

Revised and Restated as of May 16, 2010

## **NORTH SHORE UNITARIAN CHURCH**

### **BYLAWS**

#### **ARTICLE I - MEMBERSHIP**

**Section 1.** The Members of the Church are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with the bylaws in effect at the time, and who, in either case, have not ceased to be Members.

**Section 2.** Procedures for becoming a Member of the Church are:

- (a) Any person 16 years of age or over who -
  - (i) is in general agreement with the aims and objectives of the Church;
  - (ii) has had opportunities to become familiar with the Constitution and Bylaws and current Mission and Covenant of the Church; and
  - (iii) is aware of the responsibility of each Member to support the Church financially.

may become a Member by signing the Membership Book in the presence of a member of the Board of Trustees (hereinafter referred to as the "Board") or a Minister of the Church.

- (b) A former Member who, in writing, requests restoration of membership, may be readmitted by vote of the Board upon evidence that a financial contribution has been made by the applicant, who shall not be required to sign the Membership Book again.

**Section 3.** A Member is in good standing for the privilege of voting at General Meetings, if he/she has been a Member for 90 days prior to the meeting and has made a contribution of record to the current year's operating fund or has submitted to the Treasurer by way of a pledge an intention to make such a contribution, except that a person must be a Member in good standing for a full year to vote on questions of sale or acquisition of real estate, and dissolution of the Church.

#### **Section 4.**

- (a) Any Member who has not, by the end of the fiscal year, made a contribution of record of the Minimum Contribution, set annually by the Board to cover the cost of newsletter and denominational dues, shall be notified by the Secretary that if a Minimum Contribution is not received within 60 days, the Board may, at its discretion, terminate membership, in which event, such person shall cease to be a Member in good standing.
- (b) The Board, at its discretion, may waive the provisions of Section 4(a) in special circumstances.
- (c) Any person who ceases to be a member of the Church pursuant to this section shall in no way be prohibited from participating fully in the life of the Church, subject to the Bylaws.

**Section 5.** A Member may be expelled by a special resolution of the Members passed at a General Meeting. The notice calling the meeting shall be accompanied by a brief statement of the reason or reasons for expulsion. The person who is the subject of the resolution shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote. A person expelled pursuant to this section may not be readmitted to membership except by a special resolution of the Members.

**Section 6.** Membership in the Church shall terminate:

- (a) upon the death of the Member,
- (b) when a Member resigns by notice in writing to the Board,
- (c) when Membership is terminated pursuant to Section 4 above, and
- (d) when a Member is expelled pursuant to Section 5 above.

**Section 7.** Members of the Church for the purposes of any census of the congregation shall be deemed to be only those persons who qualify as voting Members at June 30 in each year.

#### **ARTICLE II - MEETINGS**

**Section 1.** The Annual General Meeting of the Members of the Church (hereinafter referred to as the "Annual Meeting") shall be held in the North Shore area each year, in the month of May or June, at such hour, day and place as is designated by the Board.

**Section 2.** General Meetings of the Members may be called at any time by resolution of the Board, and it shall be the duty of the Board to call a General Meeting of the Members forthwith upon receiving a written petition signed by 10% of the voting Members. All General Meetings shall be held in the North Shore area. All General Meetings, other than the Annual Meeting, shall be restricted to business included in the notice of the meeting.

**Section 3.** For the transaction of business at all meetings of the Members, a quorum shall consist of ten percent of the Members eligible to vote, but never less than three persons.

**Section 4.** Each Member shall have one vote and votes shall be cast either in person or by proxy. No person present may cast more than one proxy vote and no person shall be entitled to vote as a proxy unless qualified by membership to vote at such meeting.

**Section 5.**

- (a) Fourteen days' notice of all General Meetings shall be given by sending to each Member notice in accordance with Article XIX, such notice to include the hour, date and place of such meeting and the purpose for which it is to be held, including the substance of any resolution to be presented. Where several Members in a single family reside together, one notice sent to their common address shall satisfy the requirement of notice to each, unless a written request for an individual notice has, before the date notice was sent, been filed with the Secretary.
- (b) The Notices of the Annual Meeting shall be accompanied by the Report of the Nominating Committee.
- (c) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate the proceedings at any meeting. The chairperson of the meeting shall determine whether any omission to give notice is accidental.

