

Proposed Bylaws Amendments for Election 2026

Introduction

AS MCC goes through growth and expansion, some updates to the By-Laws were felt necessary. A thorough review of the By-Laws was conducted with workshops held with the Parliamentarian and the Nominating Committee.

The following changes as well as typo corrections and alignments were noted and proposed below as amendments.

Summary

Article#	Article Name	Title	Description
1	Definitions	Update some definitions for the electronic age	Bring some definitions up-to-date with online meetings and electronic election practices
6	Membership	Voting requirements to censure/expel a member	To expel a member, require 75% of BoD to agree
6	Membership	Membership reinstatement after expiration due to non-payment of dues	Membership terminates after non-payment of dues for 11 months instead of 6 months. In case of termination, active members can rejoin as active members.
7	Meetings	Voting can be electronic	Voting can be done using an electronic election system. Electronic ballots for the annual elections are already in use. These updated definitions are to account for these practices.
8	Directors	Avoiding Conflict of Interest by preventing multiple members of same family from holding multiple MCC Positions	These amendments seek to prevent conflict of interest by preventing immediately related family members from holding multiple positions in MCC elected bodies.

8	Directors	Rules regarding vacancies on BoD – removing typo and adding clarification	A Director filling a vacancy shall be eligible to serve for up to two additional 3-year terms. The first additional term can be consecutive. The second additional term cannot be consecutive.
13	Sub-Organization	Correction in text regarding MCC School	Correcting text. The School is under the Director of Education, not the Director of Youth.
14	Corporate Records, Reports, and Seals	Keep Annual Report behind member sign-in portal	The Annual Report will be available to members behind member sign-in portal and not on the web-site for the world. This is to safeguard MCC sensitive information.
16	By-Laws	Higher bar to amend the Bylaws and correct a typo	To amend the Bylaws, require 3/4 majority vote instead of 2/3rd
16	By-Laws	Keep By-Laws behind member sign-in portal.	The full By-Laws will be available to members behind member sign-in portal and not on the web-site for the world. This is to safeguard MCC sensitive information

Amendments

Article 1 Definitions

Title: Update some definitions for the electronic age

Description: Bring some definitions up-to-date with online meetings and electronic election practices

Reasons For:

- Some operations practices have started use of digital methods, such as online meetings and electronic ballots for the annual elections. These updated definitions are to account for these practices.

Reasons Against:

- None.

Amended

Add 5 additional definitions after last paragraph (In Bold: Allowing Emails, Remote Attendance, Electronic Ballots and Lease)

- a. **Mails:** Mails includes Electronic Mails as well as carrier mail, Electronic Mails can be substituted for First Class Mail.
- b. **Meetings:** Meetings include verifiable attendance by remote audio, remote video, and Physical presence. Attendance by Remote audio and remote video can be substituted for Physical presence.
- c. **Quorum:** Quorum to include verifiable attendance by remote audio, remote video and Physical presence.
- d. **Ballot:** Ballot includes Electronic Ballot. Electronic Ballots can be substituted for the Paper Ballots.
- e. **GSDMCC Foundation:** A Non-Profit Organization established for religious and charitable purpose to develop land and build structures. It is landlord for MCC.

Article 6 Membership

Title: Voting requirements to censure/expel a member

Description: To expel a member, require 75% of BoD to agree

Reasons For:

- Bylaws give rules to step through to censure general members when needed. This amendment seeks to require a higher bar for censuring general members, from “2/3 majority vote of the BoD or 67%” to “3/4 majority vote of the FULL BoD or 75%”. Knowing that quorum requirement for BoD is 5 of 9, then 3 of them can expel a general member when 5 BoD members are present. This can be abused in case of a hostile takeover to remove concerned MCC members who oppose hostile takeover. This provides a guardrail against that and to further protect member rights.

Reasons Against:

- It can become harder to censure members by BoD when needed.

Section 6.06 Censure

Actions by any member that are deemed contrary to the MCC Bylaws, including mission, principles, policies and welfare of the MCC will be a cause for suspension of one or more of that member's privileges. A two third (2/3) majority vote of the BOD is necessary for such action. The member shall be notified in writing and he will have the right to appeal such decision by the BOD. If the BOD upholds its decision, the member may appeal the decision and ask for a vote by the GM in a meeting called on the petition of twenty-five percent (25%) or thirty (30) active members, whichever is less, as set out in Article 7.02. If two thirds (2/3) majority of the active membership present and voting in a meeting where a quorum is present approves, the terminated member shall be reinstated.

