

A review of our church bylaws is required by the District Executive Committee (DEXCOM) every 5 years. Our previously approved bylaws was from 2020 so the Elder Board was notified at the start of 2024 that it was time to look at our bylaws and make sure that they were in compliance with the district's Model Church Bylaws. As a result, the Elder Board decided to form the Bylaw Review Committee (BRC) to undertake this task.

The DEXCOM provided a copy of the "Model Church Bylaws", which is what the BRC primarily used to review and propose revisions for our church's bylaws.

The following is a copy of the revised bylaws proposed by the Bylaw Review Committee, and approved by the Elder Board.

Legend:

- Clauses in BLACK text are from the previously adopted bylaws
- Clauses in RED are required by the DEXCOM
- Clauses that are **BOLDED and UNDERLINED** are newly added or reworded
- Gray Text boxes (such as this one) will be used to give insight for some of the changes/revisions

Victoria Chinese Alliance Church
DRAFT OF THE REVISED 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.

This was reworded to go along with the Model Church Bylaws. The order in the previously approved bylaws was "These bylaws, the Local Church Constitution, and the Manual of the Christina and Missionary Alliance..."

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
“church”	means Victoria Chinese Alliance Church of The Christian and Missionary Alliance in Canada
“Constitution”	means the <i>Local Church Constitution</i> contained in 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 Meeting”	is a meeting other than the Annual General Meeting
“special resolution”	means a resolution that requires a two-thirds (2/3) majority of the votes cast at a general meeting by 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.

The order of definitions and the terminology has been changed to align with the Model Church Bylaws.

Part 1 – Mission, Vision, and Values

- 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

- In the absence of any other structure they approve, the Board is responsible for all matters related to membership.
- Qualifications for membership are as stipulated in the Constitution and these bylaws.
- There are three categories of membership:
 - 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 covenant.

Active Members are eligible:

- a) to vote,
- b) to give primary leadership to church ministries, and
- c) unless otherwise restricted ⁽¹⁾, to be elected to the Board.

3.2. Associate Member

An Associate Member is a former Active Member who is non-resident and/or for reasons acceptable to the Board, desires to retain membership in the church.

Associate Members may not vote at meetings of members, nor hold office in the church.

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

3.3. Member not in Good Standing

All members are in good standing except:

- a) a member who, in the opinion of the Board, has failed to remain active in the church ⁽²⁾, meaning that the member has been absent from the normal activities of the church ⁽³⁾ for a period of twelve (12) months or more and has not communicated an interest in remaining a member of the church
- 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

3.3.1. A Member not in Good Standing may not vote at meetings of the members, nor hold office in the church.

3.3.2. A Member not in Good Standing may be returned to Active Member status at the discretion of the Board.

3.3.2.1. A Member not in Good Standing 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 the discipline process is complete and the Official Worker is restored to active ministry.

3.3.2.2. 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.

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

4. To become an Active 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 Board.

5. A person ceases to be a member of the church:
 - a) by delivering their resignation in writing to the secretary of the Board by mail, email, or personal delivery to the address of the Board.
 - 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 Board passing a special resolution 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 Board before the special resolution is put to a vote.

Part 3 – Government

1. The Annual General Meeting of the Members must be held within three (3) months of the end of the fiscal year on a date set by the Board (4).

This clause was reworded in order to give flexibility to the Board in case a change in date is proposed or required. This would then avoid the need of calling for a special resolution in order to change the bylaw. Instead, a clarification note has been added below stating the previously agreed upon date.

- 1.1. The proposed agenda and written reports for the Annual General Meeting must be available on or before the Sunday prior to the Annual General Meeting.
- 1.2. **The reviewed annual financial statements must be presented at the Annual General Meeting of the members.**
- 1.3. **The Board must recommend an independent Chartered Professional Accountant to the members to review the church's financial statements for the upcoming year.**
- 1.4. **The members must appoint an independent Chartered Professional Accountant to review the church's financial statements for the upcoming year.**

Please note that we are required to have our church's financial statements reviewed by an independent Chartered Professional (CP) as our annual revenue exceeds \$250,000.

A similar clause was included in our previously approved bylaws, but we had forgone this because the threshold for requiring a review/audit by a CP was an annual revenue of \$500,000 per the Accounting Standards for Not-For-Profit Organizations (ASNPO) at the time. The ASNPO has since been updated and has lowered the threshold to \$250,000.

- 2. 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 10% of the Active Members in good standing. Such request shall include a brief written statement of purpose.**

This clause was one of the items listed as a best practice in the Model Church Bylaws. It was proposed by the BRC in order to provide a clear guideline for both the Board and the membership to follow compared to the previous bylaw, where the decision was ultimately made by the Board.

Previous bylaw:

“Any other meetings of the members can be called either by the Elder Board or by two members with the approval of the Elder Board.”

- 3. Notice of Meeting must be given to members by verbal and/or print media 3 Sundays 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
- 4. The quorum for a duly called Meeting of the Members is the Active Members present.
- 5. Each Active Member is entitled to one vote and voting by proxy is not allowed.
- 6. **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 – Board of Elders

- 1. The Board must consist of the Lead Pastor, and at least three (3) and up to a maximum of **eight (8)** elected members. The number of elders must be set annually by the Board.

The previously approved bylaw indicated seven (7) as the maximum elected members. The Model Church Bylaws had recommended making this an even number to avoid confusion about the quorum. Although our church has struggled to find enough

members to fill the current maximum, the BRC proposed increasing it to eight (8) in expectation of growth in our church.

