
NEWBERN MEMORIAL CHINESE ALLIANCE CHURCH

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 Meeting”** means the Annual Meeting of the Members
- “Board”** means the Board of Elders of the church
- “bylaws”** means the bylaws of the church
- “Constitution”** means the *Local Church Constitution* contained in the *Manual of The Christian and Missionary Alliance in Canada*
- “church”** means Newbern Memorial Chinese Alliance Church of The Christian and Missionary Alliance in Canada
- “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 resolution”** means 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 – Membership

- 1.1. In the absence of any other structure they approve, the Board is responsible for all matters related to membership.
- 1.2. Qualifications for membership are as stipulated in the Constitution and these bylaws.
 - 1.2.1. A qualified person becomes a member of the church via believer baptism at the church or applying to the Board.
 - 1.2.2. The minimum age for baptism is typically thirteen (13), except when approved by the Board.
- 1.3. There are three categories of membership:

1.3.1. 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 the weekly worship services (at least 26 Sunday services in the past twelve months) and actively supports the church in ways outlined in the membership covenant.

Active Members who have attained the age of eighteen (18) are eligible:

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

1.3.2. Associate Member

An Associate Member is a former Active Member who is non-resident of Greater Vancouver 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.

1.3.3. 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 more than six (6) months and has not communicated an interest in remaining a member of the church, or
- b) a member who is under discipline.

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

- a) An applicant must have attended this church regularly for at least 26 Sunday services in the past twelve months, and
- b) applicants for membership are expected to sign a membership covenant that identifies the commitments being made, and
- c) an applicant for membership becomes a member when officially confirmed by the Board.

1.5. 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 2 – Government

- 2.1. The Annual Meeting of the Members must be held within the month of March on a date set by the Board.
 - 2.1.1. The proposed agenda and written reports for the Annual Meeting must be available on or before the Sunday prior to the Annual Meeting.
 - 2.1.2. The Board must recommend a financial auditor or reviewer to the members. A financial auditor or reviewer must be appointed at the Annual Meeting.
- 2.2. Special meetings of members to consider special or urgent business may be called:
 - a) by the Board.
 - b) by the Board upon a written request by 20% or more of the Active Members in good standing.
- 2.3. Notice of Meeting must be given to members by print media at least fourteen (14) days prior to any meeting of members. Such notice must indicate the purpose of the meeting.
- 2.4. The quorum for a duly-called meeting of members is the members present.
- 2.5. Each Active Member is entitled to one vote and voting by proxy is not allowed.
 - 2.5.1. 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.
- 2.6. The current edition of Robert's Rules of Order is the definitive resource on procedures at meetings of members unless another procedure is otherwise provided by these bylaws.

Part 3 – Board of Elders

- 3.1. The Board must consist of the Senior Pastor, and at least three (3) and up to a maximum of ten (10) elected members. The number of elders must be set annually by the Board.
- 3.1.1. If the number of elders falls below three (3) plus the Senior Pastor, the Board must appoint an eligible Active Member to serve until the end of the current calendar year in which the vacancy occurs.
- 3.1.2. Board members must annually sign a declaration of not being ineligible as defined by the Canada Income Tax Act.
- 3.2. The length of term shall be two (2) years; however, an occasional term of one (1) year is acceptable.
- 3.2.1. A Board member may serve a maximum of two (2) consecutive terms and will be eligible for election after a break of one year.
- 3.3. The term of office begins on January 1 of the next calendar year after the meeting of members at which the member is elected.
- 3.3.1. A special meeting of members for electing elders shall be convened in the month of October on a date set by the Board.
- 3.4. The Board must meet at least once per quarter.
- 3.5. The quorum for meetings of the Board is a majority of the serving members.
- 3.6. A motion proposed at a Board meeting need not be seconded and the Chair of a meeting may move or propose a resolution.
- 3.6.1. 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.
- 3.7. 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.

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- 3.7.1. At the request of the Senior Pastor, the Board may nominate a Chair for consideration by the Senior Pastor.
- 3.7.2. If the Senior Pastor is not the Board Chair, the position of being an officer of the church is retained.
- 3.8. Any two officers may sign documents on behalf of the church with the approval of the Board.
- 3.9. The Board may delegate any, but not all, of their powers to committees consisting of one or more Board members as they see fit.
- 3.9.1. 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.
- 3.10. The Board must set and be the final interpreter of church policies.
- 3.11. Unless stipulated in higher precedence legislation or these bylaws, the Board must determine the requirement for a special resolution.
- 3.12. The Board must annually review the Senior Pastor's ministry and remuneration.
- 3.13. 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
 - 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

- 3.14. 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,
 - c) fails in their responsibilities as stipulated in the Constitution.
- 3.14.1. If a Board member is removed from office under Part 3, 3.14, an Active Member may be elected or appointed, by ordinary resolution of the Board, to serve as a member until the end of the current calendar year in which the vacancy occurs.
- 3.15. Persons who are not Board members may be present at a Board meeting or portion thereof at the invitation of the Board.
- 3.16. The current edition of Robert's Rules of Order is the definitive resource on procedures at meetings of members unless another procedure is otherwise provided by these bylaws.

