
**Fraser Lands Church
of The Christian and Missionary Alliance in Canada
Draft 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 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 Fraser Lands Church of The Christian and Missionary Alliance in Canada.
- “Constitution”** means the *Local Church Constitution* contained in the *Manual of The Christian and Missionary Alliance in Canada*.
- “District Executive Committee”** means the executive committee of the Canadian Pacific District of The Christian and Missionary Alliance in Canada that oversees the local churches in the denomination.
- “ordinary resolution”** means a resolution that requires a simple majority of the votes cast at a meeting of the members by the members eligible to vote or at a meeting of the Board.
- “Special Meeting”** is a meeting of the members other than the Annual General Meeting in which special or urgent business may be conducted.

“special resolution”

means a resolution that requires a two-thirds (2/3) majority of the votes cast at a meeting of the members 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.

Part 1 – Mission, Vision, and Values

- 1.1 The Board must 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 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 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 covenant.

Active Members are 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 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.

2.3.3 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, meaning that the member has been absent from the normal activities of the church for a period of twelve (12) 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

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

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

2.3.3.2.1 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.²

2.3.3.2.2 In respect of a member suspended under section 2.3.3 b), the Board must 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.

2.3.3.3 Members not in Good Standing must not be listed on published membership lists of the church.

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 2.2

2.4 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.

2.5 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 been a Member not in Good Standing under 2.3.3 a) for a period of twelve (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

3.1 The Annual General Meeting of the members must be held within four (4) months of the end of the fiscal year on a date set by the Board.

3.1.1 The proposed agenda and written reports for the Annual General Meeting must be available at least seven (7) days prior to the Annual General Meeting.

3.1.2 The reviewed or audited annual financial statements must be presented at the Annual General Meeting of the members.

3.1.3 The Board must recommend an independent Chartered Professional Accountant to the members to review or audit the church's financial statements for the upcoming year.

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- 3.2 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 a request must include a brief written statement of purpose.
- 3.3 Notice of Meeting must be given to all members by verbal and/or print media and/or electronic media (email, church website, etc.) at least twenty-one (21) days and not more than sixty (60) days 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, and
 - c) if applicable, include the text of any special resolution(s) to be submitted to the meeting.
- 3.4 The quorum for a duly called meeting of the members is the Active Members present.
- 3.5 Each Active Member is entitled to one (1) vote and voting by proxy is not allowed.
- 3.5.1 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.
- 3.6 The Board of Elders may approve and provide for electronic participation in an Annual General Meeting or Special Meeting of the church's members.
- Notice of the meeting must provide instructions for attendance and/or participation in the meeting. Such meetings must ensure that members have the ability to:
- a) determine if a quorum is present,
 - b) enter into discussion and be heard by those in attendance, and
 - c) vote.
- 3.7 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

- 4.1 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.
 - 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 who have attained the age of nineteen (19) 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 is two (2) years; however, an occasional term of one (1) year is acceptable.
 - 4.2.1 A Board member may serve a maximum of three (3) consecutive terms or six (6) consecutive years and will not be eligible for election for a period of one (1) year.
- 4.3 The term of office begins May 1 and concludes on April 30 of the final year of the term of office.
- 4.4 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.
- 4.5 The quorum for meetings of the Board is a majority of the serving members.
- 4.6 A motion proposed at a Board meeting need not be seconded and the Chair of a meeting may move or propose a resolution.
 - 4.6.1 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.
- 4.7 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) a majority of the Board consents to the resolution in writing or by electronic means and it is recorded in the minutes.

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- 4.8 A Board member may not vote by proxy at a meeting of the Board.
- 4.9 The Board must appoint from among its members the following officers of the church – the Vice-Chair, Secretary, and Treasurer. The positions of Secretary and Treasurer may be held by one (1) person, in which case the position must be identified as Secretary/Treasurer.
- 4.9.1 The Board Chair is an officer of the church.
- 4.9.2 At the request of the Lead Pastor, the Board may nominate a Chair for consideration by the Lead Pastor.
- 4.9.3 If the Lead Pastor is not the Board Chair, they remain an officer of the church.
- 4.10 Any two (2) officers may sign documents on behalf of the church with the approval of the Board.
- 4.11 The Board may delegate any, but not all, of their powers to committees consisting of one (1) or more Board members as they see fit.
- 4.11.1 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 the exercise of those powers to the earliest meeting of the Board after the act has been done.
- 4.12 The Board must set and be the final interpreter of church policies.
- 4.13 Unless stipulated in higher precedence legislation or these bylaws, the Board must determine the requirement for a special resolution.
- 4.14 The Board must annually review the Lead Pastor’s ministry and remuneration.
- 4.15 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.

