

# **BY-LAWS OF THE UNITARIAN UNIVERSALIST FELLOWSHIP OF KAMLOOPS**

## ***Part 1 – Interpretation***

1. In these bylaws, unless the context otherwise requires
  - a. "Directors" means the Directors of the Society for the time being;
  - b. "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - c. "Registered address" of a Member means the address as recorded in the Register of Members.
  - d. "Contribution of record" means a gift or donation to the Society of money, goods, or services, and which has been received and recognized by the Society's Finance Committee as having value.
2. The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.
3. Words importing the singular include the plural and vice versa; no distinction shall be made between male and female persons, regardless of the pronouns used.
4. Headings and titles assigned to parts or paragraphs of these Bylaws are for reference purposes only and shall not be considered as a guide to interpretation.

## ***Part 2 - Membership***

### **5. Member Definition**

The Members of the Unitarian Universalist Fellowship of Kamloops are the applicants for incorporation of the Society, and those persons who subsequently have become Members in accordance with Section 6 and, in either case have not ceased to be Members.

### **6. Membership Guidelines**

The Board shall admit to membership any applicant who:

- a. Affirms support for Unitarian Universalist Principles
- b. Agrees to adhere to the Fellowship Constitution and Bylaws

- c. Agrees to adhere to the Covenant of Right Relations
- d. Is of the age of at least 16 years
- e. Makes to the Fellowship a contribution of record, relative to the individual's personal means
- f. Attends a Unitarian Universalist Fellowship of Kamloops orientation session
- g. Signs the Fellowship Membership Book in the presence of at least 3 Members, including at least one Board Member, and if available, the Minister

#### 7. Non-Discrimination

Subject to Section 6, Membership is open to all persons without regard to national origin, ancestry, race, colour, physical or mental ability, gender or sexual orientation, or political belief or affiliation.

#### 8. Contribution of record & fiscal year

- a. It is the responsibility of each Member to support the Fellowship, relative to the individual's personal means. To remain in good standing, the Member must make an identified contribution to the Fellowship during each fiscal year.
- b. If a Member whose good standing has lapsed at the end of a fiscal year pursuant to this section makes a contribution of record within the immediately following three months, the Member will be reinstated to good standing.
- c. The fiscal period of the Society shall run from January 1 to December 31 in each year.

#### 9. Members in good standing

Members in good standing may vote at meetings and are eligible for nomination to the Board, unless otherwise noted. A Member in good standing is defined as an individual who has been a Member for not less than the preceding 90 days, and who has made a contribution of record during the current fiscal year, or has made a bona fide pledge to do so within the current fiscal year.

## 10. Cessation of membership

An individual ceases to be a Member in the following ways:

- a. Upon hand delivering, mailing or emailing a written resignation to the Secretary or the President.
- b. Upon failing to make a contribution of record during a fiscal year, and failing to correct the situation within three months as described in Section 8b, as detailed in Fellowship policy.
- c. Upon death
- d. Upon termination of membership by the Fellowship according to the process described in Section 12.

## 11. Renewal of lapsed membership

A former Member who has not officially resigned and who requests in writing restoration of his or her Membership may be readmitted by Board resolution. He or she is required to follow the Membership Guidelines. He or she need not sign the Membership Book again. The provisions of Section 9 of this article shall apply on reinstatement.

## 12. Expulsion of Members

- a. If a Member is deemed to be disruptive or is acting in ways detrimental to the welfare of the Fellowship, he or she may, after consultation with the Board and after consideration of the relevant circumstances in accordance with Fellowship policy, be expelled from the Fellowship and participation in all its activities by a special resolution of the members passed at an Extraordinary General Meeting.
- b. The Secretary or the President must make reasonable efforts to inform the individual of the proposed expulsion personally, and must send a letter by registered mail informing him or her of the special resolution for expulsion. The notice of proposed expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- c. The person who is the subject of the proposed expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- d. Voting shall be by secret ballot, for which a 75% threshold shall apply.

## 13. Speaking on behalf of the Fellowship

No Member or person in the employ of the Fellowship may make public statements on behalf of the Fellowship other than the President or other person designated by the Board

### ***Part 3 - Meetings of Members***

14. General meetings of the Society shall be decided by the Directors and held at a time and place in accordance with the Society Act.

a. Annual General Meetings:

The first Annual General Meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an Annual General Meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the preceding Annual General Meeting.

Business at the Annual General Meeting must include:

- the annual report of the Minister, if applicable;
- the annual report of the President;
- annual reports from Committee Chairs;
- financial reports for the immediately preceding fiscal year, including a complete Balance Sheet, and a Statement of Revenues and Expenditures;
- the report of the Auditor, if any, or of the Internal Audit Committee
- a proposed budget for the coming year;
- an election to fill Board positions which are vacant and those for which terms will expire at the close of the Annual General Meeting;
- the appointment of an Internal Audit Committee and a Nominating Committee;
- all other relevant business that has been described in the Notice for the Meeting, or that has been raised by seconded motion at the meeting.

b. Extraordinary General Meetings:

Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.

