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NORTH SHORE UNITARIAN CHURCH

BYLAWS

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ARTICLE 1 INTERPRETATION

1.1 In these Bylaws, unless the context otherwise requires:

- (a) “Act” means the *Societies Act* of British Columbia;
- (b) “AGM” means the Annual General Meeting of the Members of the Church;
- (c) “Board” means the Board of Trustees;
- (d) “Church” means the North Shore Unitarian Church;
- (e) “Committees” means any and all committees, task forces, teams, working groups or other such entities which undertake the work of the Church;
- (f) “Day” means a calendar day unless otherwise noted;
- (g) “General Meeting” means a general meeting of the Members of the Church;
- (h) “Member” means a person who becomes and remains a Member of the Church in accordance with section 2.2;
- (i) “Member in Good Standing” means a Member of the Church who has the right to vote under section 2.3(a);
- (j) “Membership Book” means the register of those persons who have become Members of the Church by signing the Membership Book;
- (k) “Minister” means either Minister or Co-Ministers;
- (l) “Ordinary Resolution” means a resolution passed at a General Meeting by a simple majority of the votes cast by the voting Members, whether cast in person or by proxy;
- (m) “Residence Co-ownership Plan” means the Church’s program that uses special restricted funds to help its ministers buy a home in the local real estate market.
- (n) “Residence Governance Committee” means the committee set up under the Residence Co-ownership Plan to administer and monitor funds under the Plan in consultation with the Board.
- (o) “Special Resolution” means a resolution passed at a General Meeting by at least 2/3rds of the votes cast by the voting Members, whether cast in person or by proxy;

- (p) "Trustees" means the Directors within the meaning of the Act.

ARTICLE 2 MEMBERSHIP

2.1 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.

Qualifications

2.2 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 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 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.

Voting Rights

2.3 (a) A Member can vote at General Meetings if prior to the meeting the person:

- (i) Has been a Member for at least 90 Days, and
- (ii) Has made a financial contribution to the Church in support of its budget within the past 12 months that covers, at a minimum, the per-member cost of CUC dues.

- (b) 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.

Minimum Contribution to Maintain Membership

2.4 Any Member who has not made a financial contribution to the Church in support of its budget within the past 12 months that covers, at a minimum, the per-member cost of CUC dues may be notified that if this amount is not received

within 60 Days, the Board may, at its discretion, terminate membership, in which event the person shall cease to be a Member.

Expulsion

2.4 A Member may be expelled by a Special Resolution 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.

Termination

2.5 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 2.4 above, or
- (d) when a Member is expelled pursuant to Section 2.5 above.

ARTICLE 3 MEETINGS

Annual General Meeting

- 3.1 (a) The AGM of the Members of the Church shall be held in the North Shore area each year, in the month of May or June, at such hour, date and place as is designated by the Board.
- (b) The annual report of the President, the financial statements and the report of the Treasurer shall be presented to the Members at the AGM.

General Meeting

3.2 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.

Quorum

3.3 For the transaction of business at all General Meetings of the Members, a quorum shall consist of ten percent of the Members eligible to vote, but never less than three persons.

Voting

3.4 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. The appointment of a proxy holder must be in writing.

Participation by Electronic Means

3.5 General Meetings of Members may be conducted wholly or partially by means of electronic, telephonic or other communication facility that permits all participants to communicate with each other during the meeting. Participation in the meeting by that means constitutes presence in person at the meeting for all purposes, including without limitation voting and establishment of a quorum, other than for the purpose of holding and voting a proxy on behalf of another Member.

Meeting Notice

- 3.6 (a) At least seven Days' notice of all General Meetings shall be given by sending to each Member notice in accordance with section 3.7, such notice to include the hour, date and place of such meeting and the purpose for which it is to be held, including, in the case of Special Resolutions to be submitted to the meeting, the text of the Special Resolution and, in the case of any Ordinary Resolutions, the substance of any Ordinary 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 AGM 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.

Notices to Members

3.7 Notices, including written notices required to be given to any Member under these Bylaws or the Act, may be given personally, or be sent 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, or by email to the Member's email address 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.

