


CAROL PREST

**BYLAWS
TENTH AVENUE ALLIANCE CHURCH
OF THE CHRISTIAN AND MISSIONARY ALLIANCE**

Preamble

These bylaws, the Local Church Constitution, and the Manual of the Christian and Missionary Alliance in Canada constitute the governing documents of the church.

Interpretation

In these bylaws:

“Annual Meeting”	means the Annual Meeting of the members
“Board”	means the Board of Elders of the church
“bylaws”	means the bylaws of the church
“church”	means Tenth Avenue Alliance Church of the Christian and Missionary Alliance (“Tenth Church”)
“District Corporation”	means the Canadian Pacific District of the Christian and Missionary Alliance in Canada, incorporated under the British Columbia Societies Act
“Local Church Constitution”	means the Local Church Constitution contained in the Manual of The Christian and Missionary Alliance in Canada
“Manual”	means the Manual of the Christian and Missionary Alliance in Canada, as amended from time to time
“ordinary resolution”	is 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”	is a resolution that requires a majority of no fewer than two-thirds (2/3) 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.

Article I – Mission, Vision, and Core Values

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

Article II – Membership

1. In the absence of any other structure they approve, the Board shall be responsible for all matters related to membership.
2. Qualifications for membership shall be as stipulated in the Local Church Constitution and these bylaws.
3. There shall be two categories of membership:

3.1. Active Member

An Active Member is a member who has been confirmed through a process mandated by the Board as having met the requirements for membership outlined in the Local Church Constitution and these bylaws, and who regularly attends and actively supports the church in ways outlined in the membership covenant.

Active Members shall be eligible:

- a) to vote,
- b) to give primary leadership to church ministries, and
- c) unless otherwise restricted in these bylaws, to hold office.

3.2. Associate Member

An Associate Member is a former Active Member who has ceased to be active in the church on account of a change in residency or for other reasons acceptable to the Board and who 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.

The Board may establish procedures for the transitions between Active Membership and Associate Membership.

4. Member not in Good Standing

All members are in good standing except a member who is under discipline. A member who is not in good standing may be returned to good standing status at the discretion of the Board in accordance with the *Discipline and Restoration Policy for Members of Local Churches of the Christian and Missionary Alliance in Canada*.

5. To become an Active Member of the church, an individual shall participate in the church's application and orientation process. In addition:

- a) applicants for membership shall be expected to sign a membership covenant that identifies the commitments being made, and
- b) an applicant for membership becomes a member when that application is approved in a manner determined by the Board.

6. A person shall cease 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) upon having not been a member in good standing for 12 consecutive months
- d) in the case of an Active Member, upon formal transfer to another church
- e) in the case of an Active Member, upon the Board confirming that, in its opinion, the member 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
- f) upon being expelled as a result of any disciplinary process

- g) by the Board passing a special resolution that terminates membership on the ground that the member has failed to maintain the qualifications for membership. 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.
7. The Board may establish policies and procedures for all matters connected with membership.

Article III – Government

1. The Annual Meeting of the members shall be held within three (3) months of the end of the fiscal year on a date set by the Board.
 - 1.1. The proposed agenda and written reports for the Annual Meeting shall be available prior to the Annual Meeting.
 - 1.2. An auditor or financial reviewer shall be appointed at the Annual Meeting upon recommendation from the Board.
 - 1.3. The business of the meeting shall include all other matters required by the Societies Act.
2. Special meetings of members to consider special or urgent business shall be called:
 - a) by the Board by majority vote
 - b) by the Board upon a written request by 10% of the Active Members in good standing.
3. Notice of any meeting of members shall indicate the purpose of the meeting and shall be given to members at least fourteen (14) days and not more than sixty (60) days prior to the meeting. Such notice may be given by mail to a member's last known mailing address, by email to a member's last known email address, or by publication in the church bulletin. Notice of any meeting may also be given, if the church has more than 250 members, by posting the notice throughout the period commencing at least 21 days before the date of the meeting on a website maintained by the church that is accessible to all members.
4. The quorum for transaction of business at a meeting of members shall be the lesser of 50 members or 10 percent of the Active Members.