**Section 6.** If the President and Vice Presidents of the Board are not in attendance at a General Meeting, a presiding officer shall be elected at the meeting to preside at the meeting.

**Section 7.** The Annual Report of the President, the Financial Statements and the Report of the Treasurer shall be presented to the Members at the Annual Meeting.

## **ARTICLE III – OFFICERS**

**Section 1.** The Officers shall consist of a President, a Vice President Congregational, a Vice President Denominational, a Secretary and a Treasurer. They shall hold office for one year and until their successors have been elected at the next following Annual Meeting. The Officers shall be eligible for re-election.

**Section 2.** The President shall preside at meetings of the Board and of the Members and shall work for the progress of the Church in all its objectives. The President shall have also such other duties as are usually performed by a president, or as may be assigned by the Board or the Members. A written report shall be presented by the President to the Members at the Annual Meeting.

**Section 3.** The Vice President Congregational shall preside at all meetings of the Board and General Meetings in the absence of the President and shall assume such other duties as the President shall delegate. The Vice President Denominational shall preside at all meetings of the Board and General Meetings in the absence of the President and the Vice President Congregational and shall assume such other duties as the President shall delegate.

**Section 4.** The Secretary shall be responsible for the keeping of accurate minutes of all meetings of the Members and of the Board, shall ensure notices of general meetings are sent as directed by the Board, receive and reply to correspondence as directed by the Board, maintain (with the assistance of the Treasurer and Membership Coordinator) an accurate list of members of the Church qualified to vote, and shall perform such other duties as may be prescribed by the Board. The Secretary shall have charge of all records, documents and papers belonging to the Church, except the financial records.

**Section 5.** The Treasurer shall have charge of all monies received by the Church, and shall be responsible for disbursement of funds to the satisfaction of the Board under its direct approval or that of persons designated by the Board for specific purposes, who shall be responsible to the Board for disbursements approved by them. The Treasurer shall have custody of the financial records, including receipts, disbursements, and ledger accounts. The Treasurer shall present a written financial report to each regular meeting of the Board, and after the end of each fiscal year shall prepare a statement duly audited for submission to the Annual Meeting.

## **ARTICLE IV - BOARD OF TRUSTEES**

**Section 1.** The Board of Trustees (herein referred to as the "Board") shall consist of the Officers and four Trustees-at-Large, each of whom shall have been a Member of the Church for a period of at least six calendar months prior to the date of election.

**Section 2.** At each Annual Meeting, two Trustees-at-Large other than Officers shall be elected to the Board for a term of two years. No Trustee, other than Officers, shall be a member of the Board for more than four consecutive years, but may be re-elected after the expiration of two years.

**Section 3.** In the event of the death, resignation or removal from the vicinity of the North Shore area of an Officer or a Trustee-at-large, or of inability to act or failure to act for a continuous period of three months without excused absence, the Board shall have power to declare the position vacant. The Nominating Committee shall then be requested to submit the names of candidates from whom the Board shall appoint a successor for the vacant position until the next Annual Meeting, when a successor shall be elected by the members to serve the un-expired portion of the term, if any.

**Section 4.** The Board shall have general charge of the property of the Church, the conduct of all its business affairs and the employment of such persons other than the Minister as it may deem necessary. The Board shall have the power to prescribe terms and conditions of employment for such persons, including the power to delegate to the Minister all or part of its right to supervise the employment of such persons.

**Section 5.** The Board may at any time raise or borrow or otherwise obtain or secure any sum or sums of money for the purposes of the Church, subject to the provisions of the "Society Act", and may authorize such officers as they may designate to execute any Mortgage or Bill of Sale, Promissory Note, Bill of Exchange, or other negotiable instrument or other security, whether on real or personal property of the Church and to sign, seal and deliver the same. In the case of any amounts in excess of Five Thousand Dollars (\$5,000.00), prior approval of such borrowing shall be required from a General Meeting of the Members.

**Section 6.** A purchase or sale of real property by the Church shall not be completed by the Board without the prior approval of at least two-thirds of the votes cast by Members entitled to vote thereon pursuant to Article 1(3) at a General Meeting duly called.

**Section 7.** The Board shall have sole power to grant the use of buildings or facilities of the Church to persons or organizations not affiliated with the Church, and to lay down conditions governing such use.

