

# Don Heights Unitarian Congregation

# Bylaws

Amended: April 26, 2009

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# Don Heights Unitarian Congregation By-laws

(Amended April 26th, 2009 at the Annual General Meeting)

## Article I - Name

- 1 The name of the Congregation shall be **Don Heights Unitarian Congregation.**

## Article II - Principles

- 1 The leading principle of the Congregation is the maintenance of the free exercise of private judgment in all matters of belief.
- 2 Members of the Congregation, while free to hold diverse beliefs concerning the nature of God, Humanity and the Universe, are committed to the preservation of personal integrity, the continuing search for truth through critical inquiry, the democratic method in human relations and the obligation to work for the greater good of all humanity.
- 3 Don Heights Unitarian Congregation is committed to being an inclusive community, maintaining an environment without discrimination or harassment based on, but not limited to, ability, age, appearance, colour, ethnicity, gender, language, national origin, religion or sexual orientation.

## Article III - Membership

- 1 Any person eighteen years of age or over who is
  - a. in general sympathy with the principles as stated in Article II of this By-law,
  - b. is supportive of the CUC Statement of Principles,
  - c. makes a responsible financial contribution according to his or her means, and
  - d. participates in the life of the Congregation, may become a member of the Congregation by signing the Membership Book, and by receiving approval of the Board of Directors.
- 2 Membership is to be broken down into the following categories:
  - a. **Active Members:** Have signed the membership book and fulfill the responsibilities of membership as stated in Section 1. They have access to all services provided by the congregation, are eligible to vote on all matters affecting the congregation, stand for election, and/or serve in the capacity of Committee Chair. Active members are included in the official membership number used for payment of CUC dues.
  - b. **Youth Member:** A youth between the ages of 12 and 18 may become a youth member of the congregation if he or she:
    - 1) is in compliance with the above requirements for membership in Section 1 and
    - 2) has successfully completed a path to membership program showing an understanding and support of Unitarian history and principlesYouth members have access to all services provided by the congregation and have the right to vote at congregational meetings on matters affecting the wellbeing and direction of the congregation including ministerial services but excluding other budget-related or property decisions. Youth are eligible to elect among themselves one ex-officio board trustee.
  - c. **Inactive Members:** Have signed the membership book and either have not fulfilled the responsibilities of membership as stated in Section 1 or have requested that they be moved to inactive membership status. They have access to all services provided by the congregation, but are not eligible to vote, stand for elected office, or serve as Chair of a committee. Inactive members are not included in the official membership number used for CUC dues.

- d. **Friends of the Congregation:** Have not signed the membership book, but are active participants in and/or contributors to the life of the congregation. Friends of the congregation have access to all services provided by the congregation but are not eligible to vote, stand for elected office, or serve in the capacity of Chair of a committee. Friends are not included in the official membership number used for CUC dues.
- 3 Every person becoming a member shall continue to be a member so long as they have met all of the requirements in Section 1 during the current or previous calendar year. Unless he or she has:
  - i. voluntarily resigned in writing
  - ii. is removed from the membership list by the Board of Directors
- 4 Review of applicants for either full or youth membership shall be submitted by the Membership Committee to the Board of Directors. Acceptance or rejection shall be recorded in the minutes of the meeting and the applicant(s) shall be notified of the decision, in writing, by the Secretary of the Board within thirty days.
- 5 The Membership Committee will annually review the membership list and consult members, whose level of involvement has been minimal, about the possibility of moving them to inactive membership status. These active members and any members who can no longer be reached may then be transferred to inactive membership status by the Board of Directors on the recommendation of the Membership Committee. Inactive members shall be notified of the decision, in writing, by the Secretary of the Board within thirty days.

