of the Board,

¹ 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 *Policy on Discipline, Restoration and Appeal for Official Workers*, Section 2.

b) upon having been an Inactive Member for 12 consecutive months,

- c) by transferring to another church or by accepting membership in another church,
 - d) upon being expelled due to any disciplinary process,
 - e) to be heard by the Board before the special resolution is put to a vote,
 - f) upon death.
- 2.6 Discipline of members, including termination of membership, must be in accordance with the Manual.

Part 3 – Government

Article 1 - Board Governance

- 3.1. The Board must ensure that there is an effective governance structure for the Church and its ministries.
- 3.2. The Board must ensure that policies and procedures are established for the affirmation, appointment, and potential removal of leaders in all Church ministries.

Article 2 - Member Meetings

- 3.3. The Annual General Meeting of the members must be held during the month of October on a date set by the Board.
- 3.3.1. The proposed agenda and written reports for the Annual General Meeting must be available seven (7) days prior to the Annual General Meeting.
 - 3.3.2. The reviewed annual financial statements must be presented at the Annual General Meeting of the members.
 - 3.3.3. The Board must recommend an independent Chartered Professional Accountant to the members to review the Church's financial statements for the upcoming year.
 - 3.3.4. The members must appoint an independent Chartered Professional Accountant to review the Church's financial statements for the upcoming year.
- 3.4. Special Meetings of members to consider special or urgent business:
- a) may be called by the Board.

b) must be called by the Board when requested by at least ten (10) percent of the Active Members. Such request must include a brief written statement of purpose.

3.5 Notice of meeting must be given to members by verbal announcement, print media, or digital media at least twenty-one (21) days prior to any meeting of members. Such notice must indicate the purpose of the meeting.

3.6 The quorum for a duly called meeting of the members is thirty (30) percent of the Active Members.

3.6.1 If at any time during a general meeting there ceases to be a quorum present, business in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

3.6.2 If a meeting is terminated for lack of a quorum, the Active Members present at a meeting called for no earlier than seven (7) days following the terminated meeting, will constitute quorum.

3.7 Each Active Member is entitled to one vote and voting by proxy is not allowed.

3.7.1 The Chair must not cast a second vote in addition to the vote to which they may be entitled to as a member, and thus change the outcome of a vote.

3.8 The Board may approve and provide for electronic participation in an Annual General Meeting or Special Meeting of the Church's members.

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.

3.9 The current edition of Robert's Rules of Order is the definitive resource on procedures at meetings of the members.

Part 4 – The Board

- 4.1. The Board must consist of the Lead Pastor, and at least three (3) and up to a maximum of fourteen (14) elected members. The number of elders must be set annually by the Board.
 - 4.1.1 If the number of elders falls below three (3) plus the Lead Pastor, the Board must appoint an eligible Active Member to serve until the next Annual General Meeting.
 - 4.1.2 Unless otherwise restricted, Active Members are eligible to serve on the Board.
 - 4.1.3 Board members must annually sign a declaration of not being ineligible as defined by the Income Tax Act of Canada.
 - 4.1.4 Board members must declare any potential conflict of interest regarding any agenda item at the beginning of each meeting.
- 4.2. The length of term shall be three (3) years, however, an occasional term of one (1) or two (2) years is acceptable in order to maintain continuity of leadership.
- 4.3. A Board member may serve a maximum of two (2) consecutive terms and shall not be eligible for election for a period of one (1) year. A Board member may serve a maximum of six (6) consecutive years.
- 4.4. The term of office shall begin at the conclusion of the Annual General Meeting at which the member is elected.
- 4.5. The quorum for meetings of the Board is a majority of the serving members.
- 4.6. The Board may pass a resolution without a meeting if a majority of the Board consents to the resolution in writing or by electronic means and it is recorded in the minutes.
- 4.7. The Board must appoint the officers of the Church – the Vice-Chair, Secretary, and Treasurer from among its members.
 - 4.7.1. The Lead Pastor or a member of the Board appointed by the Lead Pastor shall be the Chair.
 - 4.7.2. At the request of the Lead Pastor, the Board may nominate a Chair for consideration by the Lead Pastor.
 - 4.7.3. If the Lead Pastor is not the Board Chair, the position of being an officer of the church is retained.

- 4.8. Any two officers may sign documents on behalf of the church with the approval of the Board.
- 4.9. The Board may delegate any, but not all, of their powers to committees consisting of one or more Board members as they see fit.
- 4.9.1 A committee so formed in the exercise of powers so delegated must conform to any rules imposed on it by the Board and must report every act done in exercise of those powers to the earliest meeting of the Board after the act has been done.
- 4.10. The Board must set and be the final interpreter of Church policies.
- 4.11. The Board must annually review the Lead Pastor's ministry and remuneration.
- 4.12. Unless stipulated in higher precedence legislation or these bylaws, the Board must determine the requirement for a special resolution.
- 4.13. The Board must meet at least once every three (3) months. Meetings may be held at places the Board sees fit and attendance may include electronic means.
- 4.14. Every member of the Board and officer of the church or other person who has taken or is about to undertake any liability on behalf of the church and their heirs, executors, and administrators, and estate and effects, respectively, must from time to time and at all times, be indemnified and saved harmless, out of the funds of the church or applicable insurance from and against:
- a) all costs, charges, and expenses whatsoever which the Board member, an officer, or other person sustains or incurs in or about any action, suit, or proceeding which is brought, commenced, or prosecuted against them in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by them in or about the execution of the duties of their office or in respect of any such liability
 - b) all other costs, charges, or expenses which are sustained or incur in or about in relation to the affair thereof, except the costs, charges, or expenses occasioned by willful neglect or default
- 4.15. A Board member may be removed from office by Special Resolution of the Board if the member:
- a) is absent for three (3) consecutive meetings without sufficient reason,
 - b) becomes ineligible under the Income Tax Act of Canada,

- c) fails in their responsibilities as stipulated in the Constitution,
- d) becomes an Inactive Member.