**Section 8.** Meetings of the Board shall be held as follows:

- (a) One regular monthly meeting, except in July and August, and additional meetings as may be required.
- (b) A meeting may be convened at any time by the President, upon forty-eight hours' notice to all members of the Board, and shall be so called upon the written request of any three Officers or Trustees-at-Large. The Trustees may, by unanimous consent in writing given before, during or after a meeting of the Board, waive or reduce the period of notice required for such meeting. Notwithstanding the foregoing, in the event of an emergency that threatens physical injury to persons or property, an emergency meeting of the Board may be convened by the President on such shorter notice as the President deems appropriate in the circumstances, provided a reasonable effort is made to notify all members of the Board of such a meeting.

**Section 9.** A majority of the Board shall constitute a quorum at any meeting.

**Section 10.** No Officer or Trustee-at-Large shall be entitled to any remuneration in respect of work done in this capacity.

**Section 11.** The Minister and such other persons in the employ of the Church as the Board may determine, shall be entitled to participate in all meetings of the Board, but the President shall have the right to request their absence from meetings at such times as matters affecting their position are under discussion.

**Section 12.** A resolution consented to in writing, whether by document, fax, email or any other method of transmitting legibly recorded messages, by all voting members of the Board, is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such consent resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing.

**Section 13.** In these Bylaws, "Trustees" means "Directors" within the meaning of the British Columbia Society Act.

## **ARTICLE V - MINISTER**

**Section 1.** The duties of the Minister shall be as prescribed by the Board of Trustees, and agreed to by the Minister in writing. In general the Minister shall provide overall religious leadership and guidance in accordance with the established purposes of the Church, and supervise the staff. The Minister shall be guaranteed freedom of the pulpit. The Minister is an ex officio and non-voting member of the Board of Trustees, and, unless otherwise provided by the Board, of all Committees other than the Nominating Committee and the Ministerial

Search Committee. The Minister shall supervise the committees directly related to his or her responsibility for religious leadership and guidance, such as committees responsible for Sunday services, music and religious education. The Minister will be employed under written contract which clearly stipulates the duties, compensation and other conditions of employment.

**Section 2.** Upon notification of an immediate or future vacancy of the ministerial office, a Ministerial Search Committee shall be established to carry out the task of finding suitable candidates to recommend to the congregation. The committee shall consist initially of seven Members elected by the congregation at the Annual or a General Meeting of the congregation. Nominations for membership on the Ministerial Search Committee shall be made by the Nominating Committee in accordance with Article VIII. If, after the Ministerial Search Committee has commenced its work, vacancies on the committee occur due to the resignation or other inability of a member to continue serving, such vacancies shall not be filled unless the number of remaining members would be less than five. If vacancies need to be filled, new members shall be elected by the congregation from candidates nominated by the Nominating Committee.

**Section 3.** After a ministerial search committee has recommended a candidate, a General Meeting shall be called for the purpose of considering:

- (a) the desirability of the candidate, and
- (b) the general terms of the proposed agreement with the Minister.

A favourable vote of at least two-thirds of the Members present at a General Meeting shall be required for approval of the candidate and the general terms of the proposed agreement.

**Section 4.** The Minister shall give three months' notice of resignation and the vote of a General Meeting shall be necessary for the acceptance of such resignation.

**Section 5.** The Minister may be dismissed by a two-thirds majority of the Members voting at a meeting duly called, and in this event the Minister's salary shall be continued at the level immediately preceding such vote for three months thereafter.

**Section 6.** It shall be the duty of the Minister to make a full report to the Annual Meeting and to bring to the attention of the Board any matters which seem pertinent to the general welfare of the Church, together with such recommendations as may seem proper to the Minister, but the final decision in matters of policy and procedure shall remain with the Board or a properly called General Meeting.

**Section 7.** During any period in which the position of Minister is vacant, the

Church may from time to time hire one or more Interim Ministers to minister to the congregation during the vacancy period. Interim Ministers shall be hired by the Board on behalf of the congregation, from candidates recommended to the Board by an Interim Minister search committee or task force appointed by the Board for that purpose. Each Interim Minister may be hired for one or more terms, provided the total term of service by such Interim Minister does not exceed two years.

## **ARTICLE VI - AUDITOR**

An Auditor shall be appointed at each Annual Meeting who may or may not be a Member, but shall not be a member of the Board. The Auditor shall hold office until the next Annual Meeting, and shall conduct such examinations of the accounts of the Church as are necessary to report on the annual financial statement of the Church. The Auditor shall report to the Members at the next Annual Meeting.