#### **Article IV - Officers**

- 1 A President of the Congregation shall be elected annually by the members of the Congregation from its voting membership. A President may be elected for a maximum of four consecutive years.
- 2 A Vice-president shall be appointed by the Board of Directors for a term of one year and shall assume all duties and responsibilities of the President during his/her temporary absence.
- 3 a) A Secretary shall be elected at the Annual General Meeting from the voting membership in odd numbered years for a term of two years, and may serve for two consecutive terms subject to article V, section 4.  
 b) A Treasurer shall be elected at the Annual General Meeting from the voting membership in even numbered years for a term of two years, and may serve for two consecutive terms subject to article V, section 4.
- 4 The Board of Directors shall be empowered to recommend the removal of any officer from his/her position as officer by consent of eight Directors, both the officer concerned and the Directors having been duly informed of the intent to remove the officer. This decision must be ratified at a general meeting, within thirty days.
- 5 In the event that eight Directors declare the presidency vacant, the Board shall nominate a new President. This nomination shall be presented to the Congregation for ratification at a general meeting within thirty days.

## **Article V - Board of Directors**

- 1 The Board of Directors shall consist of six Directors, plus the Secretary, the Treasurer and the President. These Directors shall be elected at the Annual General Meeting from the voting membership. Three Directors shall be elected in even numbered years and three Directors in odd numbered years. Each member shall be elected for a term of two years and may serve for two consecutive terms subject to Article V, Section 4.
- 2 The President shall serve as chairperson of the Board of Directors.
- 3 The office of the Director shall be declared vacant if he/she ceases to be a voting member of the Congregation, and may also be declared vacant by a majority of the Board of Directors if:
  - a) he/she submits his/her resignation in writing; or
  - b) he/she is absent from meetings of the Board for three consecutive months during the active part of the church year.
- 4 In the event of a vacancy on the Board of Directors, the Board by majority vote may then appoint some other voting member of the Congregation to the vacant position until the next annual meeting when an election shall be called to fill the unexpired term. Such partial term shall not be counted toward any subsequent terms which a Director may serve.
- 5 The Minister, Chaplain, Immediate past-President and Religious Education Director shall be ex officio non-voting members of the Board of Directors.

The duties of the Secretary and the Treasurer shall be listed in a separate job description to be drawn up by a committee of the Board of Directors. (Attached as accepted by motion at the Annual general Meeting of April 27<sup>th</sup>, 2003)

## **Article VI - Duties, responsibilities and powers of the Board of Directors**

- 1 It shall be the duty of the Directors in their individual capacities and collectively as a Board to aid the Congregation and/or Minister in the conduct of the church observances and church activities and at all times to promote and to maintain the principles of the congregation.
- 2 The Directors shall be charged with the management of the Congregation's business, including but not limited to the collection and safe-keeping of all monies belonging to the Congregation, the care and maintenance of all buildings and other property of the Congregation, the insurance of all such property, and the employment and dismissal of all servants and attendants, save and except the Minister.
- 3 The Board of Directors shall hold a meeting within thirty days following the annual meeting, at which time the Board shall appoint or confirm the position of Secretary and Treasurer. The Board shall also at this time appoint a Vice-President as set out in Article IV, section 2.
- 4 The Board of Directors shall meet at least once each month except during July and August.
- 5 A quorum of the Board will be considered to be more than 50% of the members of the Board.
- 6 The Board shall have the power to co-opt persons as non-voting advisors at its discretion.
- 7 The Board of Directors shall rent a safety-deposit box in the name of the Congregation at its bank of current business and keep deposited therein all property deeds and searches, all mortgages, all insurance policies and other valuable papers.
- 8 The Board of Directors shall have the right to make rules for the conduct of its own activities, provided that such rules do not conflict with the provisions of the By-Laws and Principles of the Congregation.
- 9 In the event of a tie vote on any motion before the Board, the President shall cast the deciding vote.

## Article VII - Meetings

1a There shall be two types of meetings, Special Meetings and General Meetings.

A **Special** Meeting is required to deal with any matter concerning the following:

- Appointment or dismissal of a Minister - Article IX, sections 1, 2 & 3;
- Purchase, sale or mortgage of land or buildings, or erection, removal, extension or replacement of a building - Article XII, section 1.

A **General** Meeting may deal with any business not requiring a Special Meeting.