Part 4 – Finances

- 4.1. The Treasurer and those appointed by the Board are the signing officers for the church bank accounts.
- 4.1.1. The Treasurer must be one of the signing officers of all church-related accounts.
- 4.2. The church will 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.
- 4.3. 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
 - 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

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- 4.4. Any non-budgeted proposed capital expenditure exceeding \$10,000 must be approved by DEXCOM and by special resolution at a duly called meeting of members.
- 4.5. The fiscal year of the church is from January 1 to December 31.
- 4.6. There must be an annual financial audit or review conducted by an independent (non-church related) Chartered Professional Accountant (CPA).
- 4.6.1. The audited or reviewed annual financial report must be presented at the Annual Meeting of the Members.
- 4.7. The Board must establish an Audit or Financial Review Committee to provide oversight of the financial reporting process.
- 4.7.1. Committee members must be at arms-length from each other – free of any relationship that could interfere with their independent judgment.
- 4.8. The Audit or Financial Review Committee must:
- a) be appointed by the Board and report to the Board
 - b) consist of three (3) members, with the majority being Board members
 - c) meet at least annually
 - d) review the audited or reviewed financial statements and the findings letter
 - e) if necessary, meet in camera with the Auditor or Reviewer
 - f) report its findings and recommendations to the Board prior to the first Annual Meeting following the end of the fiscal year
 - g) review other matters assigned by the Board such as, but not limited to, larger projects and purchases, financial policies, and adequacy of insurance

Part 5 – Church Ministries

- 5.1. The Board must ensure that there is an effective organizational structure for the church and its ministries.

- 5.2. The Board must ensure that policies and procedures are established for the affirmation, appointment, and potential removal of leaders in all church ministries.
- 5.3. 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 6 – Elections

Nominating Committee

- 6.1. The Nominating Committee must 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 the Annual Meeting or another duly called meeting of members.
 - 6.1.1. The Nominating Committee must serve until the next meeting of members at which the elders are elected.
 - 6.1.2. The Board must appoint replacements for any vacancy that should occur in the Nominating Committee membership during the term of office.
- 6.2. 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.
- 6.3. 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.
 - 6.3.1. 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.

- 6.4. The Nominating Committee must establish its own process for considering potential nominees.
- 6.5. The Nominating Committee must post its report via print at least twenty-one (21) days prior to the date set for the meeting of members at which the elders are elected.

Nominations by Members

- 6.6. Additional nominations may be made by any two (2) eligible members by submitting the name in writing on an approved nomination form to the Senior Pastor for posting at least fourteen (14) days prior to the meeting of members at which the elders are elected. In the absence of a Senior Pastor, nominations must be filed with the Board Chair or Secretary.
 - 6.6.1. The proposed nominee must consent to being nominated before a nomination form is submitted to the Senior Pastor.

Part 7 – General

- 7.1. No offering for outside agencies shall be solicited without the approval of the Board.
- 7.2. Members may inspect the records of the church with the exception of the proceedings (minutes) of the Board and individual donor records other than their own.

Part 8 – Amendments

- 8.1. Bylaw amendments may be proposed by the Board and submitted to the District Superintendent for approval by the District Executive Committee.
- 8.2. 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

- 1976 (December 5) Newbern officially organized and initial bylaws adopted.
- 1983 (December 4) Details not available.
- 1995 (September) Details not available.
- 1997 Reduced quorum requirement. Specified minimum voting age as 18. Specified female Elders are not to be more than 50% of the Board.
- 1999 (November 14) Details not available.
- 2004 Specified 50% attendance in that year to maintain rights as members. Clarified the meaning of "past twelve months prior to an election". Specified that elders are elected annually for 2-year terms, that usually one year of break is required for an Elder after 4 consecutive years of service.
- 2009 Specified minimum age for baptism as 13. Defined active members to be those who attend services 50% of Sundays in the 12 months prior to the AGM. Specified procedures for the election of Elders.
- 2014 Specified minimum attendance of 6 months before being admitted as a member. Specified that proxy forms are available 2 weeks prior to election, but not on voting day. Defined that an active member becomes an associate member when they miss 2 consecutive AGM without assigning proxy.
- 2017 Specified that anyone baptized at Newbern becomes a member of Newbern. Specified that members who have transferred their membership to another church for longer than 2 years must reapply for membership. Removed reference to AGM for the definition of Active Member. Specified the minimum number of votes to decide on property transaction as $\frac{3}{4}$ of active members present at a General Meeting.
- 2020 Complete revision at the request of the Pacific District based on District guidelines.

The English version of these bylaws shall be the official version. Should there be any discrepancy between the English and Chinese versions, the English version shall prevail.