4.15.1 If a Board member is removed from office under 4.15, an Active Member may be appointed by Ordinary Resolution of the Board, to serve as a member until the next Annual General Meeting.

- 4.16. Persons who are not Board members may be present at a Board meeting or portion thereof at the invitation of the Board.
- 4.17 The current edition of Robert's Rules of Order is the definitive resource on procedures at meetings of the Board.

Part 5 – Finances

- 5.1. The Treasurer and those appointed by the Board shall be the signing officers for the Church bank accounts.
- 5.1.1. The Treasurer must be one of the signing officers of all Church-related accounts.
- 5.2. The Church shall not incur debt, with the exception of Church credit card debt and capital leases not exceeding \$30,000 per item, without the approval of the District Executive Committee.
- 5.3. The Church may invest its funds only in an investment in which a prudent investor might invest.
- 5.4. Any non-budgeted proposed capital or non-capital expenditure exceeding ten (10) percent of the annual budget must be approved by Special Resolution at a duly called meeting of the members.
- 5.5. The fiscal year of the Church is from July 1 to June 30.
- 5.6. The annual financial statements must be reviewed by an independent Chartered Professional Accountant. The reviewed financial statements must be prepared in accordance with the *Accounting Standards for Not-For-Profit Organizations*.
- 5.7. The Board must establish a Financial Statement Review Committee to provide oversight of the financial reporting process. The committee must:
- a) be appointed by the Board and report to the Board,

- b) consist of a minimum of three (3) Active Members. Two (2) members must be Board members,
- c) be at arms-length from each other – free of any relationship that could interfere with their independent judgment,
- d) meet a minimum of once (1) annually,
- e) review the annual financial statements and the findings letter,
- f) if necessary, meet in camera with the independent Chartered Professional Accountant who reported on the annual financial statements
- g) report its findings and recommendations to the Board prior to the first Annual General Meeting following the end of the fiscal year,
- h) review other matters assigned by the Board such as, but not limited to, larger projects and purchases, financial policies, and adequacy of insurance.

Part 6 – Election of Board Members

6.1 Board members are elected at the Annual General Meeting and must receive a two-thirds (2/3) majority of the votes cast.

Nominating Committee

6.2 The Nominating Committee must consist of the Lead Pastor, a minimum of two (2) Board members appointed by the Board, and an equal number of Active Members, who are non-Board members, elected at the Annual General Meeting or another duly called meeting of the members.

6.2.1 The Nominating Committee must serve until the next Annual General Meeting.

6.2.2 The Board must appoint replacements for any vacancy that should occur in the Nominating Committee membership during the term of office.

6.3 The Board must annually inform the Nominating Committee of:

- a) the number of Board members desired and the length of each term,

- b) the number of eligible members who are not Board members to be elected to the Nominating Committee.
- 6.4 The Nominating Committee must place in nomination, and report to the members, one nominee for each vacant position as defined by the Board.
- 6.5 The Nominating Committee must establish its process for considering potential nominees.
- 6.6 The Nominating Committee must post its report via either print media or digital media at least twenty-one (21) days prior to the date set for the Annual General Meeting. Such report must include biographical information of each nominee and a summary of the Nominating Committee's process.
- 6.7 If the Nominating Committee wishes to consider one of its members for nomination, that person must withdraw from the Nominating Committee meeting while the decision is being made regarding the nomination.

Nominations by Members

- 6.8 Additional Nominations to those made by the Nominating Committee, may be made, in writing by a minimum of three (3) Active Members and filed with the Chair of the Nominating Committee at least fourteen (14) days prior to the Annual General Meeting.
 - 6.8.1 The proposed nominee must consent to being nominated before a nomination form is submitted to the Nominating Committee Chair.
 - 6.8.2 The Nominating Committee must review any additional nomination to ensure they are an Active Member.
 - 6.8.2.1 Any nominee that is an Active Member must be included on the ballot.

Part 7 – General

- 7.1 No donations for outside agencies shall be solicited without the approval of the Board.
- 7.2 Should the Church cease to exist or cease to be subject to the Manual, which includes the Statement of Faith of The Christian and Missionary Alliance in Canada, all of its real property, appurtenances, and effects associated with the member Church prior to its withdrawal shall inure to the benefit of and remain the property of the Christian and Missionary Alliance – Canadian Pacific District.

Part 8 – Amendments

- 8.1 Bylaw amendments may be proposed by the Board and submitted to the District Superintendent for approval by the District Executive Committee.
- 8.2 Amendments shall be valid only after being approved by the District Executive Committee and adopted by Special Resolution of the active members present at a duly called meeting for such purpose.

Amendments:

- November 1989
- November 2002
- October 2007
- October 2012
- October 2014
- October 2016 (Full revision)
- October 2016 (AGM additional revision)

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