1b Committee(s) shall be formed to explore and make recommendations relating to the issues stated in Article VII, 1a. The procedures governing such committee(s) shall be:

- The Board of Directors shall determine a mandate for the committee
- The mandate of the committee shall be published to the membership, and a call made for volunteers to serve on the committee
- The Board of Directors shall approve a roster of members from those who have volunteered for the committee
- The Board shall publish the roster and mandate of the committee to the membership
- The Board of Directors shall call a General Meeting (15 days notice) so the Congregation may ratify the composition and mandate of the committee
- The committee shall regularly inform the Board of its progress, and shall present its recommendations to the Board, in writing, when these have been developed
- The Board shall determine the resulting motion to present to the Congregation
- The Board shall inform the Congregation of the time and purpose of a Special Meeting to vote on the motion (Article VII, 2 and 3)

2 The quorum for a **Special** Meeting shall be one-third of the voting members of the congregation. Notice and purpose(s) of **Special** Meeting must be mailed to all voting members of the Congregation at least thirty days prior to the date of the Meeting.

The quorum for a **General** Meeting shall be one-third of the voting members of the congregation. Notice and purpose(s) of a **General** Meeting must be mailed to all voting members of the Congregation at least fifteen days prior to the date of the meeting.

3 The passage of a motion before a **Special** Meeting requires the assent of two-thirds of the voting members present and casting a vote. The passage of a motion before a **General** Meeting requires a simple majority of voting members present and casting a vote except with regard to the following where a passage of a motion requires the assent of two-thirds of the voting members present and casting a vote:

- removal of an officer - Article IV, section 4;
- appointment or dismissal of a Chaplain, Article X, section 1;
- treatment of bequests and endowments, etc., Article XII, section 2;
- Amendments to the By-Law, Article XIV, section 1.

4 The annual meeting of the Congregation shall be held during the month of April in each and every year.

5 At the annual meeting of the Congregation, the following business shall be conducted:

- a) Presentation of the audited financial report for the preceding year;
- b) Adoption of the Budget for the ensuing financial year;
- c) The election of the President of the Congregation;
- d) The election to fill the positions of those Directors whose terms of office have expired and to fill any other vacancies for the remaining unexpired term;

- e) The election of two auditors;
  - f) The election of the nominating committee from the voting membership of the Congregation of not fewer than three members, not more than one being a Director;
  - g) Such other and further business as may be required.
- 6 Any ten voting members of the Congregation may call a **General Meeting** of the Congregation by a petition stating the purpose of the meeting, carrying the names of the ten members, and mailed to the members of the Congregation at least fifteen days prior to the date of the meeting. Payment of expenses incurred as a result of such meetings may be authorized only by the voting members present at the meeting.
  - 7 A **General Meeting** of the Congregation may be held at any time at the call of the Board of Directors. Notice and purposes of all such meetings shall be mailed to each member of the Congregation at least fifteen days prior to the date of the meeting.
  - 8 The President of the Congregation shall chair all **General** and **Special Meetings**.

### **Article VIII - Nominations**

- 1 Prior to each annual meeting the Board of Directors shall nominate at least one candidate for President. A majority of a duly constituted quorum of the Board must support each nomination. The report of the Board in this regard shall be published in writing to each member prior to the annual meeting.
- 2 The Nominating Committee shall nominate at least as many candidates as there are positions to be filled on the Board, excluding the presidency, and shall publish the nominations in writing to each member prior to the annual meeting.
- 3 The Nominating Committee is empowered to co-opt replacement members in the event that any member is unable to serve.
- 4 Additional nominations may be made by voting members of the Congregation during the annual meeting.
- 5 All nominees must accept a nomination either in writing or verbally during the annual meeting.
- 6 Notwithstanding Article VII, section 8, nominations and elections to the Board of Directors shall be chaired by the chairperson of the Nominating Committee.

### **Article IX - The Minister**

- 1 A Minister shall be appointed or dismissed only at a Special Meeting, the Minister being duly informed of this intent.
- 2 Contractual agreements between the Minister and the Congregation shall be approved at a General Meeting.
- 3 Three months' notice of termination of the Minister's appointment must be presented by the Congregation or the same must be presented by the Minister at the termination of his/her term of office. During this period, the Minister is free to be a candidate elsewhere and the Congregation is free to have the pulpit occupied by candidates. This period of three months' notice may be shortened by mutual agreement between the Minister and the Congregation at the General Meeting.
- 4 The Minister shall be expected to attend, unless otherwise requested, all meetings of the Board of Directors.