Amended

Actions by any member that are deemed contrary to the MCC Bylaws, including mission, principles, policies and welfare of the MCC will be a cause for suspension of one or more of that member's privileges. A **75% or 7 of 9** majority vote of the **Full** BOD is necessary for such action. The member shall be notified in writing and he will have the right to appeal such decision by the BOD. If the BOD upholds its decision, the member may appeal the decision and ask for a vote by the GM in a meeting called on the petition of twenty-five percent (25%) or thirty (30) active members, whichever is less, as set out in Article 7.02. If two thirds (2/3) majority of the active membership present and voting in a meeting where a quorum is present approves, the terminated member shall be reinstated.

Article 6 Membership

Title: Membership reinstatement after expiration due to non-payment of dues

Description: Membership terminates after non-payment of dues for 11 months instead of 6 months. In case of termination, active members can rejoin as active members.

Reasons For:

- Making it easier for members to catch up on their dues and retain membership, extending gap period from 6 months to 11 months.
- Helps retain members who encounter a gap in payments of less than a year for any reason - and make payments to catch up - up to 11 months.

Reasons Against:

- None

Section 6.03 Type of Membership Sub Section E Inactive Membership

Any member who does not pay the dues assessed upon him for a period of six (6) months shall automatically cease to be a member, have his/her voting privilege revoked, and their membership will be terminated as set forth in Section 6.05.

Amended (In Bold, Change from 6 months to 11 months)

Any member who does not pay the dues assessed upon him for a period of **Eleven (11)** months shall automatically cease to be a member, have his/her voting privilege revoked, and their membership will be terminated as set forth in Section 6.05.

Article 7 Meetings

Title: Voting can be electronic

Description: Voting can be done using an electronic election system. Electronic ballots for the annual elections are already in use. These updated definitions are to account for these practices.

Reasons For:

- Save costs of preparing and mailing paper ballots.
- Add text for compliance of digital practices.
- Proxy voting is not needed when electronic ballots are sent to each member via text and email and 10+ days provided to submit the ballot.
- Added costs for providing paper proxy ballot and verifying proxy.

Reasons Against:

- None

Section 7.04 Voting

Voting shall be by secret ballot, with eligibility of votes established by reference to the active membership list. A majority vote of those members present and voting in person or by proxy at a meeting at which a quorum, as hereinafter defined, is present, shall be required for official action, unless otherwise specified in these Bylaws or by law. Proxies are allowed if signed by the active member and filed with the Secretary of the corporation at or before the meeting. Cumulative voting is not allowed. Each active member may cast one vote on each matter submitted for vote.

Amended (In Bold: Add Electronically and remove proxy related verbiage)

Voting shall be by secret ballot, with eligibility of votes established by reference to the active membership list. A majority vote of those members present and voting in person or **electronically** ~~by proxy~~ at a meeting at which a quorum, as hereinafter defined, is present, shall be required for official action, unless otherwise specified in these Bylaws or by law. ~~Proxies are allowed if signed by the active member and filed with the Secretary of the corporation at or before the meeting. Cumulative voting is not allowed. Each active member may cast one vote on each matter submitted for vote~~

Article 8 Directors

Title: Avoiding Conflict of Interest by preventing multiple members of same family from holding multiple MCC Positions

Description: These amendments seek to prevent conflict of interest by preventing immediately related family members from holding multiple positions in MCC elected bodies.

Reasons For:

- Open seats on the MCC board and Nominating Committee to more people on the general membership unrelated to existing members of BoD and Nominating Committee.
- Protect against conflict of interest by preventing people directly related to MCC BoD, the Nominating Committee and the Foundation Board to co-exist and fill these bodies.
- Needed to preserve diversity and independence of board and committee members.
- Keep disjoint the two boards from the NC so the next slate of candidates is not controlled by any of the two boards.
- Keep disjoint the Operations board and Foundation board with no close relationships between members.
- Limit direct influence from outside religious organizations on MCC board, when the BoD members are officers of the other religious organization, i.e. president, vice president, secretary, treasurer.

Reasons Against:

- Scenarios may arise where good potential members with desired skillset who have direct family members on BoD / Nominating Committee may be unable to run during the term of the family member.

Section 8.03 Qualification and Election

Replace 2nd Paragraph

Persons from the same household or who are closely related may not hold office at the same time; this includes spouses, siblings, parents and children.

