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# Model Church Bylaws for Developing Churches

## Introduction

The following model church bylaws are based on work done by churches and with consideration of the examples and advice of the Societies Act of BC and the Canadian Council of Christian Charities. They are just that – a model. You may adapt them as you deem appropriate for your situation in this document.

Clauses that are required by DEXCOM are indicated by **RED SMALL CAPS**.

Clauses suggested using best practices are indicated by normal font.

Clauses that are suggested options are indicated by *blue italics*.

Clauses that require your input are **highlighted**.

Explanations, references, and questions for consideration are in [brackets].

Once your initial draft is complete, a “DRAFT” watermark should be used until the bylaws have been adopted by church membership. Feel free to edit the footer to reflect your church’s logo, and please include the date of the bylaws version as well.

**Name of the Church**  
**Bylaws**

**Preamble**

THE CONSTITUTION FOR DEVELOPING CHURCHES, 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 Meeting”** means the Annual Meeting of the Members
- “Advisory Committee”** means the committee appointed by the District Superintendent to serve with the lead pastor in the oversight of the church
- “bylaws”** means the bylaws of the church
- “Constitution”** means the *Constitution for Developing Churches* contained in the *Manual of The Christian and Missionary Alliance in Canada*
- “church”** means [redacted] Church of The Christian and Missionary Alliance in Canada
- “Committee on Membership”** means the committee consisting of the lead pastor and the District Superintendent or his appointee(s)
- “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 Advisory Committee.

**“special resolution”** means a resolution that requires a majority of no fewer than **TWO-THIRDS (2/3) or a higher amount** of the votes cast at a general meeting by the members eligible to vote or at a meeting of the Advisory Committee. It is required to make fundamental changes to the organization and governance of the church and decisions about major issues.

[The Societies Act Part 2, 11 (4) allows for a society to have a higher requirement for a special resolution to pass.]

## **Part 1 – Mission, Vision, and Core Values**

1.1 The Advisory Committee shall ensure that a current statement of mission, vision, and values exists for the church and is communicated appropriately.

[In the absence of the above, churches may choose to one or both of the following statements.]

1.2 The statements of mission, vision, and values are as in the Constitution.

1.2.1 The Advisory Committee shall ensure that the statements of mission, vision, and values are communicated appropriately to members.

## **Part 2 – Membership**

2.1 The Committee on Membership is responsible for all matters related to membership.

2.2 Qualifications for membership are as stipulated in the Constitution and these bylaws.

2.3 There are two categories of membership:

2.3.1 Member

A member is a person 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 covenant.

Members are eligible:

- a) to vote,
- b) to give primary leadership to church ministries, and
- c) unless otherwise restricted, to be appointed to the Advisory Committee.

### 2.3.2 Member not in Good Standing

All members are in good standing except:

- a) a member who, in the opinion of the Advisory Committee, 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
- b) a member who is under discipline

2.4 To become a member of the church, an individual must participate in the church's application and orientation process. In addition:

- a) applicants for membership are expected to sign a membership covenant that identifies the commitments being made, and
- b) an applicant for membership becomes a member when officially confirmed by the Committee on Membership.

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

- a) by delivering their resignation in writing to the lead pastor by mail, email, or personal delivery to the address of the church.
- b) upon death.
- c) by transfer to another church.
- d) upon having not been a member in good standing for 12 consecutive months.
- e) upon being expelled as a result of any disciplinary process.

- f) by the Advisory Committee passing a special resolution and upon approval of the District Superintendent which terminates membership upon the person failing to maintain the qualifications for membership or having accepted membership in another church. The person who is the subject of the special resolution for expulsion must be given an opportunity to be heard by the Advisory Committee before the special resolution is put to a vote.