- 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.
 - 1.2. **Board members must declare any potential conflict of interest regarding any agenda item at the beginning of each meeting.**
2. The length of term shall be two (2) years; however, an occasional term of one (1) year is acceptable.
 - 2.1. A Board member may serve a maximum of two (2) consecutive terms and shall not be eligible for election for a period of one year.
3. The term of office begins on January 1 of the year following the Special Meeting at which the member is elected.
4. **The Board must meet at least once per quarter. Meetings may be held at places the Board sees fit and attendance may include electronic means.**
5. The quorum for meetings of the Board is a simple majority of the serving members.
6. A motion proposed at a Board meeting need not be seconded and the Chair of a meeting may move or propose a resolution.
 - 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.
7. **The Board may pass a resolution without a meeting if both of the following requirements are met:**
 - a) **A copy of the resolution is sent to all Board members.**
 - b) **All members of the Board consents to the resolution in writing or by electronic means and it is recorded in the minutes.**

This clause was one of the items listed as a best practice in the Model Church Bylaws. It was proposed by the BRC as it gives flexibility for the Board to pass resolutions where a

response is required but may not constitute calling a special meeting of the Board (ie. decisions regarding day-to-day operations).

The decision to require all members of the Board to consent, if this method of passing a resolution is used, is to ensure that this does not replace the need for Board meetings, and guarantees that discussion on resolutions can be had if clarification is needed.

8. The Board must appoint from among its members the following officers of the church – the Vice-Chair, Secretary, and Treasurer from among its members. The positions of Secretary and Treasurer may be held by one person, in which case the position must be identified as Secretary/Treasurer.
 - 8.1. **The Board Chair is an officer of the church.**
 - 8.2. **At the request of the Lead Pastor, the Board may nominate a Chair for consideration by the Lead Pastor.**
 - 8.3. **If the Lead Pastor is not the Board Chair, they remain an officer of the church.**
9. **Any two officers may sign documents on behalf of the church with the approval of the Board.**
10. The Board may delegate any, but not all, of their powers to committees consisting of one or more Board members as they see fit.
 - 10.1. 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.
11. The Board must set and be the final interpreter of church policies.
12. **Unless stipulated in higher precedence legislation or these bylaws, the Board must determine the requirement for a special resolution.**
13. **The Board must annually review the Lead Pastor’s ministry and remuneration.**
14. **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 a Member not in Good Standing

14.1. If a Board member is removed from office under 4.14, an Active Member may be appointed, by ordinary resolution of the Board, to serve as a member until the next Annual General Meeting.

15. Persons who are not Board members may be present at a Board meeting or portion thereof at the invitation of the Board.

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

Part 5 – Finances

1. The Treasurer and those appointed by the Board are the signing officers for the church bank accounts.

1.1. The Treasurer must be one of the signing officers of all church-related accounts

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.

3. The church may invest its funds only in an investment in which a prudent investor might invest.

4. The fiscal year of the church is from January 1 to December 31.

5. 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.

Please see above Gray text box under Part 3.1.4

Part 6 – Church Ministries

1. **The Board must ensure that there is an effective organizational structure for the church and its ministries.**
2. **The Board must ensure that policies and procedures are established for the affirmation, appointment, and potential removal of leaders in all church ministries.**
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 – Elections

1. The election of Board members shall be held at a duly called Special Meeting in the month of November ⁽⁵⁾

Nominating Committee

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 Special Meeting.
3.
 - 3.1. The Nominating Committee must serve until the duly called Special Meeting in November
 - 3.2. **The Board must appoint replacements for any vacancy that should occur in the Nominating Committee membership during the term of office.**
4. **The Board must annually inform the Nominating Committee of:**
 - a) **the number of elders desired and the length of each term, ensuring a continuity of leadership**
 - b) **the number of eligible members who are not Board members to be elected to the Nominating Committee**
 - c) **the positions and number of candidates for any other office that are established by the bylaws or the Board**

5. The Nominating Committee must place in nomination, and report to the members, the nominees required for each position as specified by the bylaws or the Board.

5.1. 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

6. The Nominating Committee must establish its process for considering potential nominees
7. The Nominating Committee must post its report via print at least twenty-one (21) days prior to the date set for the duly called Special Meeting in November. Such report must include biographical information of each nominee.

Part 8 – Mission

1. Half of the current year General Fund surplus shall be set aside for the Global Advance Mission Fund.

Part 9 – General

1. **No offering for outside agencies shall be solicited without the approval of the Board.**
2. Members may inspect the records of the church with the exception of the proceedings (minutes) of the Board and individual donor records other than the member's own.
3. **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 10 - Amendments

1. Bylaw amendments may be proposed by the Board and submitted to the District Superintendent for approval by the District Executive Committee.

2. Amendments will 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.

Record of Amendments

Adopted
April 3, 1988

Amended
February 5, 1989
February 4, 1990
February 21, 1993
February 27, 1994
February 25, 1996
February 18, 2018

Revised and adopted under Society Acts
March 01, 2020

Revised and adopted
Mar 02, 2025

Clarification notes:

(1) Part 2.3.1.c - The church has not currently passed a special resolution to allow for female eldership, as required by the Local Church Constitution (Article 8.1)

(2) Part 2.3.3.a: defined as attending no fewer than once a month

(3) Part 2.3.3.a: referring to Sunday Services.

(4) Part 3.1 - held on the first Sunday of March per the previously approved bylaws

(5) Part 7.1: As a church tradition, the vote conducted in the three regular services in November.

Clarification notes have been added/reworded to align with the revised bylaws.