## **ARTICLE VII - COMMITTEES**

**Section 1.** The Board shall establish a permanent committee, to be called the "Special Funds Committee", to administer gifts and donations received by the Church through bequests and contributions for specifically designated purposes. The Special Funds Committee may, with the advice and assistance of the Treasurer who shall be a permanent member, establish such perpetuity, endowment or other funds as in its opinion may be necessary or desirable to promote the aims and purposes of the Church. The Special Funds Committee shall consist of five Members, including the Treasurer but no other member of the Board, and shall be appointed by the Board for a period of two years, except for the first members, two of whom shall be appointed for one year. Expenditure of moneys from funds administered by the Special Funds Committee may only be authorized by the Board and shall be subject to prior approval of the Members.

**Section 2.** Subject to Section 1 of this Article, the Board may, for the purposes of carrying out the objects of the Church, appoint such committees from time to time as it may deem advisable, and the Board may delegate to such committees such power as it may deem necessary, provided that no committee shall be appointed for a period longer than one year. Such committees shall be under the control and supervision of the Board, or, if so delegated by the Board, under the control and supervision of the Minister. In addition, the Minister may, for purposes of carrying out his or her duties under Section 1 of Article V of these Bylaws, appoint such committees from time to time as he or she may deem advisable to assist the Minister, such committees to be under the control and supervision of the Minister.

## **ARTICLE VIII - NOMINATING COMMITTEE**

**Section 1.** Nominations for elective office of the Church shall be made by a Nominating Committee which shall consist of two elected members whose terms shall be for two years and the immediate Past President whose term shall be for one year. The elected members shall be elected at each Annual Meeting, one in odd-numbered years and one in even-numbered years (except 1990 when one shall be elected for two years and one for one year). Any Member of the Church except present staff and Trustees (other than the immediate Past President) may serve on the Nominating Committee. In the event of a vacancy on the Nominating Committee, the President shall appoint a Member until the position can be filled at the next Annual Meeting.

**Section 2.** The Nominating Committee shall elect its own chairperson. The Nominating Committee shall nominate Members for election as Officers, Trustees-at-Large, Ministerial Search Committee Members and Nominating Committee Members. Names of all nominees, along with background information, shall be published at least fourteen days prior to the applicable Annual or General Meeting.

**Section 3.** Additional nominations of Members for the positions of Officers, Trustees-at-Large, Ministerial Search Committee Members and Nominating Committee Members may be made from the floor at the applicable Annual or General Meeting, with the written consent of the nominees.

## **ARTICLE IX - ELECTIONS**

**Section 1.** In the event of a contest for any elected office, the vote shall be by secret ballot.

### **Section 2.**

- (a) Each Member may vote for nominees up to the number of positions to be filled;
- (b) A candidate must receive a majority of votes cast to be elected;
- (c) Should no nominee receive a majority of votes cast, the candidate with the fewest votes shall be dropped, and another vote held;
- (d) The presiding officer shall appoint two tellers to count the votes.

## **ARTICLE X - ORGANIZATIONS**

**Section 1.** Any ad hoc committee or group formed to function within or partly within the Church organization is required to inform the Board of its existence, its purposes, and its requirements, if any, for Church facilities. The Board has the right to obtain, from time to time, reports of the activities of the group.

**Section 2.** Within the discretion of the Board, more formal organizations, of greater size and permanence than covered in Section 1, and particularly such organizations that may be representative of the Church in the public view, shall be required to fulfil the requirements of Sections 3, 4 and 5 of this Article as an "Associated Organization" of the Church.

**Section 3.** An Associated Organization shall have the following rights and privileges:

- (a) It may use the Church premises for its meetings without fee;
- (b) It may use the printed bulletin of the Church and the bulletin board for its announcements;
- (c) It may use the Church name as part of its organizational title and in connection with its activities;
- (d) It may recruit its members from among the Members and friends of the Church.

