

**Bylaws of the Unitarian Church of Edmonton**  
(Amended May 7, 2017)

**1. Name**

The name of our religious organization is the Unitarian Church of Edmonton

**2. Definitions**

<i>Board</i>	The Board of Trustees
<i>Canadian Unitarian Council</i>	The Canadian body for Unitarian and Universalist Churches in Canada, with headquarters in Toronto
<i>Church</i>	The Unitarian Church of Edmonton (UCE)
<i>Congregation</i> in article 6	All UCE members in good standing as defined
<i>Endowment Fund</i>	Money and other assets held in a segregated fund, and managed as described in Clause 12 of these bylaws
<i>Member</i>	A person aged 16 or over who has applied for membership and been accepted as a member of UCE
<i>Officers</i>	The president, vice-president, immediate past president, secretary, and treasurer
<i>Quorum</i>	At congregational meetings, 10% of members eligible to vote. At Board or committee meetings, a majority of the members
<i>Signing Officers</i>	Board members, or others, authorized by the Board to sign cheques and other legal documents
<i>Trustee</i>	Any elected or appointed board member
<i>Unitarian Universalist Association</i>	The Unitarian Universalist Association in North America, with headquarters in Boston, Massachusetts, USA

**3. Purposes**

The purposes of the organization are:

- (1) To bring together those people who support
  - (a) freedom of belief
  - (b) a free and responsible search for truth and meaning
  - (c) the inherent worth and dignity of every person regardless of age, race, colour,

- gender, sexual orientation, physical characteristics, mental or emotional health, ancestry, or place of origin
- (d) caring for one another with trust, compassion, and mutual respect
  - (e) the democratic process in our congregation and in society at large
- (2) To hold religious meetings, studying religious, moral and philosophical questions, promoting social welfare and social responsibility, and furthering the knowledge and interests of Unitarian Universalism.
  - (3) To provide a meeting place to discuss questions affecting the community in general and to provide a centre for various community activities.
  - (4) To provide opportunities for friendly and social activities, and to arrange musical, dramatic, and other cultural entertainments.
  - (5) To arrange for talks and discussion of religious, social, educational, political, and other subjects
  - (6) To establish and maintain a reference library and reading room.
  - (7) To carry on the Church's activities without the purpose of monetary gain for its members and to use any profits or gifts to fulfill these purposes.

#### **4. Powers and Responsibilities**

The Church has the power and responsibility

- (1) To acquire by purchase, lease, or donation real estate and personal property; to sell, exchange, mortgage, rent, improve and develop these properties; and to construct, maintain, own, operate, manage and supply any type of housing, religious, commercial or charitable accommodation, so long as these activities fulfill the purposes of the Church (see Clause 7 for approval process).
- (2) To lease property to any individual, corporation, church, society, cooperative or association.
- (3) To provide financial assistance, grants, administrative aid, building accommodation, or any other form of assistance to non-profit community organizations, churches, charitable societies or other association, as long as the Board or congregation approves that assistance.
- (4) To borrow, raise or secure the payment of money in ways the congregation approves. Methods could include issuing bonds, debentures, guarantees, leases, mortgages, bills of exchange, promissory notes, or other negotiable or commercial instruments.
- (5) To hold, invest, or spend the funds and assets of the Church to fulfil its purposes.
- (6) To employ qualified staff without discriminating on the basis of age, race, colour, gender, sexual orientation, physical characteristics, ancestry or place of origin.

- (7) To pay salaries, staff benefits, rents, interest, maintenance, taxes, and other operating and administrative expenses.

## **5. Denominational Affiliation**

The Church is a member of the Canadian Unitarian Council and is thereby affiliated with the International Council of Unitarians and Universalists; the Church maintains ties with and receives certain services from the Unitarian Universalist Association.

## **6. Membership**

- (1) Membership in the Church is open to anyone at least 16 years of age who generally agrees with the Church's purposes and supports its programs.
- (2) To become a member, a prospective member must apply in writing to the Board. Prospective members from other Unitarian or Universalist Churches may give the Board a letter of transfer. All members' names are recorded in the Church register.
- (3) A member is entitled to:
  - a) vote at congregational meetings 60 days after being accepted as a member
  - b) inspect the books and records of the Church by giving one week's notice to the Board.
- (4) The Board may remove from the Church register the name of any member who:
  - a) has resigned from the Church, or
  - b) has had membership revoked by a congregational meeting
  - c) has failed to make a reasonable contribution for two or more years.
- (5) A membership may be revoked for just cause by a two-thirds majority vote by ballot taken at a hearing at a congregational meeting. The Board will notify the member of the meeting by confirmed message at least 15 days before the meeting. The notice will include the place, time, and date of the meeting, and the motion for revoking the membership. The member has the right to speak to the motion of the hearing and to vote on any motion put to the meeting.