Amended as (in Bold)

- A. Persons from the same household who are closely related **may not become Board Members or Members of Nomination Committee at the same time**; this includes Spouses, Siblings, Parents and Children. **The clause for restricting holding office between Board and Nomination Committee for household members. This will become effective starting June 2028.**
- B. **In addition, Persons who hold offices of Chair, Vice Chair, Secretary or Treasurer with other Non-Profit religious organizations are not eligible to become members of BOD or Nominating Committee.**
- C. **Also no member of GSDMCC Foundation's Board or various Committees can serve on MCC Board and No Member of MCC Board or a Committee can serve on GSDMCC Foundation Board.**
- D. **Also Persons from the same household who are closely related may not become members at the same time of MCC Foundation board four elected positions, the MCC Operations board nine positions, the Nominating committee five positions, one parliamentarian, one foundation parliamentarian and foundation election committee members. This will become effective June 2030.**

Article 8 Directors

Title: Rules regarding vacancies on BoD – removing typo and adding clarification

Description: A Director filling a vacancy shall be eligible to serve for up to two additional 3-year terms. The first additional term can be consecutive. The second additional term cannot be consecutive.

Reasons For:

- Clarifying existing rules

Reasons Against:

- None

Section 8.05 Vacancies

Vacancies on the BOD shall remain until the next membership meeting where the members shall elect directors to fill such vacancies for the remaining terms of such vacancies. Such election shall be held in conjunction with the regular annual election of Directors, whereby the three (3) candidates receiving the highest number of votes shall be elected to three (3) year terms, the candidate receiving the next-highest number of votes shall fill the longest remaining term of vacancy, the candidate receiving the next-highest number of votes shall fill the next-longest remaining term of vacancy, and so on, until all such vacancies are filled. If vacancies on the BOD reduce the number of voting directors to less than three (3), the BOD must call a special meeting of the general membership, within three (3) months, to elect new directors to the vacancies. A Director filling a vacancy shall be eligible to serve for up to two additional nonconsecutive three (3) year terms as outlined in section 8.03. A Director creating a vacancy through resignation, termination, or BOD dissolution shall be treated as though he or she served out the remainder of the vacated term for the purposes of determining eligibility to serve additional terms

Amended (In Bold. Adjusting for the BOD Quorum Requirements)

Vacancies on the BOD shall remain until the next membership meeting where the members shall elect directors to fill such vacancies for the remaining terms of such vacancies. Such election shall be held in conjunction with the regular annual election of Directors, whereby the three (3) candidates receiving the highest number of votes shall be elected to three (3) year terms, the candidate receiving the next-highest number of votes shall fill the longest remaining term of vacancy, the candidate receiving the next-highest number of votes shall fill the next-longest remaining term of vacancy, and so on, until all such vacancies are filled. If vacancies on the BOD reduce the number of voting directors to less than **Five (5)**, the BOD must call a special meeting of the general membership, within three (3) months, to elect new directors to the vacancies. A Director filling a vacancy shall be eligible to serve for up to two additional ~~nonconsecutive~~ three (3) year terms as outlined in section 8.03. **The first additional term can be consecutive. The second additional term can not be consecutive.** A Director creating a vacancy through resignation, termination, or BOD dissolution shall be treated as though he or she served out the remainder of the vacated term for the purposes of determining eligibility to serve additional terms.

Article 13 Sub-Organizations

Title: Correction in text regarding MCC School

Description: Correcting text. The School is under the Director of Education, not the Director of Youth.

Reasons For:

- Clarifying existing rules

Reasons Against:

- None

Section 13.04 The MCC School

The MCC School is an integral part of MCC operation. It will be managed by the MCC Board of Directors with the Director of Youth & Education responsible for providing the oversight of the Operations of the School. The school will have its own Operating Guidelines under which it will be governed. The Director of Youth & Education will seek the guidance and approval of the MCC Board for any major decisions and direction in regards to the School's operations including hiring or termination of any school staff. The MCC school budget will be established and approved by the BOD.

Amended (In Bold, Remove Youth from Verbiage)

The MCC School is an integral part of MCC operation. It will be managed by the MCC Board of Directors with the Director of ~~Youth &~~ Education responsible for providing the oversight of the Operations of the School. The school will have its own Operating Guidelines under which it will be governed. The Director of Youth & Education will seek the guidance and approval of the MCC Board for any major decisions and direction in regards to the School's operations including hiring or termination of any school staff. The MCC school budget will be established and approved by the BOD.

Section 14 Corporate Records, Reports, and Seals

Title: Keep Annual Report behind member sign-in portal

Description: The Annual Report will be available to members behind member sign-in portal and not on the web-site for the world. This is to safeguard MCC sensitive information.

Reasons For:

- As MCC Embarks on expansion with a higher value on expenses and assets, it is prudent to safeguard sensitive information and make it available as needed, in this case to members only.