- The Directors may, when they think fit, convene an Extraordinary General Meeting.
- The Directors shall convene an Extraordinary General Meeting within 21 days after a request for same signed by not less than 10 per cent of the voting Members of the Society is received by the Secretary.

15. Notice of Meetings

- a. Notice of every General and Extraordinary Meeting of the Members shall be given not less than 14 days in advance of the meeting in question, to all Members who are in good standing on the day that the notice was issued.

- b. Notice of a General Meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.
- c. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- d. Any notice that a Member or Director is entitled to receive pursuant to these bylaws may be given either by mail or email to the person's current residential address or email address as is appropriate.
- e. A notice sent by mail shall be deemed to have been received on the fourth day following that on which the notice is posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canada Post mail receptacle.
- f. The Board may call an informal gathering of the congregation at the end of a Sunday service or at another agreed-upon time to provide information and for consultation only.

#### ***Part 4 - Proceedings at Members' Meetings***

##### 16. Special Business

Special business is to be considered at Members' meetings. Members' meetings are Annual General Meetings or Extraordinary General Meetings. Special business is:

- a. All business to be discussed at an Extraordinary General Meeting.
- b. Any motion calling for the Society to undertake a financial obligation in excess of \$4,000.00;
- c. Any motion for the purchase, lease, mortgaging or sale of real property;
- d. Any motion relating to the expulsion of a Member;
- e. Any motion to remove any Member of the Board of Trustees including Officers' before the expiration of their term of office;
- f. Any motion to amend the Constitution or Bylaws of the Society;
- g. Any motion to impose and/or increase annual fees;
- h. Any motion to create, renew or terminate a contract of employment of a Minister;
- i. Any motion to establish, maintain, modify or dissolve an endowment fund;
- j. Any motion for dissolution of the Society.

## 17. Quorum

- a. A quorum shall be one third of the number of Members in good standing at the date of the meeting in question and not less than three.
- b. No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.
- c. If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present, or until the meeting is adjourned or terminated.
- d. If within 30 minutes of the time appointed for a General Meeting, a quorum is not present, the meeting, shall be rescheduled to a time, date and location of which the membership shall be notified not less than 7 days in advance, and if, at the rescheduled meeting a quorum is not present within 30 minutes from the time appointed for commencement, the Members present constitute a quorum.

## 18. Chairperson

- a. Subject to bylaw 20, the President of the Society, the Vice President or in the absence of both, one of the other Directors present, shall preside as Chairperson of a General Meeting.
- b. If at a General Meeting, there is no President, Vice President or other Director present within 15 minutes after the time appointed for holding the meeting; or the President and all the other Directors present are unwilling to act as Chairperson, the Members present shall choose one of their number to be Chairperson.

## 19. Adjournments

- a. A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- c. Except as provided in this Bylaw, it is not necessary to give notice of an adjournment of the business to be transacted at an adjourned General Meeting.

## 20. Voting

- a. All Members who have been in good standing for the preceding three months and are present at a General Meeting are entitled to one vote.
- b. Every resolution at a General Meeting must be seconded.
- c. Voting shall be done via a show of hands using the majority process except in the case of Special Business (16) which shall require a 75% majority and except in the case of a contested election or the expulsion of a member which shall be by secret ballot as noted in these Bylaws.
- d. Voting by proxy is not permitted.

## 21. Procedure

Decisions made by the Congregation at an Annual General Meeting and/or at an Extraordinary General Meeting will be by Majority Decision Making except where these Bylaws or the Societies Act specifies otherwise.

## 22. Auditor

The Society may, either through a resolution of the Members or a resolution of the directors, appoint an Auditor to act either for a specified purpose or during a specified period for the purpose of inquiring into and reporting on the Society's financial state of affairs.

### ***Part 5 – Duties of Officers***

## 23. President:

The President shall preside at all Meetings of the Society and of the Directors. The President is the Chief Executive Officer of the Society and shall supervise the other Officers in the execution of their duties.

## 24. Vice President

The Vice President shall carry out the duties of the President during his/her absence and may take on other duties as assigned.

## 25. Secretary:

The Secretary shall oversee:

- a. the correspondence of the Society;
- b. the issuance of notices of meetings of the Society and Directors;
- c. the keeping of minutes of all meetings of the Society and Directors;

- d. all records and documents of the Society except those required to be kept by the Treasurer;
- e. the custody of the common seal of the society; and
- f. the maintenance of the register of members.

In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

26. Treasurer:

The Treasurer shall oversee:

- a. the Financial Records, including Books of Account, necessary to comply with the Society Act;
- b. the rendering of financial statements to the Directors, Members and others when required;
- c. the Finance Committee; and
- d. the receiving of bequests made to the Fellowship and is responsible for the investment of such funds as specified by the Societies Act. Further definition of the handling of such funds will be defined in the Policy Manual.