### **Part 3 – Government**

- 3.1 The church shall be under the direction of the District Superintendent, who will appoint an Advisory Committee which will assist him and the lead pastor with oversight of the church.
- 3.2 **THE ANNUAL MEETING OF THE MEMBERS MUST BE HELD WITHIN *the month of* [REDACTED] *OR within three (3) months of the end of the fiscal year* ON A DATE SET BY THE ADVISORY COMMITTEE.**
  - 3.2.1 The proposed agenda and written reports for the Annual Meeting must be available on or before the Sunday prior to the Annual Meeting.
  - 3.2.2 The Advisory Committee must recommend an independent Chartered Professional Accountant (CPA) to the members. An independent CPA must be appointed at the Annual Meeting.
- 3.3 Special meetings of members to consider special or urgent business may be called:
  - a) by the Advisory Committee by majority vote
  - b) by the Advisory Committee upon a written request by the greater of 5 or 10% of the Members in good standing.
- 3.4 **NOTICE OF MEETING MUST BE GIVEN TO MEMBERS BY *verbal and/or print media and/or electronic media (email, church website, etc.)* AT LEAST *fourteen (14) days and not more than sixty (60) days* PRIOR TO ANY MEETING OF MEMBERS. SUCH NOTICE MUST INDICATE THE PURPOSE OF THE MEETING.**

[See BC Societies Act, Section 77 (1), (a) and (b).]

- 3.5 **THE QUORUM FOR A DULY-CALLED MEETING OF MEMBERS IS THE MEMBERS PRESENT.**

3.6 **EACH MEMBER IS ENTITLED TO ONE VOTE AND VOTING BY PROXY IS NOT ALLOWED.**

3.6.1 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.

3.7 Any recommendations from the members shall be subject to the approval of the District Superintendent.

3.8 The current edition of Robert's Rules of Order is the definitive resource on procedures at meetings of the members unless another procedure is otherwise provided by these bylaws.

**Part 4 – Advisory Committee**

4.1 **THE ADVISORY COMMITTEE SHALL CONSIST OF THE LEAD PASTOR AND THOSE APPOINTED BY THE DISTRICT SUPERINTENDENT.**

4.1.1 Advisory Committee members must annually sign a declaration of not being ineligible as defined by the Canada Income Tax Act.

[The Income Tax Act defines in 149.1 (1) what an ineligible individual is, and Board members must declare that they are in a state of not being an ineligible individual. The Canadian Council of Christian Charities (CCCC) recommends an annual declaration.]

4.2 The Advisory Committee must meet at least once per quarter.

4.2.1 The Advisory Committee must report to the District Superintendent quarterly or as he requires.

4.3 **THE QUORUM FOR MEETINGS OF THE ADVISORY COMMITTEE IS A MAJORITY OF THE SERVING MEMBERS.**

4.4 A motion proposed at an Advisory Committee meeting need not be seconded and the Chair of a meeting may move or propose a resolution.

[Robert's Rules of Order, 11<sup>th</sup> edition (chapter 2, p.35) states that in a small board or committee, a motion need not be seconded in order to be brought before the Board. This is counter to tradition in most of our churches, but is technically accurate.]

4.4.1 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.

4.5 The officers of the church – the Vice-Chair, Secretary, and Treasurer – shall be appointed by the District Superintendent. The positions of Secretary and Treasurer may be held by one person, in which case the position must be identified as Secretary/Treasurer.

[The Constitution for Developing Churches stipulates the Chair, Vice-Chair, Secretary, and Treasurer are the officers of the church.]

4.6 The officers shall carry out the following duties and such additional duties as directed from time to time by the District Superintendent.

4.6.1 Chair – the Chair shall preside at meetings of the Advisory Committee.

4.6.2 Vice-Chair – The Vice-Chair acts in the absence of, or at the request of, the Chair.

4.6.3 Secretary – The Secretary shall keep the minutes of meetings of the Advisory Committee and shall ensure the safekeeping of the official records. The secretary shall conduct the official correspondence of the church as directed by the Advisory Committee.

4.6.4 Treasurer – The Treasurer shall ensure that all funds of the church are received and disbursed as directed by the Advisory Committee. The Treasurer shall ensure that proper records are maintained and shall report as required.

4.6.5 Any two officers may sign documents on behalf of the church with the approval of the Advisory Committee.

4.7 Unless stipulated in higher precedence legislation or these bylaws, the Advisory Committee must determine the requirement for a special resolution.