## **7. Meetings**

- (1) The Board shall call an annual congregational meeting to be held before the 15<sup>th</sup> day of May each year.
- (2) The Board may call other congregational meetings. The Board must call a congregational meeting if 10% of the members submit a written request for such a meeting.
- (3) By passing a unanimous resolution, the Board may call an emergency congregational meeting. The Board must believe that the emergency matter

requires quicker resolution than is possible in 7(5) below. The Board will take any reasonable measure to notify at least 50% of the members about such a meeting.

- (4) If a mail interruption occurs. The Board will notify members of a congregational meeting any reasonable manner such as e-mail, fax, or telephone.
- (5) Congregational meetings are called by the secretary or any other officer of the Church the Board names by:
  - a) posting a copy of the notice at the Church building,
  - b) mailing a copy of the notice to every member of the congregation at least 15 consecutive days before the meeting, and
  - c) reading the notice to the congregation on at least two Sundays before the date of the meeting.
- (6) A notice of a congregational meeting must state the date, time and place of the meeting, and the business to be transacted.
- (7) A quorum for a congregational meeting requires 10% of the members currently eligible to vote.
- (8) Except as noted in these bylaws, passing a motion at a congregational meeting requires a majority of members present and voting.
- (9) Any motion at a congregational meeting to enter into a contract of more than ~~(\$12,000)~~ **\$15,000**, or to buy or sell real property, requires approval of two-thirds of the members present and voting.
- (10) The congregation must confirm any resolution of the Board which proposes a church policy on a public issue. This confirmation will require a two-thirds majority of those present and voting at a congregational meeting called for that purpose. Although the above is general policy, a Church committee may make a public statement in its own name on an issue if the issue:
  - a) is within the committee's terms of reference, and
  - b) has received support from a majority of the committee's members.
- (11) A decision to disburse any part of the principal of the endowment fund requires a vote of 90% of the members present and voting at a congregational meeting.
- (12) The Chair of the **Leadership Committee** will conduct a vote by secret ballot for those positions contested at a congregational meeting to elect an officer, a member of the Board or of the **Leadership** or Ministerial Relations committees.
- (13) No error or omission in giving notice of any congregational meeting invalidates the meeting.
- (14) The annual congregational meeting:
  - a) Receives, reviews, and makes decisions on the reports of the president, the secretary, the treasurer, the auditor, any other officer, the standing committees

- and any ad hoc committees for the past year.
- b) Considers any controversial or sensitive motion for which 15 days notice has been given to the members.
  - c) Elects officers and the required trustees of the Board, the **Leadership** Committee and the Ministerial Relations Committee. As well as nominations presented by the **Leadership** Committee, members may nominate from the floor.
  - d) Adopts a budget for the coming year.
  - e) Appoints an auditor for the coming year
  - f) Discusses other business considered urgent or appropriate by a majority of members at that meeting.

**(15) Notwithstanding clause 9(8) the Board may appoint another member of the congregation to serve as presiding officer (chair) at a congregational meeting or meetings.**

## 8. Procedure

All matters of practice and procedure at congregational and Board meetings will, unless otherwise provided for in the Bylaws, be governed by Robert's Rules of Order, 10<sup>th</sup> edition or later.

## 9. Board of Trustees

(1) The Board of Trustees usually has 9 members, and may appoint up to 2 additional trustees. The terms and positions are as follows:

One year terms	Two year terms
President	Secretary
Vice-President	Treasurer
Immediate Past President	Four other trustees
Up to two appointed trustees (optional)	

- a) The treasurer and secretary are elected in alternate years. Two trustees are elected every year.
  - b) If the president is re-elected, a person other than the immediate past president is appointed for one year.
  - c) A member may serve a variety of positions, but only for six consecutive years, **with the exception of the Immediate Past President, who may serve a seventh consecutive year in that non-elected position.**
- (2) All members of the Board must be members of the Church.
- (3) The terms of office of those elected begin on the 15<sup>th</sup> day of June following their