**Section 4.** Each Associated Organization shall have the following duties and obligations:

- (a) It shall conform to the general policy of the Church, as it may be expressly set forth in the Constitution and Bylaws, or in any statement of policy issued by a meeting of the Members or by the Board, subject to the final authority of the Members. The Board shall determine whether any proposed activity or constitutional or bylaw change of an Associated Organization is in accordance with such general policy. Decisions of the Board may be appealed to a General Meeting.
- (b) It shall not solicit donations of money without prior approval of the Board;
- (c) It shall not pledge the credit of the Church;
- (d) No Member of the Church shall be denied membership in an Associated Organization, provided such person meets the membership requirements of the constitution and bylaws of the Associated Organization;
- (e) It shall keep on file with the Secretary, two copies, certified by its secretary, of its current constitution and bylaws. Any amendments to these documents shall be filed with the Secretary promptly after adoption. By April 1 of each year, each Associated Organization shall file with the Secretary a correct roster of its members.

**Section 5.** Any group required to become an Associated Organization of the Church shall conform to the following procedure:

- (a) Individuals interested in forming the proposed Associated Organization shall discuss its plan and objective with the Board.
- (b) Following this discussion, the members of the proposed group shall submit to the Board a petition for recognition, a list of interested Church members, and a copy of its proposed constitution and bylaws. A precise statement of purposes shall be incorporated in the constitution and bylaws.
- (c) These papers and documents shall then be referred to a Committee appointed for this purpose by the Board. After study, that Committee shall submit to the Board its recommendations for or against recognition.
- (d) The Board shall then refer the petition, together with its own recommendation and that of the Committee to a General Meeting for final decision.
- (e) Upon approval by a simple majority vote at such General Meeting, the petitioning group shall become an Associated Organization.

#### **ARTICLE XI - DENOMINATIONAL AFFILIATIONS**

The Church shall be a member of the Unitarian Universalist Association or its successor, and of the Canadian Unitarian Council, or its successor. Other affiliations shall be as the Members shall from time to time determine at a General Meeting.

#### **ARTICLE XII - FISCAL YEAR**

The fiscal year of the Church shall close on the 31st day of December of each year.

#### **ARTICLE XIII - REMOVAL OF OFFICERS AND MEMBERS OF THE BOARD**

An Officer or member of the Board may be removed by a two-thirds majority vote at a General Meeting, which may elect a successor to complete the unexpired portion of the term of the outgoing member of the Board.

## **ARTICLE XIV - SEAL**

The seal of the Church shall remain in the custody of the Secretary and shall not be used except by authority of a resolution of the Board previously given, and then in the presence of the officers prescribed in such resolution.

## **ARTICLE XV - RULES OF PROCEDURE**

The rules of procedure contained in Robert's Rules of Order Revised shall be followed at all meetings, except where inconsistent with the Constitution and Bylaws of the Church.

## **ARTICLE XVI - AMENDMENTS**

The Bylaws may be amended or repealed by special resolution so far as allowed by law, by a majority of not less than 75% of the votes cast at a General Meeting. Notice of any proposed change in the Bylaws shall be sent to each Member at least two weeks prior to the meeting.

## **ARTICLE XVII - DISSOLUTION**

If upon the winding up or dissolution of the Church there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be distributed among Canadian charities registered pursuant to the Income Tax Act.

## **ARTICLE XVIII - CHAPLAINS**

**Section 1.** The Church may elect one or more chaplains for the purpose of officiating at weddings, funerals, memorial services, infant naming and dedications and other rites of passage.

**Section 2.** Chaplains shall be elected at the Congregational Meeting for a period of one year. They shall be eligible for re-election.

**Section 3.** In the event a Chaplain resigns or is unable to continue as a Chaplain, the Board may appoint a Chaplain to fill such vacancy. Such appointment shall be effective until the next Congregational Meeting and the Chaplain so appointed shall be eligible for election at such meeting.

**Section 4.** A Chaplain must have been a Member of the Church for a period of at least six months prior to election.

**Section 5.** At the request of the Board, a Chaplain shall provide a written report of all services performed during the Chaplain's term of office.

**Section 6.** The amount of fees for services performed by Chaplains shall be set by the Board.

## **ARTICLE XIX - NOTICES TO MEMBERS**

Written notices required to be given to any Member under these Bylaws may be given either personally, or by mail to the Member's address on the records of the Church, or by fax to the Member's fax number on the records of the Church. A notice sent by mail is deemed to have been given on the second day (other than a weekend or holiday) following the day on which the notice is deposited for mailing with Canada Post. In addition, for any Members who have given their consent to receive notices by email, any notices required under these Bylaws may be sent by email to such Member's email address on the records of the Church.