

Bylaws of the Unitarian Church of Edmonton

(Amended March 2023)

1. Name

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

2. Definitions

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

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,
 - d. gender, sexual orientation, physical characteristics, mental or emotional health, ancestry, or place of origin
 - e. caring for one another with trust, compassion, and mutual respect
 - f. the democratic process in our congregation and society at large
2. To hold religious meetings, study religious, moral, and philosophical questions, promote social welfare and social responsibility, and further 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 discussions 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 associations, if 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 fulfill 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 database.
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 database the name of any member who:
 - a. has resigned from the Church, or
 - b. as died, or
 - c. has had membership revoked by a congregational meeting, in accordance with Article 6 (5), or
 - d. whose association with the church has, in the considered opinion of the Board and in accordance with the termination policy, become inactive through all of these: lack of attendance or participation in church activities, lack of financial contribution for the past two church fiscal years, repeated failure to reply to church enquires, and failure to provide current means of contact.
5. A Membership may be revoked for just cause, including violation of the bylaws, principles, or covenant of right relations. Revoking the membership requires the approval of two-thirds of the church members present and voting at a hearing at a congregational meeting. The vote will be conducted by ballot.

7. Meetings

1. The Board shall call an annual congregational meeting to be held before the 15th 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.
4. The Board will take any reasonable measure to notify at least 50% of the members about such a meeting. Notification can be done by electronic means, fax, or telephone.
5. Congregational meetings are called by the secretary or any other officer of the Church that the Board names by:
 - a. posting a copy of the notice at the Church building,
 - b. mailing or delivering by electronic means 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. Members may attend and vote in person, through an online meeting provided by the Church, or by hybrid attendance.
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 10 per cent of the annual budget, or to buy or sell real property, requires the 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 major 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 a 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 Committee. If the Leadership Chair is not present, another member of the Leadership Committee may fill this role. If no other member of the Committee is present, the chair of the meeting may approve another church member to fill the role.
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 and the Leadership Committee. As well as nominations presented by the Leadership Committee, members may nominate from the floor (online or in person).
 - 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 a 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, 10th edition or later.

9. Board of Trustees

1. The Board of Trustees usually has a minimum of 7 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 may be appointed for one year.
 - c. A member may serve a variety of positions, but only for six consecutive years, except for 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 15th 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 constitute a quorum.
 7. If a Board vacancy occurs during the term, 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.
 10. 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.
 11. The secretary will:
 - a. keep accurate minutes of all meetings of the Board and congregation.
 - b. oversee 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. advise the church administrator of changes required to the database.
 12. 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
13. The bookkeeper and the head teller will be bonded or insured for amounts that the Board will determine.

10. Powers and Duties of the Board

1. The Board oversees 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. Financial Powers of the Board:
 - a. The Board may enter into contracts to lease or rent any portion of the church property. The Board may decline to rent to groups that are not aligned with the Church's principles.
 - b. The Board may not buy or sell any real property unless authorized by a congregational meeting.
 - c. The Board may approve up to a total of 10% of the annual operating budget. This includes non-budgeted contracts, adjustments to the operating budget, spending reserves, and unbudgeted capital spending. Larger amounts require congregational approval.
 - d. Amounts over 10% may be spent in an emergency to prevent imminent damage to the church and property; however, a congregational meeting will need to be held as soon as practicable to ratify this action.
 - e. The Board may decline or return donations or revenue that are not in keeping with the Church's principles, do not meet the needs of the church, or contain restrictions that are not appropriate for the church. The Board must approve the creation of any new restricted funds and approve any in-kind donations.
 - f. The Board will ensure that fundraising activities are focused on the church's needs and that there are no conflicting fundraising events.
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. Meetings may be online or in person.
8. A majority of the Board members constitute a quorum.
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 the 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 electronic means, that provide for simultaneous aural communication among all participants.

11. Congregational Committees

1. The Leadership 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.
 - a. The purpose of this committee is to identify and facilitate the training, election, and succession of Church leaders.
 - 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 Leadership Committee, and the Ministerial Relations Committee.
 - ii. A vacancy on the Leadership Committee may be filled by a Board appointment until the next annual congregational meeting.
2. 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 Leadership Committee.
3. The Board may develop additional Terms of Reference for the Leadership committee 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

1. The Church has an endowment fund for money and other assets donated or bequeathed to the Church.
2. Three endowment trustees, appointed by the Board, are responsible for providing direction on the investment and management of the fund.
3. Requirements for being an endowment trustee include:
 - a. Church membership
 - b. the legal capacity to manage one's own affairs, and
 - c. not being a Board member
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. Upon the expiry of the three-year term, each endowment trustee will be eligible for appointment to a second three-year term.
 - a. No person may serve more than six consecutive years as a trustee for the endowment fund.
 - b. After a break in service of at least one full year, a person may be appointed for another term or terms.

5. The endowment trustees will prudently manage the assets of the endowment fund and encourage its growth. Only a congregational meeting, as set out in these bylaws, may authorize spending the fund principal, in whole or in part.
6. Each year, in consultation with the Treasurer and any other persons identified by the Treasurer, the endowment trustees will make available all or part of the year's income from the fund for Church operations if the income is required to reduce or eliminate any deficit. If not so required, the income is considered part of the Fund's principle and must be re-invested.
7. Annually, the endowment trustees will submit to the treasurer a report on the status of the fund.
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.

13. Minister

1. If the Church wishes to hire a new interim, contract or permanent (settled) minister, the board will name a committee of five members, composed of board and general congregants:
 - a) to develop and implement a process to find a suitable ministerial candidate.
 - b) to recommend terms of employment for the minister
2. Process for hiring a minister.
 - a) In the case of hiring an interim or contract minister, the committee will submit its recommendations to the board, which will make the final hiring decision and report that decision to the congregation.
 - b) In the case of hiring a permanent (settled) minister, the board will call a congregational meeting to vote on approval of the proposed candidate and terms of employment.
 - c) Congregational acceptance of the board's recommendation requires two-thirds of the members present and voting in support.
3. The terms of employment will be reviewed annually by the board and minister. The minister's employment may be terminated with a 90-day notice by either the minister or the Church or by mutual agreement of the minister and the Church, or as may be more specifically outlined in the Ministerial Agreement.
4. If the board, alone, recommends terminating the minister's employment, a congregational meeting will be held to vote on that recommendation. Acceptance of the recommendation requires two-thirds of the members present and voting in support.
5. Duties of the minister are outlined in the Ministerial Agreement, but generally include:
 - a) worship services and spiritual leadership
 - b) pastoral care oversight
 - c) assistance with implementing the church's vision and mission.
 - d) supervision of the staff team

14. Fiscal Year

The fiscal year of the Church ends on June 30th.

15. Remuneration

No member of the Board, 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 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 the 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 15 days before the meeting, members must receive 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

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