- election.
- (4) If an election for any office cannot be held immediately, the incumbent will continue in office until a congregational meeting is called to elect a successor.
  - (5) The Board may appoint one or two additional trustees to serve until the next annual congregational meeting.
  - (6) A majority of Board members constitutes a quorum.
  - (7) If a Board vacancy occurs, the board may appoint a successor at the next board meeting. Any appointed successor will serve until an election at the next annual meeting.
  - (8) The president will:
    - a) chair all meetings of the Board, and all congregational meetings. If the president is unable to perform his or her duties, the vice-president will take over the president's duties until the president returns to office or until a successor is appointed or elected.
    - b) may temporarily vacate the chair of a congregational meeting to take part in a discussion of a resolution or other such business before the meeting. The president shall return to the chair after the resolution or business has been concluded.
  - (9) The vice-president will:
    - a) assume the duties and serve in the absence of the president.
    - b) if for any reason the office of the president is vacated, fill out the unexpired term of the president.
  - (9.1) In the absence of the president and the vice-president, the Board members present at a Board meeting may appoint another member of the Board to chair the meeting.**
  - (10) The secretary will:
    - a) keep accurate minutes of all meetings of the Board and congregation.
    - b) be in charge of the correspondence of the Board.
    - c) have custody of the seal of the Church and when the seal is used, the secretary will ensure that the names of the required two signing officers are recorded in the minutes. When the secretary is absent, the Board will appoint a substitute.
    - d) be in charge of the Church register.
  - (11) The treasurer will be responsible for:
    - a) providing statements of receipts and disbursements whenever requested by the Board
    - b) submitting the Church's annual audited financial statement to the annual congregational meeting.
    - c) chairing the Finance Committee
    - d) chairing a committee to select a new bookkeeper when required

- e) recruiting a head teller, and assisting in recruiting additional tellers as needed
  - f) recommending a budget to the Board, for presentation to the Annual General Meeting
  - g) recruiting an auditor
- (12) The bookkeeper and head teller will be bonded for amounts which the Board will determine.

#### **10. Powers and duties of the Board**

- (1) The Board is in charge of the property of the Church, the conduct of its business affairs, the control of its administration, and the general supervision of the programs and activities of the Church.
- (2) Except for the call of a minister, the Board will employ personnel to operate the Church.
- (3) The Board may:
  - a) appoint standing or ad hoc committees it considers necessary
  - b) define appropriate terms of reference and delegate powers to the committee, which is responsible to the Board.
  - c) appoint an officer or trustee as an ex-officio committee member
- (4) The Board may enter into contracts to lease any portion of the Church property. The Board may enter into any other contract if the cost does not exceed ~~(\$12,000)~~ **\$15,000**. However the Board may not buy or sell any real property unless authorized by a congregational meeting.
- (5) The Board may advise a minister on his or her general duties.
- (6) The Board will have no authority over the endowment fund, except as provided in these bylaws.
- (7) **The Board will meet from time to time to deal with the affairs of the Church, usually monthly from September to June, at a time agreed to by the members of the Board.**
- (8) **A majority of the Board members constitute a quorum, unless otherwise resolved by the Board.**
- (9) **If a decision is required between scheduled meetings, the President may conduct a poll of all the Board members by telephone, by e-mail or by a combination of methods, and must keep a record of each person's response (in favour, opposed or abstain). The President must report the record of decision at the next meeting of the Board. Any matter decided by a poll must be ratified at the next regularly called meeting of the Board.**
- (10) **Provided all members of the Board have similar access to electronic technology, a meeting of the Board may be conducted by teleconference, or other technical means,**

**that provide for simultaneous aural communication among all participants.**



## 11. Congregational Committees

Current Wording (2013)	Amended Wording (2017)
<p><i>(1) The Nominating Committee consists of four members. Two members are elected at each annual meeting for a two-year term each. Each year, the committee will choose one of its members to chair.</i></p> <p><i>i. This committee is responsible for presenting to the next annual congregational meeting a list of eligible candidates willing to stand for election to vacancies on the Board of Trustees, the Nominating Committee, and the Ministerial Relations Committee.</i></p> <p><i>ii. A vacancy in the Nominating Committee may be filled by a Board appointment until the next annual congregational meeting.</i></p> <p><i>A person may be elected for an additional two-year term, or terms. Whether elected, appointed or serving a combination of terms, no person may serve more than six consecutive years on the Nominating Committee.</i></p>	<p><b>(1) The purpose of this committee is to identify, and facilitate the training, election and succession of, Church leaders.</b></p> <p>a) The <b>Leadership</b> Committee consists of four members. Two members are elected at each annual meeting for a two-year term each. Each year, the committee will choose one of its members to chair.</p> <p>(i) This committee is responsible for presenting to the next annual congregational meeting a list of eligible candidates willing to stand for election to vacancies on the Board of Trustees, the <b>Leadership</b> Committee, and the Ministerial Relations Committee.</p> <p>(ii) A vacancy in the <b>Leadership</b> Committee may be filled by a Board appointment until the next annual congregational meeting.</p> <p>b) A person may be elected for an additional two-year term, or terms. Whether elected, appointed or serving a combination of terms, no person may serve more than six consecutive years on the <b>Leadership</b> Committee.</p>