- 4.1. If a meeting is terminated for lack of a quorum, the Active Members present at a meeting called for no earlier than one (1) day or later than ten (10) days following the terminated meeting shall constitute a quorum.
 - 4.2. Business other than the election of a Chair of the meeting and the adjournment or termination of the meeting must not be conducted at a general meeting at a time when a quorum is not present.
 - 4.3. 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.
5. Each Active member is entitled to one vote and voting by proxy is not allowed.
 - 5.1. The Chair shall 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.
6. The current edition of Robert's Rules of Order shall be the definitive resource on procedures at meetings of the members unless another procedure is otherwise provided by these bylaws.

Article IV – Board of Elders

1. The Board shall consist of the Lead Pastor and at least three (3) and up to a maximum of twelve (12) elected members.
 - 1.1. Board members shall not be ineligible persons as defined by the Canada Income Tax Act, and shall sign an annual declaration confirming that they are not so ineligible.
 - 1.2. All Active Members are eligible to serve on the Board.
 - 1.3. If the number of elders falls below three (3) plus the Lead Pastor, the Board shall appoint an eligible Active Member to serve until the next Annual Meeting.
2. Board members shall normally be elected for a two year term of office. However, an occasional term of one (1) year shall be acceptable.
 - 2.1. An elected Board member may serve a maximum of six (6) consecutive years, and shall be eligible for election after a break of one (1) year.

3. The term of office of a Board member shall begin at the conclusion of the Annual Meeting at which the member is elected.
4. The Board shall meet at least once in each quarter of the year.
5. The quorum for meetings of the Board shall be a majority of the members of the Board.
6. A motion passed at a Board meeting need not be seconded and the Chair of a meeting may move or propose a resolution.
 - 6.1. The Chair shall not cast a second vote in addition to the vote to which the Chair may be entitled to as a member and thus change the outcome of a vote.
7. The Board shall elect the officers of the church, other than the Chair, from among its members. The officers shall include the Secretary, the Treasurer, and the Vice-Chair. The positions of Secretary and Treasurer may be held by one person, in which case the position shall be identified as Secretary/Treasurer. The Board, in its discretion, may appoint other persons as officers. The Lead Pastor is an ex officio officer of the church.
 - 7.1. If the Lead Pastor elects not to serve as Chair, the Lead Pastor may request the Board to nominate one of its members for appointment by the Lead Pastor as Chair.
 - 7.2. Any two officers may sign documents on behalf of the church with the approval of the Board.
8. The Board may delegate any, but not all, of its powers to committees consisting of one or more Board members as it sees fit.
 - 8.1. 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.
9. The Board shall set and be the final interpreter of church policies.
10. Unless stipulated in higher precedence legislation or these bylaws, the Board shall determine whether any motion requires a special resolution.
11. The Board shall regularly review the Lead Pastor's ministry and remuneration.

12. Subject to the provisions of the Societies Act, every member of the Board and every 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, shall from time to time and at all times be indemnified and saved harmless out of the funds of the church 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 incurred in or about in relation to the affair thereof, except the costs, charges, or expenses occasioned by willful neglect or default
13. A Board member may be removed from office by special resolution of the Board if the member:
 - a) is absent for four (4) consecutive meetings without sufficient reason
 - b) becomes ineligible
 - c) fails in their responsibilities as stipulated in the Local Church Constitution
- 13.1. If a Board member is removed from office under Article IV, section 13, an Active Member may be elected or appointed, by ordinary resolution of the Board, to serve as a member until the next Annual Meeting.
14. Persons who are not Board members may be present at a Board meeting or portion thereof at the invitation of the Board.