4.8 THE ADVISORY COMMITTEE MUST **annually/biennially** REVIEW THE LEAD PASTOR'S MINISTRY AND REMUNERATION.

[For conducting effective performance reviews, see the Introduction to Lead Pastor Performance Reviews on **myCPD**.]

4.9 Every member of the Advisory Committee 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 Advisory Committee 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

[If the Advisory Committee collectively, or any individual elders, acting in good faith is taken to court, they are not liable for costs or damages.]

4.10 **AN ADVISORY COMMITTEE MEMBER MAY BE REMOVED FROM OFFICE BY THE DISTRICT SUPERINTENDENT IF:**

- a) **THE MEMBER IS ABSENT FOR THREE (3) CONSECUTIVE MEETINGS WITHOUT SUFFICIENT REASON**
- b) **THE MEMBER BECOMES INELIGIBLE**
- c) **THE MEMBER FAILS IN THEIR RESPONSIBILITIES AS STIPULATED IN THE CONSTITUTION**
- d) **OTHER CIRCUMSTANCES WARRANT SUCH ACTION**

[The Income Tax Act defines in 149.1 (1) what an ineligible individual is, and Board members must declare that they are in a state of not being an ineligible individual. The Canadian Council of Christian Charities (CCCC) recommends an annual declaration.]

4.11 Persons who are not Advisory Committee members may be present at an Advisory Committee meeting or portion thereof at the invitation of the Advisory Committee.



- 4.12 The current edition of Robert's Rules of Order is the definitive resource on procedures at meetings of the Advisory Committee unless another procedure is otherwise provided by these bylaws.

### **Part 5 – Finances**

- 5.1 The Treasurer and those appointed by the Advisory Committee are 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 Advisory Committee may, upon approval of the District Executive Committee:***
- a) ***borrow money upon the credit of the church by obtaining loans or advances or by way of overdrafts or otherwise***
  - b) ***issue, sell, or pledge securities of the church including bonds, debentures, and debenture stock for such sums on such items and at such prices as they may deem expedient***
- 5.3 ***Any non-budgeted proposed capital expenditure exceeding 10% of the annual budget must be approved by special resolution at a duly called meeting of the members.***
- 5.4 THE FISCAL YEAR OF THE CHURCH IS FROM [REDACTED] to [REDACTED].
- 5.5 THERE MUST BE AN INDEPENDENT CHARTERED PROFESSIONAL ACCOUNTANT (CPA) TO COMPILE "NOTICE TO READER" FINANCIAL STATEMENTS.
- 5.5.1 THE COMPILED "NOTICE TO READER" FINANCIAL STATEMENTS MUST BE PRESENTED AT THE ANNUAL MEETING OF THE MEMBERS.

### **Part 6 – Church Ministries**

- 6.1 The Advisory Committee must ensure that there is an effective organizational structure for the church and its ministries.
- 6.2 The Advisory Committee must ensure that policies and procedures are established for the affirmation, appointment, and potential removal of leaders in all church ministries.

- 6.3 Each ministry leader or committee must function with a ministry description that describes both responsibilities and accountability. The group or individual that appoints the person or committee must be responsible to ensure the ministry description is in place.

### **Part 7 – General**

- 7.1 No offering for outside agencies shall be solicited without the approval of the Advisory Committee.
- 7.2 Members may inspect the records of the church with the exception of the proceedings (minutes) of the Advisory Committee and individual donor records other than the member's own.

### **Part 8 – Amendments**

- 8.1 **BYLAW AMENDMENTS MAY BE PROPOSED BY THE ADVISORY COMMITTEE AND SUBMITTED TO THE DISTRICT SUPERINTENDENT FOR APPROVAL BY THE DISTRICT EXECUTIVE COMMITTEE.**
- 8.2 **AMENDMENTS WILL BE VALID ONLY AFTER BEING APPROVED BY THE DISTRICT EXECUTIVE COMMITTEE AND DISTRICT SUPERINTENDENT AND ADOPTED BY SPECIAL RESOLUTION OF THE MEMBERS PRESENT AT A DULY CALLED MEETING FOR SUCH PURPOSE.**

#### **Amendments**

List the dates of initial adoption and then subsequent amendments.