<b>Current Wording (2013)</b>	<b>Amended Wording (2017)</b>
<p>(2) <i>The Ministerial Relations Committee acts as liaison between the Minister and the congregation. This committee consists of four members elected by the congregation.</i></p> <p><i>i. A fifth member may be named by the Minister at any time within the Church year, and may serve a term of up to two years from the time he or she is appointed. This person may be re-appointed for an additional term or terms.</i></p> <p><i>ii. All elected members serve a two-year term each. Two members are elected at each annual congregational meeting.</i></p> <p><i>iii. A person may be elected for an additional two-year term, or terms.</i></p> <p><i>iv. A vacancy of an elected member of this committee may be filled by a Board appointment until the next annual congregational meeting.</i></p> <p><i>v. Whether elected, appointed or serving a combination of terms, no person may serve more than six consecutive years on the Ministerial Relations Committee.</i></p> <p><i>vi. The committee will choose one of its members to chair.</i></p> <p><i>vii. The committee reports annually to the Annual Congregational Meeting.</i></p>	<p>(2) The Ministerial Relations Committee acts as liaison between the Minister and the congregation <b>and provides insight to the Minister regarding the life of the Church and how it is functioning.</b> This committee consists of four members elected by the congregation.</p> <p>a) A fifth member may be named by the Minister at any time within the Church year, and may serve a term of up to two years from the time he or she is appointed. This person may be re-appointed for an additional term or terms.</p> <p>b) All elected members serve a two-year term each. Two members are elected at each annual congregational meeting.</p> <p>c) A person may be elected for an additional two-year term, or terms.</p> <p>d) A vacancy of an elected member of this committee may be filled by a Board appointment until the next annual congregational meeting.</p> <p>e) Whether elected, appointed or serving a combination of terms, no person may serve more than six consecutive years on the Ministerial Relations Committee.</p> <p>f) The committee will choose one of its members to chair.</p> <p>g) The committee reports <b>to the Church at least once each year, through a written report published prior to and considered at the Annual Congregational Meeting.</b></p>

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- (3) **The Board may develop additional Terms of Reference for the Leadership and Ministerial Relations committees to guide any advisory and support functions these committees may provide to the Board, and to guide any interactions the congregational committees may have with committees appointed by the Board.**

**12. Endowment Fund**

<b>Current Wording (2013)</b>	<b>Amended Wording (2017)</b>
<p>(1) <i>The Church has an endowment fund for money and other assets donated or bequeathed to the Church.</i></p> <p>(2) <i>Three endowment trustees, appointed by the Board, are responsible for investing and managing the fund.</i></p> <p>(3) <i>Requirements for being an endowment trustee include:</i></p> <ul style="list-style-type: none"> <li><i>i) Church membership</i></li> <li><i>ii) the legal capacity to manage one's own affairs, and</i></li> <li><i>iii) not being a Board member</i></li> </ul> <p>(4) <i>The term of appointment for endowment trustees is three calendar years, with one trustee appointed each year. Any vacancy occurring during a term will be filled by a Board appointment for the unexpired portion of the term. No endowment trustee will be eligible for appointment to a second consecutive term.</i></p> <p>(5) <i>The endowment trustees will prudently manage and invest the assets of the endowment fund. Only a congregational meeting, as set out in these bylaws, may authorize spending the fund principal, in whole or in part.</i></p> <p>(6) <i>Each year, the endowment trustees will make available to the Church all or</i></p>	<p>(1) The Church has an endowment fund for money and other assets donated or bequeathed to the Church.</p> <p>(2) Three endowment trustees, appointed by the Board, are responsible for <b>providing direction on the investment and management of</b> the fund.</p> <p>(3) Requirements for being an endowment trustee include:</p> <ul style="list-style-type: none"> <li>a) Church membership</li> <li>b) the legal capacity to manage one's own affairs, and</li> <li>c) not being a Board member</li> </ul> <p>(4) The term of appointment for endowment trustees is three calendar years, with one trustee appointed each year. Any vacancy occurring during a term will be filled by a Board appointment for the unexpired portion of the term. <b>Upon expiry of the three-year term, each endowment trustee will be eligible for appointment to a second three-year term.</b></p> <ul style="list-style-type: none"> <li>a) No person may serve more than six consecutive years as a trustee for the endowment fund.</li> <li>b) After a break in service of at least one full year, a person may be appointed for another term or terms.</li> </ul>