Article V – Finances

1. The Board shall approve a procedure for the appointment of signing officers for the church bank accounts.
2. The Board may, with the 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, if approved by special resolution at a duly called meeting of members.
- 3. Notwithstanding section 2 above, the church may acquire and use credit cards without the requirement for approval by the District Executive Committee.
- 4. The fiscal year of the church shall be from September 1 to August 31.
- 5. There shall be an annual financial audit or review conducted by an independent (non-church related) auditor or reviewer
 - 5.1. The audited or reviewed annual financial report shall be presented at the annual meeting of the members.
- 6. There shall be an Audit / Financial Review Committee to provide oversight of the financial reporting process.
 - 6.1. Committee members shall be at arms-length from each other – free of any relationship that could interfere with their independent judgment.
- 7. The Audit / Financial Review Committee shall:
 - a) be appointed by the Board and report to the Board
 - b) be chaired by the Treasurer
 - c) consist of a minimum of three (3) members, including the Treasurer.
 - d) meet at least annually
 - e) review the audited / reviewed financial statements and the findings letter
 - f) if necessary, meet in camera with the Auditor / Reviewer
 - g) report its findings and recommendations to the Board prior to the Annual Meeting
 - h) review other matters assigned by the Board such as, but not limited to, larger projects and purchases, financial policies, and adequacy of insurance

Article VI – Church Ministries

1. The Board shall ensure that there is an effective organizational structure for the church and its ministries.
2. The Board shall 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 shall function with a ministry description that describes both responsibilities and accountability. The group or individual that appoints the person or committee shall be responsible to ensure the ministry description is in place.

Article VII – Elections

Nominating Committee

1. The Nominating Committee shall 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 meeting or another duly called meeting of the membership.
 - 1.1. The Nominating Committee shall serve until the next Annual Meeting.
 - 1.2. The Board shall appoint replacements for any vacancy that should occur in the Nominating Committee membership during the term of office.
2. The Board shall 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.
3. The Nominating Committee shall place in nomination, and report to the members, the candidates required for each position as specified by the bylaws or the Board.

- 3.1. If the Nominating Committee wishes to consider one of its members for nomination, that person shall withdraw from the Nominating Committee meeting while the decision is being made regarding the nomination.
4. The Nominating Committee shall establish its process for considering potential nominees.
5. The Nominating Committee shall post its report via print and/or electronic media at least twenty-one (21) days prior to the date set for the annual meeting. Such report shall include biographical information of each candidate.

Nominations by Members

1. Additional nominations may be made by any two (2) eligible members by submitting the name in writing on the approved Nomination Form to the Lead Pastor for posting at least fourteen (14) days prior to the Annual Meeting.
 - 1.1. The proposed nominee must consent to being nominated before the Nominating Form is submitted to the Lead Pastor.
2. Such nominations shall be included on the ballot without being vetted by the Nominating Committee.

Article VIII – General

1. No offering for outside agencies may be solicited without the approval of the Board.
2. Members may inspect those records of the church set out in sections 20(1), 20(2)(a) and (b), 56(3)(a) and 62(3)(a) of the Societies Act.
3. Should the church cease to exist, all of its real property, appurtenances and effects then owned or held by it shall inure to the benefit of and become the property of the District Corporation, provided that the District Corporation is a qualified donee for the purpose of the Income Tax Act of Canada. In the event the District Corporation is not a qualified donee, the property of the church shall be transferred to The Christian and Missionary Alliance in Canada, provided that it is a qualified donee for the purpose of the Income Tax Act of Canada.
4. Should the church cease to be subject to the Manual, then the District Executive Committee shall determine whether to require the church to transfer to the District

Corporation, provided that the District Corporation is a qualified donee for the purpose of the Income Tax Act of Canada, all of its real property, appurtenances and effects. In making this determination, the District Executive Committee shall consider whether the church continues to abide by a similar statement of faith to that contained in the Manual and whether the church continues to promote similar purposes to those contemplated by the Manual, and shall give the church an opportunity to be heard. Should the District Executive Committee determine to require the transfer of the church's property, the church will continue to be responsible for any encumbrances attached to that property and will use its best efforts to obtain the full release of any security interest provided by the District Corporation in respect of such property.

5. The operations of the church are to be chiefly carried on in the City of Vancouver, in the Province of British Columbia.

Article IX – 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 shall be valid only after being approved by the District Executive Committee and adopted by special resolution of the members present at a duly called meeting for such purpose.

Article X Previously unalterable provisions

1. The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its objects. This provision was previously unalterable.

Dated: November 26, 2017