Presiding Officer

3.8 If the President and Vice President 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.

ARTICLE 4 OFFICERS

4.1 The Officers shall consist of a President, a Vice President , a Secretary and a Treasurer. They shall hold office for one year and until their successors have been elected at the next following AGM. The Officers shall be eligible for re-election.

The President

4.2 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.

The Vice President

4.3 The Vice President 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 Secretary

4.4 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 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.

The Treasurer

4.5 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 AGM.

ARTICLE 5 BOARD OF TRUSTEES

5.1 The Board shall consist of the Officers and five Trustees-at-Large, each of whom shall have been a Member in Good Standing of the Church for a period of at least six calendar months prior to the date of election.

The Trustees-at-Large

5.2 At each AGM, up to three Trustees-at-Large, other than Officers, shall be elected to the Board for a term of two years, two in even-numbered years, and three in

odd-numbered 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.

Replacing a Trustee

- 5.3 (a) In the event of the death or resignation of a Trustee, or the failure of a Trustee to remain a Member in Good Standing, or in the event a Trustee is unable to or fails to act for a continuous period of three months without excused absence, the Board shall have the 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 AGM, when a successor shall be elected by the members to serve the unexpired portion of the term, if any.
- (b) Members of the Board may be removed by a Special Resolution of the Members who may elect a successor to complete the unexpired portion of the term of the outgoing member of the Board.

Duties and Powers

- 5.4 The Board shall manage, or supervise the management of, the activities and affairs of the Church. Without limiting the generality of the foregoing, the Board is responsible for all matters of governance, management, administration, employment, and operations of the Church, and shall have general charge of the Church properties and the conduct of all its business affairs. The Board may delegate to the Minister such duties and powers of the Board as it deems necessary or advisable.
- 5.5 The Board shall have the power to adopt investment policies and guidelines pursuant to which the funds of the Church may be invested.

Borrowing Powers and Limitations

- 5.6 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 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.

Purchase or Sale of Real Property

- 5.7 A purchase or sale of real property by the Church shall not be completed by the Board without the prior approval of the Members by Special Resolution, provided, that such prior approval shall not be necessary for a purchase or sale of real property under the Church's Residence Co-ownership Plan if the purchase or sale is approved by the Residence Governance Committee.

Use of Buildings and Facilities

5.8 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.

Board Meetings

5.9 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, including a meeting conducted by telephone or other communications medium, 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; and
- (c) A majority of the Board shall constitute a quorum at any meeting.

No Remuneration

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

Participation of Minister and Employees

5.11 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.

Resolutions by Unanimous Consent

5.12 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.

Board Records

5.13 The records of the Board, including minutes of Board meetings and Board resolutions, will be made available to Members for review, except for those records associated with in-camera meetings of the Board as these meetings deal with sensitive issues such as employee performance evaluation or legal matters.

Indemnities of Trustees and Minister

5.14 (a) Subject to the provisions of the Act, the Church shall indemnify any member of the Board and the Minister against any liability asserted against such person and incurred in the course and scope of his or her duties or functions within the Church to the extent permitted by the Act.

(b) The Congregation shall maintain insurance for Trustees and the Minister as appropriate.

Duty to Avoid Conflict of Interest

5.15 Trustees and the Minister shall avoid conflicts of interest. A conflict of interest arises when a Trustee or the Minister has a direct or indirect material interest in the result of a decision made by the Board or the Church. In the case of a conflict of interest, a Trustee and the Minister must fully and promptly disclose the nature and extent of his/her interest, abstain from voting on the decision, and leave any meetings where the relevant decision is discussed or voted on, and refrain from any action intended to influence the discussion or vote. This disclosure must be evidenced in the minutes of the meeting.

ARTICLE 6 MINISTER

Duties

6.1 The duties of the Minister shall be as prescribed by the Board, and agreed to by the Minister in writing. In general the Minister shall provide overall religious and spiritual 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 advisor to the Board, 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 and spiritual leadership and guidance. The Minister will be employed under written contract which clearly stipulates the duties, compensation and other conditions of employment. The Minister is a senior manager within the meaning of the Act.