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- b) all other costs, charges, or expenses which are sustained or are incurred in or about in relation to the affair thereof, except the costs, charges, or expenses occasioned by willful neglect or default.
- 4.16 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.
- 4.16.1 If a Board member is removed from office under 4.16, an Active Member may be appointed, by ordinary resolution of the Board, to serve as a member until the next Annual General Meeting.
- 4.17 Persons who are not Board members may be present at a Board meeting or portion thereof at the invitation of the Board.
- 4.18 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

- 5.1 The Treasurer and those appointed by the Board 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 church must 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.
- 5.2.1 The Board must approve any liability, including credit cards for church use by any staff member.
- 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 expenditure exceeding 10% of the annual budget must be approved by special resolution at a duly called meeting of the members.

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- 5.5 Real property may be acquired, disposed of, improved, or encumbered by order of the Board, subject to the approval of the members by special resolution and to approval by the District Executive Committee.
- 5.6 The fiscal year of the church is from January 1 to December 31.
- 5.7 The annual financial statements must be reviewed or audited by an independent Chartered Professional Accountant. The reviewed or audited financial statements must be prepared in accordance with the *Accounting Standards for Not-for-Profit Organizations*.
- 5.8 The Board must establish a Finance Committee to provide oversight of the financial reporting process.
- 5.8.1 Committee members must be at arm's length from each other – free of any relationship that could interfere with their independent judgment.
- 5.9 The Finance Committee must:
- a) be appointed by the Board and report to the Board.
 - b) consist of a minimum of three (3) individuals of which at least one (1) who is a Board member, with the majority of Committee members being non-Board members.
 - c) meet at least annually.
 - d) review the annual financial statements and the findings letter.
 - e) if necessary, meet in camera with the independent Chartered Professional Accountant who reported on the annual financial statements.
 - f) report its findings and recommendations to the Board prior to the first Annual General Meeting following the end of the fiscal year.
 - g) review other matters assigned by the Board such as, but not limited to, annual budgets, larger projects and purchases, financial policies, and adequacy of insurance.

Part 6 – Church Ministries

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

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- 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 – Elections

Nominating Committee

- 7.1 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.
- 7.1.1 The Nominating Committee must serve until the next Annual General Meeting.
- 7.1.2 The Board must appoint replacements for any vacancy that should occur in the Nominating Committee membership during the term of office.
- 7.2 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.
- 7.3 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.
- 7.3.1 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.
- 7.4 The Nominating Committee must establish its process for considering potential nominees.
- 7.5 The Nominating Committee must post its report via print and/or electronic 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.

Nominations by Members

- 7.6 Additional nominations may be made by any three (3) Active Members by submitting the name in writing on an approved nomination form to the Lead Pastor for posting at least fourteen (14) days prior to the Annual General Meeting. In the absence of a Lead Pastor, nominations must be filed with the Board Chair or Secretary.
- 7.6.1 The proposed nominee must consent to being nominated before a nomination form is submitted to the Lead Pastor.
- 7.6.2 Such nominations must be included on the ballot without being vetted by the Nominating Committee.

Election of Elders

- 7.7 Where there are more nominees than open positions for elders, the nominees receiving the highest majority of the votes will be elected.
- 7.8 In the case where there is a tie between elder nominees who received at least a majority vote and there are more nominees than open positions, a second vote will be taken only for those nominees with a tied vote. The nominee(s) with the highest second vote will be elected to fill the remaining open elder position(s).

Part 8 – General

- 8.1 No donations or fundraising for outside agencies will be facilitated without the approval of the Board.
- 8.2 Should the church cease to exist or cease to be subject to the *Manual of The Christian and Missionary Alliance in Canada*, 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 will inure to the benefit of and remain the property of the Christian and Missionary Alliance – Canadian Pacific District.

Part 9 – Amendments

- 9.1 Bylaw amendments may be proposed by the Board and submitted to the District Superintendent for approval by the District Executive Committee.
- 9.2 Amendments are 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

Date of adoption of first Bylaws October 19, 2014.

Amendments:

- 1 March 8, 2020