### **Article X - Chaplains**

- 1 A Chaplain shall be appointed and/or dismissed at a General Meeting of the Congregation, both the Chaplain and the membership being duly informed of this intent.

- 2 Financial arrangements between the Chaplain and the Congregation shall be at the mutual consent of the Chaplain and the Board of Directors.

### **Article XI - Staff**

- 1 The Board of Directors shall carry out all matters concerning the appointment or dismissal of paid personnel, except the Minister, at such remuneration as is approved by the voting members of the Congregation through their ratification of the budget presented at the annual meeting.

### **Article XII - Property**

- 1 No lands or buildings shall be purchased, sold or mortgaged, and no buildings shall be erected, extended by or for the Congregation except with the consent of the Congregation at a Special Meeting.
- 2 Except where clearly expressed by the donor, all bequests, donations, gifts and endowments received by the Congregation shall be deposited into the operating fund of the Congregation.
- 3 All withdrawals from special funds must be approved at a General Meeting of the Congregation.
- 4 In the event that this Congregation shall be dissolved, any assets will be transferred to the Canadian Unitarian Council or its successor for general purposes.

### **Article XIII - Finances**

- 1 The financial year of the Congregation shall end December 31st.
- 2 The signing officer shall be either the Treasurer or the President of the Congregation.
- 3 The signing officer shall pay only those expenditures authorized by the Board of Directors.
- 4 The Board of Directors shall be empowered to borrow additional funds from any special fund, without special approval of the voting members of the Congregation, sums of money up to, but not exceeding, for a given year, ten per cent of the operating expense budget for that year.
- 5 Financial reporting:
  - a. Monthly financial statements, including a balance sheet and a statement of receipts and disbursements, shall be presented to the Board of Directors on a timely basis for review and approval.
  - b. Annual financial statements shall be presented and approved at the Annual General Meeting of the congregation.

### **Article XIV - Amendments**

Amendments to the By-laws may be made at a General Meeting. Notice of any proposed amendments must be mailed to voting members of the Congregation by the Secretary at least thirty days prior to the date of the meeting.

## **Appendix 1: Job Descriptions**

### **1. Secretary – Board of Directors**

- a. Official Correspondence for Board of Directors:** Receives and manages board correspondence at the request of the president. This includes reading incoming correspondence, drafting an appropriate response and forwarding said response to the president for final approval and signature.
- b. Government Forms:** Review and complete required government forms on an annual basis. Currently, these include the Articles of Incorporation and forms for the credit union. A copy of the updated forms is sent to the Don Heights office for filing.
- c. Review Board Minutes:** Receive board minutes from the office administrator, and review them for both content and accuracy. Minutes are then returned to the Don Heights office for distribution.
- d. Liaison to Committees:** As part of a board member's responsibility, act as liaison to two committees of choice. This involves attending committee meetings and facilitating communication between the board and the committee.
- e. Motions:** Assist with the wording of motions at Board Meetings and at the Annual General Meeting.

## 2. Treasurer- Board of Directors

<b>a. Direct Responsibilities</b>	<b>Associated</b>
Maintaining records	Bookkeeper
Banking	
Financial Statements	
Signing/authorizing cheques/documents	President , Vice President & one other Board member appointed as co-signers
Budget	Board, Financial Administrator
Financial analysis	L & P committee, Finance committee
Design of reports	Finance committee
Accounting methodology	
Program budgeting	
<b>b. Other Responsibilities</b>	
Payroll and salaries	Human Resource committee
Sunday collection	Membership committee, Bookkeeper
Special donations	Ways & Means committee
Audit	Audit committee
Liase with Canvass	Canvass Chair
Liase with Investment Committee	Receive reports from investment committee; provide regular and anniversary reports to Board and congregation. Liase with investment chair