<p><i>part of the year's income for Church operations is required to reduce or eliminate any deficit. If not so required, the income is considered part of the Fund's principal.</i></p> <p><i>(7) Annually, the endowment trustees will submit to the treasurer a report on the status of the fund.</i></p>	<p>(5) The endowment trustees will prudently manage the assets of the endowment fund <b>and encourage its growth</b>. Only a congregational meeting, as set out in these bylaws, may authorize spending the fund principal, in whole or in part.</p> <p>(6) Each year, <b>in consultation with the Treasurer and any other persons identified by the Treasurer</b>, the endowment trustees will make available all or part of the year's income <b>from the fund</b> for Church operations <b>if the income</b> is required to reduce or eliminate any deficit. If not so required, the income is considered part of the Fund's principal <b>and must be re-invested</b>.</p> <p>(7) Annually, the endowment trustees will submit to the treasurer a report on the status of the fund.</p> <p><b>(8) The Board may develop additional Terms of Reference to guide any reporting, advisory and support functions the endowment trustees may provide to the Board, and to guide any interactions the trustees may have with committees appointed by the Board or with Church staff.</b></p>
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### 13. Minister

- (1) If the Church wishes to find a new minister, a congregational meeting is called to elect a search committee of seven members and two alternates:
  - a) to find a suitable ministerial candidate, and
  - b) to recommend terms of employment for the minister.
- (2) When a suitable candidate is found, the committee reports to a congregational meeting on the name of the candidate and the proposed terms of employment.
- (3) Congregational acceptance of the recommendation requires that two-thirds of the members present and voting support the candidate and the proposed terms

of employment.

- (4) Annually, the minister and the Board review the minister's terms of employment, salary, benefits, and other allowances. The recommendations from the review are reported to members at a congregational meeting for approval and inclusion in the budget.
- (5) The minister's contract may be terminated with a 90-day notice by either the minister or the Church or by mutual agreement between the minister and the Church. The Board will call a congregational meeting to decide whether to end a minister's contract.
- (6) The duties of the minister include:
  - a) bringing to the attention of the Board any matters pertinent to the general welfare of the Church.
  - b) making recommendations either to the Board or to the Church as seems appropriate.
  - c) writing a comprehensive report for the annual congregational meetingFinal decisions on a policy and procedure remain with the Board or Church members voting at a congregational meeting.
- (7) The minister may act in an advisory capacity to any group or committee of the Church.
- (8) If the Church wishes to call a second minister, Clause 13 1-3 apply to the search and choice, and Clause 13 4-7 apply to a minister's terms of employment.

#### **14. Fiscal Year**

The fiscal year of the Church ends on June 30<sup>th</sup>.

#### **15. Remuneration**

No member of the Board, or a committee, or an official representative of the Church may receive payment for their Church duties; however, such a person may be reimbursed for **reasonable** expenses incurred in performing approved duties.

#### **16. Interpretation**

This bylaw is governed by Alberta's *Interpretation Act* and *Religious Societies' Land Act*.

#### **17. Dissolution**

On dissolution of the Church, all of its property, real or personal will be transferred to the Canadian Unitarian Council for its general purposes. However, for property bequeathed or donated in trust with the condition that, on dissolution of the Church, such property

should be conveyed elsewhere, the Church will honour the donor's wishes whenever practical.

### **18. Bylaw Amendments**

The bylaws of the Church may be altered by a special resolution passed by 75% of the members present and voting at any congregational meeting. However, at least 21 days before the meeting, members must receive a notice about the amendment or revision.

### **History of UCE Bylaws (previously called Constitution and Bylaws)**

Adopted 1988 03 26

Amended 1988 03 23

Amended 1989 05 24

Amended 1991 09 22

Amended 1994 05 12

Amended 2001 02 04

Amended 2001 04 29

Amended 2008 05 04

Amended 2013 05 05

Amended 2017 05 07