



Lake Country Alliance Church Bylaws

Preamble

In order of authority the Church is governed by scripture, the BC Societies Act, the Local Church Constitution, the Manual of the Christian and Missionary Alliance in Canada, and these bylaws.

Definitions and Interpretation

In these bylaws, unless the context otherwise requires:

"Annual Meeting"	means the Annual Meeting of the Members
"Board"	means the Board of Elders of the church
"Bylaws"	means these bylaws of the church
"Constitution"	means the <i>Local Church Constitution</i> contained in the <i>Manual of The Christian and Missionary Alliance in Canada</i>
"church"	means Lake Country Alliance Church of The Christian and Missionary Alliance in Canada. For the purpose of the BC Societies Act, the church is also referred to as the Society, in this document.
"manual"	means the <i>Manual of the Christian and Missionary Alliance in Canada</i> .
"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.

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.
- 1.2 The operations of the Society are to be chiefly carried on in Lake Country in the Province of British Columbia.
- 1.3 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.

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 members:

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 application.

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 Inactive Member

An Inactive Member is:

- a) a former Active Member who is non-resident and/or for reasons acceptable to the Board, desires to retain membership in the church; or
- b) 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 nine (9) months or more and has not communicated an interest in remaining a member of the church

2.3.2.1 Inactive Members shall not vote at meetings of members, nor hold office in the church.

2.3.2.2 Inactive Members shall be returned to Active Member status at the discretion of the Board.

2.3.3 Member not in Good Standing

A Member not in Good Standing is an Active or In-Active Member who is under discipline, as stipulated by the *Manual*.

2.3.3.1 During the discipline process, Members Not in Good Standing shall not vote at meetings of members, nor hold office in the church.

2.3.3.2 Once the disciplinary issue has been resolved, the rights to vote and hold office shall be restored to Members Not in Good Standing at the discretion of the Board.

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 required to sign (and retain a copy of) a membership application that identifies the commitments being made, and

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- 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; or
- d) 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 of the Members must be held within three (3) 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 Meeting must be available on or before the Sunday prior to the Annual Meeting.

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

3.2 Special meetings of members to consider special or urgent business may be called:

- a) by the Board by majority vote when they see fit; or
- b) by the Board upon a written request by the greater of 10% of the Active Members in good standing.

3.3 Notice of Meeting must be given to members at least fourteen (14) days and not more than sixty (60) days prior to any meeting of members. Notice is to be given verbal and by one or both of print media (bulletins, hand-outs, etc.)

and/or electronic means (email, church website, etc.) Such notice must indicate the purpose of the meeting.

- 3.4 The quorum for a duly-called meeting of members is the members present.
- 3.5 Each Active Member is entitled to one vote and voting by proxy is not allowed.
- 3.6 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 The current edition of *Roberts Rules in Plain English* 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 at least four members, including the Lead Pastor, as stipulated by Article 8 of the *Constitution*. The maximum number of board members is 10. The actual number of members is set annually by the Board for the upcoming year.
 - 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 Meeting.
 - 4.1.2 Board members must annually sign a declaration of not being ineligible as defined by the Canada Income Tax Act.
 - 4.1.3 Elders must serve without remuneration for being a Board member, but the church may, subject to the Act, pay remuneration to a Board member for services provided by the member to the church in another capacity.
- 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.

- 4.3 The term of office begins at the conclusion of the Annual Meeting at which the member is elected.
- 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.
- 4.7 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.
- 4.8 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.
 - 4.8.1 At the request of the Lead Pastor, the Board may nominate a Chair for consideration by the Lead Pastor.
 - 4.8.2 If the Lead Pastor is not the Board Chair, the Lead Pastor remains an Officer and the Board Chair is added as an Officer.
 - 4.8.3 The duties of Board members and Officers are as contained in the *Constitution* (Article 8).
 - 4.8.4 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, shall be governed by its Terms of Reference, to be stipulated by the Board.
 - 4.9.2 All committees 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.

- 4.9.3 All committees so formed shall include at least one Board member.
- 4.10 Subject to the governing documents, 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 Lead 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 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; 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 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 this clause the Board member is to be replaced as stipulated in clause 4.1.1.
- 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 *Roberts Rules in Plain English* 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. The Treasurer must be one of the signing officers of all church-related accounts.
- 5.2 The fiscal year of the church is from January 1st to December 31st.
- 5.3 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.
- 5.4 The Board may, upon approval of the District Executive Committee:
- a) 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; and
 - b) borrow money upon the credit of the church by obtaining loans or advances or by way of overdrafts or otherwise.
- 5.5 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.
- 5.6 Per Bylaw article 3.1.2, there must be an annual financial audit or review conducted by an independent (non-church related) auditor or reviewer.
- 5.6.1 The audited or reviewed annual financial report must be presented at the Annual Meeting of the members.
- 5.7 The Board must establish Finance Committee to provide oversight of the financial reporting process. The committee must:
- a) be appointed by the Board and report to the Board;
 - b) include the Treasurer as chair;

- c) consist of a minimum of four members total and include two (2) Board Members (unless impractical);
- 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 first Annual Meeting following the end of the fiscal year;
- h) review other matters assigned by the Board such as, but not limited to, larger projects and purchases, financial policies, and adequacy of insurance; and
- i) be comprised of members that are at arms-length from each other – free of any relationship that could interfere with their independent judgment.

Part 6 – Church Ministries

- 6.1 The Lead Pastor must ensure that there is an effective organizational structure for the church and its ministries.
- 6.2 The Lead Pastor 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 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 Meeting or another duly called meeting of the members.
- 7.1.1 The Nominating Committee must serve until the next Annual 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; and
 - 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 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, that person must withdraw from the Nominating Committee meeting while the decision is being made regarding the nomination.
- 7.3.2 The proposed nominees must consent to being nominated before the Nominating Committee shall place them in 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 Meeting. Such report must include biographical information of each candidate.

Nominations by Members

- 7.6 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.
- 7.6.1 The proposed nominee must consent to being nominated before the Nominating Form is submitted to the Lead Pastor.
- 7.7 Such nominations must be included on the ballot without being vetted by the Nominating Committee.

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.
- 8.3 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 Canadian Pacific District, provided that the Canadian Pacific District is a qualified donee for the purpose of the Income Tax Act of Canada. In the event that the Canadian Pacific District 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.

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 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.