Reasons Against:

- Prospective new members cannot see some information readily, (though they can still ask for it where necessary).

Section 14.07 Annual Reports and Financial Statements

The BOD shall provide for the preparation and submittal to the members of a written annual report. Such report shall summarize the corporation's activities for the preceding fiscal year and plans for the forthcoming year, and shall include the annual financial statements, each of which shall consist of a balance sheet as of the close of business of the corporation's fiscal year, and an operating statement for the fiscal year showing income and expenses and referenced to the year's approved budget. The financial statements shall be prepared in such a manner and form as is sanctioned by sound accounting practices, and be certified by the Chairman, Secretary, Treasurer, or a certified public accountant. The annual report shall also be posted on the MCC WEB site.

Amended (In Bold, Add verbiage in last paragraph: with behind membership sign in portal)

The BOD shall provide for the preparation and submittal to the members of a written annual report. Such report shall summarize the corporation's activities for the preceding fiscal year and plans for the forthcoming year, and shall include the annual financial statements, each of which shall consist of a balance sheet as of the close of business of the corporation's fiscal year, and an operating statement for the fiscal year showing income and expenses and referenced to the year's approved budget. The financial statements shall be prepared in such a manner and form as is sanctioned by sound accounting practices, and be certified by the Chairman, Secretary, Treasurer, or a certified public accountant. The annual report shall also be posted on the MCC WEB site **behind membership sign in portal.**

Article 16 By-Laws

Title: Higher bar to amend the Bylaws – and correct a typo.

Description: To amend the Bylaws, require 3/4 majority vote instead of 2/3rd

Reasons For:

- Looking at a worst case scenario, where amendments are voted on by 50% of the members, which is enough to meet quorum, then 2/3rd of the members voting can pass an amendment. This translates to 33% of total members. This can be interpreted as too few members are able to amend the bylaws in a significant way without the explicit approval of the remaining 67% members.
- This amendment seeks to change the worst case scenario to 3/4th of the members voting. Even if only 50% of the members voted, 3/4th of that is now 38%, a higher percentage of total members.

Reasons Against:

- It will become a little harder to pass amendments.

Section 16.02 Amendment, Sub-Section 1.

1. Subject to the limitations contained in the Articles of Incorporation of this corporation and to any provisions of law applicable to the amendment of Bylaws of non-profit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted at any annual or special meeting of the general membership by a two-thirds (2/3) majority vote of the active members present and voting provided the amendment is first proposed in the manner set forth in paragraph (b) hereof and provided the notice of the meeting referred to in said paragraph is mailed to the general membership, as provided in Section 7.03 of these Bylaws, sets forth the proposed amendment in full.

Amended (In bold, increase from 66.67 % to 75%, fix typo from Paragraph (b) to Sub-Section 2)

1. Subject to the limitations contained in the Articles of Incorporation of this corporation and to any provisions of law applicable to the amendment of Bylaws of non-profit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted at any annual or special meeting of the general membership by a **three fourth or 75%** majority vote of the active members present and voting provided the amendment is first proposed in the manner set forth in ~~paragraph (b)~~ **Sub-Section 2** hereof and provided the notice of the meeting referred to in said paragraph is mailed to the general membership, as provided in Section 7.03 of these Bylaws, sets forth the proposed amendment in full.

Article 16 By-Laws

Title: Keep By-Laws behind member sign-in portal

Description: The full By-Laws will be available to members behind member sign-in portal and not on the web-site for the world. This is to safeguard MCC sensitive information.

Reasons For:

- As MCC Embarks on expansion with a higher value on expenses and assets, it is prudent to safeguard sensitive information and make it available as needed, in this case to members only.
- Not all information in the By-Laws is needed for prospective new members. Information such as Lease with GSDMCC Foundation and other such information will stay private to members only.
- Other information can still be posted on the website, such as Mission, Vision, Values, Operating Principles, Membership rules, Committees etc.

Reasons Against:

- Prospective new members cannot see some information readily, (though they can still ask for it where necessary).

Section 16.03 Certification and Inspection

The original or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary of the corporation, shall be recorded and kept in a book which shall be open to inspection by the members at all reasonable time during MCC office hours. The Bylaws will also be posted on the MCC Web site.

Article 16 By-Laws Section 16.03 Certification and Inspection

Amended (In bold, Add verbiage in last line: with behind membership sign in portal)

The original or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary of the corporation, shall be recorded and kept in a book which shall be open to inspection by the members at all reasonable time during MCC office hours. The Bylaws will also be posted on the MCC Web site **behind membership sign-in portal**