Ministerial Search Committee

6.2 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 AGM 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 10. If vacancies on the Committee occur due to the resignation or other inability of a member to continue serving, such vacancies may be filled, at the request of the remaining members of the Committee, by new members elected by the congregation from candidates nominated by the Nominating Committee.

Approving a Candidate for Minister

6.3 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 Special Resolution is required for approval of the candidate and the general terms of the proposed agreement.

Resignation

6.4 The Minister shall give at least 90 Days' notice of resignation.

Dismissal

6.5 The Minister may be dismissed by a Special Resolution passed at a General Meeting, and in this event the Minister's salary shall be continued at the level immediately preceding such vote for 90 Days thereafter.

Reporting to AGM and Board

6.6 It shall be the duty of the Minister to make a full report to the AGM 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.

Interim Ministers

6.7 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 7 LAY CHAPLAINS

- 7.1 The Church may elect one or more Lay Chaplains for the purpose of officiating at weddings, funerals, memorial services, infant naming and dedications and other rites of passage.
- 7.2 Lay Chaplains shall be elected at a General Meeting for a period of one year. They shall be eligible for re-election but the total years of appointment of any one person as a Lay Chaplain shall not exceed the maximum number of years set by the Canadian Unitarian Council.
- 7.3 In the event a Lay Chaplain resigns or is unable to continue as a Lay Chaplain, the Board may appoint a Lay Chaplain to fill such vacancy. Such appointment shall be effective until the next General Meeting and the Lay Chaplain so appointed shall be eligible for election at such meeting.
- 7.4 A Lay Chaplain must have been a Member of the Church for a period of at least six months prior to election.
- 7.5 At the request of the Board, a Lay Chaplain shall provide a written report of all services performed during the Lay Chaplain's term of office.
- 7.6 The amount of fees for services performed by Lay Chaplains shall be set by the Board.

ARTICLE 8 AUDITOR

- 8.1 An Auditor shall be appointed at each AGM 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 AGM, 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 AGM.

ARTICLE 9 COMMITTEES

- 9.1 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. 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 6.1, 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 10 NOMINATIONS AND ELECTIONS

Nominating Committee Members

10.1 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 AGM, one in odd-numbered years and one in even-numbered years. 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 Board shall appoint a Member until the position can be filled at the next AGM.

Nominating Committee Nominations

10.2 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 included in the notice of the applicable AGM or General Meeting. The Nominating Committee shall also obtain from each nominee seeking election to the Board their written consent to serve as a Trustee.

Nominations from the Floor

10.3 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 AGM or General Meeting, with the written consent of the nominees.

Elections Process

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

- (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; and
- (d) The presiding officer shall appoint at least two tellers to count the votes.

ARTICLE 11 AFFILIATED ORGANIZATIONS

11.1 (a) The Board may admit to affiliated status those independently constituted and operated organizations whose purposes and intentions it finds to be consistent with the principles of the Church, and may terminate such affiliations upon deciding that the organization no longer meets the

foregoing qualifications or is not in compliance with the Act or such other requirements as relate to such organizations.

- (b) The Board shall make rules for the implementation of (a) above and more particularly for admission to and retention of affiliate status.

ARTICLE 12 DENOMINATIONAL AFFILIATIONS

- 12.1 The Church shall be a member 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 13 FISCAL YEAR

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

ARTICLE 14 SEAL

- 14.1 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 15 RULES OF PROCEDURE

- 15.1 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 16 AMENDMENTS

- 16.1 The Bylaws may be amended or repealed by a Special Resolution of the Members. The text of any proposed changes to the Bylaws shall be included in the notice of the General Meeting.

ARTICLE 17 DISSOLUTION

- 17.1 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 18 LOCATION

- 18.1 The objects of the Church shall be pursued chiefly in the City of North Vancouver, District of North Vancouver, Municipality of West Vancouver, and

Village of Lions Bay and their vicinity, being the area known as the North Shore, in the Province of British Columbia. This provision is alterable.

ARTICLE 19 NON-PROFIT STATUS

- 19.1 The Church organization will be carried on without purpose of gain for its members, and any profits or other gains to the Church organization shall be used in promoting its purposes.