
Bylaws Committee Virtual Meeting Minutes November 27, 2023

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

Erin Knott opened the meeting in prayer at 10:03am.

Approval of Agenda

Moved (S. Schneider) to approve the Agenda.

CARRIED

Declaration of Conflict of Interest

No conflicts of interest were expressed.

Approval of Previous Minutes

Moved (E. Peters) to approve the minutes of the meeting from September 19, 2023.

CARRIED

Review of Church Bylaws Progress

The Committee reviewed the provided *Bylaws Review Progress Report* and discussed the same, including the work plan to complete the reviews of church bylaws currently before the Committee.

DRAFT Executive Limitation on Banking Agreements

Discussion regarding the presentation to the Committee of a DRAFT Executive Limitation on Banking Agreements was deferred until the next regularly scheduled Committee meeting.

Action Item – Erin Knott to provide Bylaws Committee members with a copy of each of the current RBC Master Banking Agreement and Credit Facilities Agreement for the next regularly scheduled Bylaws Committee meeting.

Action Item – Janet Kirby to prepare a DRAFT Executive Limitation on Banking Agreements for the next regularly scheduled Bylaws Committee meeting.



Monitoring Policy Recommendation

Action Item – Steve Schneider and Erin Knott to bring recommended changes to section 3.4 of the *DEXCOM Policy Governance Manual* regarding the DEXCOM monitoring policy and schedule to the Bylaws Committee for its next regularly scheduled meeting.

Required Election Elements in Church Bylaws

The Committee discussed that DEXCOM noted during its discussion about the now DEXCOM-approved required election elements that under the second bullet point regarding quorum, in the case of a church that had stipulated quorum as “the Active Members present at a duly called meeting”, that type of quorum would not be considered a reasonable threshold for an alternative election process that doesn’t take place at a constituted meeting”. However, DEXCOM has not provided any further guidance or definition on what it would consider being “a reasonable threshold”.

Further, the Committee discussed that the now DEXCOM-approved *Required Election Elements in Church Bylaws*, in the case where the election does not take place during a duly called and constituted meeting of the members, does not contain any provision requiring a church to ensure that ballots (or the equivalent) are distributed to all members of the church who are eligible to vote prior to the vote being called.

The Committee also discussed whether, in the case where the election does not take place during a duly called and constituted meeting of the members, it would be prudent to require that at least some minimum percentage of the (unspoiled and completed) ballots must be returned for an election to be considered valid. The Committee discussed that even in the case where a quorum is some greater number than the members present, it may be wise to require some higher (minimum) threshold of participation in an alternative voting process.

Action item – Erin Knott to draft a Decision Profile and recommendation to DEXCOM addressing the above matters to be distributed to the Bylaws Committee via email for its consideration and approval no later than December 4, 2023.

Proposed Model Church Bylaws Revisions

Moved (S. Schneider) that the second “from among its members” in 4.9 of the *Model Church Bylaws* be removed.

CARRIED



Moved (S. Schneider) that the Bylaws Committee recommends to DEXCOM that the sentence in clause 4.9 of the *Model Church Bylaws* “The Board must appoint from among its members the following officers of the church – the Vice-Chair, Secretary, and Treasurer.” become a mandatory clause.

CARRIED

Proposed *District Committee on Nominations Terms of Reference* Revision

Moved (E. Peters) that the Committee recommends to DEXCOM that the following section be added to the *District Committee on Nominations Terms of Reference*:

Nominations of Committee Members

If the 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.

CARRIED

Executive Limitations re: Legal Financial Decisions

Regarding this matter, the Committee’s discussion included, but was not limited to, the following considerations:

- Do we need to consider making a recommendation for an executive limitation for limitations regarding legal financial decisions?
- Would it be helpful for the District Superintendent (DS) to have a DEXCOM-approved process or guideline (framework) in place?
- Protection for the DS if a limitation is in place.
- It would be wise to seek the DS’s input in this matter and as part of that, ask whether he would prefer to have both an executive limitation and a framework in place or just an executive limitation.

Action item – Erin Knott to consult with the District Superintendent regarding executive limitations on legal decisions and bring this matter back to the Bylaws Committee at the next regularly scheduled meeting.



Development of Model Church Bylaws for Developing Churches

There are a few New Ventures and developing churches for which such a template would be helpful. Developing churches are a small minority of our churches (there are six currently), but this is still an important matter for these churches.

Action item – Erin Knott to bring an initial draft of the *Model Church Bylaws for Developing Churches* to the next regularly scheduled Bylaws Committee meeting for review and discussion.

Term Limits for DEXCOM Standing Committees

There was discussion regarding differing term limits across the various DEXCOM and District Conference standing committees and whether there should be consideration of standardizing term limits or alternately, reviewing term limits for each standing committee to ensure that the term limits and service parameters regarding same reflect the operational needs of each respective committee. The Committee also discussed and then agreed that it would be wise to include parameters/processes about how/why/when a committee member can be removed from a committee in each respective committee's Terms of Reference.

Action item – Janet Kirby to review the Terms of Reference for all District Conference and DEXCOM standing committees and bring recommendations to the next regularly scheduled Bylaws Committee meeting regarding the above matters.

Information Items

- **New Member Recruitment** – Ryan McCurdy has been asked to join the Committee and is still interested but has not yet committed.
- **Incorporation Status for Churches** – A future discussion is desired on whether it would be wise for member churches to be incorporated (from both the district's perspective and the member church's perspective).
- **Pay Transparency Act** – British Columbia (BC) passed the *Pay Transparency Act* in May 2023. Effective as of May 11, 2023, employers in British Columbia are prohibited from seeking pay history from job applicants, or actions of reprisal against employees for inquiring about their pay or revealing their pay to other employees or applicants. Starting November 1, 2023, employers in BC will be required to include pay ranges in job postings, prepare reports identifying systemic discrimination in pay, and disclose pay information to employees and applicants upon request.



The CPD is in the process of sending out information to all churches and workers about the requirements of the new Act and how it impacts job postings and hiring and remuneration practices.

Next Meeting Date

The next meeting is scheduled for February 5, 2024, from 10:00 am to 1:00pm (PST) via Zoom. Erin Peters offered to take minutes for the meeting.

Future Agenda Items (in order of priority):

- *Local Church Constitution, 12.1 and Model Church Bylaws, 5.5 – Practical Implications and Application*
- Incorporation Status for Churches
- Proposed CPD Bylaws Amendments
- Proposed *Policy on Process for Electing DEXCOM Members* Revision

Adjournment at 12:09pm

