

Richmond Capstan Alliance Church of The Christian and Missionary Alliance in Canada Bylaws

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.

Definitions and Interpretation

In these bylaws, unless the context otherwise requires:

"Annual Meeting"	means the General Meeting of members held annually on a day specified by these bylaws
"Board"	means the Board of Elders of the church
"bylaws"	means the bylaws of the church
"church"	means Richmond Capstan 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>
"General Meeting"	means a general meeting of members for the transaction of business.
"ordinary resolution"	means a resolution that requires a simple majority of the votes cast at: a) a General Meeting by the members eligible to vote, or b) at a meeting of the Board.
"special resolution"	means a resolution that requires a majority of two-thirds (2/3) of the votes cast: 1. at a General Meeting by the members eligible to vote, or 2. at a meeting of the Board.

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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 Core Values

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

Part 2 – Membership

- 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 Board approved 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 under discipline.

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 the 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 not been a member in good standing for 12 consecutive months;
- e) upon being expelled as a result of any disciplinary process; or
- 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 Meeting shall be held within the first three (3) months of the calendar year on a date set by the Board. At this meeting:

- the financial reports for the preceding fiscal year shall be presented,
- the auditor shall be appointed, and
- reports from the Senior Pastor and Board shall be presented, and
- other business may also be conducted as identified in the proposed agenda.

3.1.1 The Board must recommend a financial auditor to the members. A financial auditor must be appointed at the Annual Meeting.

3.2 A General Meeting shall be held within the last three (3) months of the calendar year on a date set by the Board. At this meeting the elders shall be elected, and any other business as may be identified in the proposed agenda.

3.3 The proposed agenda and written reports for General Meeting must be available on or before the Sunday prior to the General Meeting.

3.4 A General Meeting to consider special or urgent business must be called:

- a) by the Board by majority vote when they see fit; or
- b) by the Board upon a written request by at least 50% of the Active Members in good standing.

3.5 Notice of a General Meeting must be given to members by verbal, print media, 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.

3.6 The quorum for a duly-called meeting of members shall be one-third (1/3) of the Active Members.

3.6.1 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, constitute a quorum.

3.6.2 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.

3.6.3 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.

3.7 Each Active Member is entitled to one vote and voting by proxy is not allowed.

3.7.1 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.

3.8 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 – Board of Elders

4.1 The Board must consist of the Senior Pastor, and at least three (3) and up to a maximum of twelve (12) 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 Senior Pastor, the Board must appoint an eligible Active Member to serve until December 31 of the current calendar year.

4.1.2 Unless otherwise restricted, Active Members (men and women) who have been Active Members for at least four (4) years and have attained the age of 25 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 Canada Income Tax Act.

4.2 The length of term shall be 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 and shall be eligible for election after a break of one year.

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- 4.3 The term of office shall extend from January 1st, immediately following the election, and conclude December 31st at the end of the term.
- 4.4 The Board must meet at least once per quarter.
- 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 must elect the 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.
 - 4.7.1 At the request of the Senior Pastor, the Board may nominate a Chair for consideration by the Senior Pastor.
 - 4.7.2 If the Senior Pastor is not the Board Chair, the position of being an officer of the church is retained.
- 4.8 Any two officers may sign documents on behalf of the church with the approval of the Board.
- 4.9 The Board may delegate any, but not all, of their powers to committees consisting of one or more Board members as they see fit.
 - 4.9.1 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.
- 4.10 The Board must set and be the final interpreter of church policies.
- 4.11 Unless stipulated in higher precedence legislation or these bylaws, the Board must determine the requirement for a special resolution.

4.12 The Board must annually review the Senior Pastor's ministry and remuneration.

4.13 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 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; and
- 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.

4.14 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; or
- c) fails in their responsibilities as stipulated in the Constitution.

4.14.1 If a Board member is removed from office under Part 4.14, an Active Member may be elected or appointed, by ordinary resolution of the Board, to serve as a member until December 31 of the year in which the member was appointed.

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

4.16 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

- 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 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.
- 5.3 The Board 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; or
 - 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.
- 5.4 The fiscal year of the church is from January 1st to December 31st.
- 5.5 There must be an annual financial audit conducted by an independent (non-church related) auditor.
 - 5.5.1 The audited annual financial report must be presented at the Annual Meeting.

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.
- 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 A Nominating Committee shall consist of the Senior 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 a duly called General Meeting.
- 7.1.1 The Nominating Committee must serve until the next General Meeting called for, among other things, the election of Active Members to serve at the Nominating Committee.
- 7.1.2 The Board must appoint replacements for any vacancy that should occur in the Nominating Committee members 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; and
 - b) the positions and number of candidates for any other office that are established by the bylaws or the Board.
- 7.3 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.
- 7.3.1 If the Nominating Committee wishes to consider one of its members for nomination, such member is required to resign from the Nominating Committee upon giving consent.
- 7.3.2 Such consent shall be given before the Nominating Committee starts to consider the nominee.
- 7.4 The Nominating Committee must establish its process for considering potential nominees.
- 7.5 The Nominating Committee must post its report via print or electronic media at least twenty-one (21) days prior to the date set for the General Meeting called for, among other things, election of elders.

Nominations by Members

7.6 Additional nominations may be made by any three (3) Active Members by submitting the name in writing on the Elder Nomination Form, as such form is approved by the Board from time to time, to the Senior Pastor for posting at least fourteen (14) days prior to the General Meeting called for, among other things, election of elders. In the absence of a Senior Pastor, nominations must be filed with the Board Chair or Secretary.

7.6.1 The proposed nominee must consent to being nominated before the Elder Nomination Form is submitted to the Senior Pastor.

Election of Elders by Members

7.7 Elders must be elected by special resolution at a General Meeting.

7.7.1 Elections for elders must be by ballot.

Part 8 – General

8.1 No offering for outside agencies shall be solicited without the approval of the Board.

8.2 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.

Part 9 – Amendments

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

9.2 Amendments shall 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.

Amendments

Bylaws were adopted by the Members on February 21, 2010 and approved by DEXCOM on May 18, 2010.

Bylaws were adopted by the Members on October 19, 2014 and approved by DEXCOM on March 3, 2015.

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Bylaws were approved by DEXCOM on November 20, 2020 and adopted by the Members on November 28, 2020.

Bylaws were approved by DEXCOM on February 09, 2023 and adopted by the Members on March 19, 2023.