27. The offices of Secretary and Treasurer may be held by one person who shall then be known as the Secretary-Treasurer.

***Part 6 - Board of Directors***

28. Authority:

- a. The Board of Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in General Meeting, but subject, nevertheless, to
  - i. all laws affecting the Society;
  - ii. these Bylaws; and
  - iii. rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in General Meeting
- b. No rule, made by the Society in General Meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

## 29. Qualifications

- a. Directors shall consist of the President, Vice President, Secretary, Treasurer and up to three Directors at Large.
- b. The Past President shall be an ex officio, non-voting Director of the Board.
- c. No employee or contractor shall be eligible to sit as a Board member.
- d. The Directors of the society shall have been Members in good standing of the society for at least three months before they are eligible to be elected.

## 30. Term

- a. Except as hereinafter provided a Director holds office only until the conclusion of the next Annual General Meeting of the Society, but is eligible for re-election at the meeting.
- b. The President shall be elected for a term of two years, but may hold office for no more than two consecutive terms.
- c. The term of the Past President shall be one year, unless otherwise requested by the Board.
- d. No person shall serve on the Board of Directors for more than seven consecutive years.

## 31. Elections

- a. The Directors shall retire from office at the end of the Annual General Meeting at the conclusion of their terms.
- b. The President shall move into the ex officio, non-voting position of Past President.
- c. Separate elections shall be held for each office to be filled.
- d. An election may be by acclamation; otherwise it shall be by secret ballot, in which the person with the most votes is elected.
- e. In the event of an election, the Chair shall appoint not less than two tellers, neither of whom is a Director or a paid staff member. The tellers, so appointed, shall jointly count the ballots and declare the winner.
- f. A motion to destroy the ballots shall immediately follow such elections.

## 32. Vacancy on the Board

- a. If a Director resigns his office or otherwise ceases to hold office, the remaining Directors shall appoint a Member to take the place of the former Director.
- b. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

### 33. Removal

The Members may by special resolution remove a Director before the expiration of his term of office, and may elect a successor to complete the term of office.

### 34. Expenses – Indemnification

- a. No Director shall be remunerated for acting as such; but a director shall be reimbursed for all actual expenses necessarily and reasonably incurred while engaged in the affairs of the society.
- b. Subject to The Society Act, the Society shall pay and discharge in full all claims, debts, obligations and judgments brought against any of its Officers, Directors and Committee Chairpersons, whether past or present, providing the act or failure to act giving rise to the claim, debt, obligation or judgment was engaged in by the person in question in good faith within the terms of reference for that person's position with the Society and for the purpose of advancing the Society's interests. The Society may purchase insurance to cover its commitments in this regard.

## ***Part 7 - Proceedings of Directors***

### 35. Meetings

- a. The Directors may meet together at places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- b. The President may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the Directors.
- c. Directors who are unable to attend in person shall be permitted to participate in Board meetings via teleconferencing or other communications medium as long as all participants are able to communicate with each other.

### 36. Quorum

The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors then in office.

### 37. Procedure

- a. Decisions at Directors' meetings shall be made using the Majority Decision Making process, as set out in Fellowship policy.
- b. No resolution proposed at a meeting of Directors need be seconded and the Chairperson of a meeting may move or propose a resolution.
- c. The President shall chair all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice President shall act as Chairperson; but if neither is present the Directors present may choose one of their number to be Chairperson at that meeting.
- d. Members and employees of the Congregation are welcome to attend meetings of the Board of Directors except those portions which are held in camera. Only Directors shall have the right to vote.
- e. Members may submit agenda items to the Board of Directors one week prior to the meeting of the Board of Directors.
- f. Minutes of meetings of the Board of Directors shall be made available promptly to members.

### 38. In camera sessions

- a. At any meeting of the Board, the Chair may declare an in camera session at which only current and ex officio members of the Board shall be entitled to attend, solely to discuss and decide appropriate action on the following topics:
  - i. The performance and remuneration of paid professional staff or paid employees or contract staff members;
  - ii. The performance of Committee Chairs or Coordinators of the Fellowship;
  - iii. The behaviour of a Member or friend that might lead to a proposal for expulsion;
  - iv. Financial details relating to a negotiation of a proposed acquisition or disposal of real property or the lease of real property; or
  - v. Negotiations or strategy concerning a legal action threatened or initiated against the Fellowship by one or more of its Directors or employees in their official capacities.
- b. After the conclusion of an in camera session, the secretary shall post for the information of Members a brief summary of the topics discussed and the decision(s) made to the extent that the information can be revealed without prejudice to the interests of an individual or the Fellowship.

### 39. Signed resolutions

A resolution in writing signed by all of the Directors or all of the Members of a Committee and placed in the Minutes of the Directors or of the Committee is as valid and effective as if regularly passed at a meeting of the Directors or of the Committee.

### 40. Notice of Meetings of the Board of Directors

- a. Notice of any meeting of the Board of Directors shall be given to Directors not less than seven clear days in advance of the meeting and may be given in person or by email with an agenda including the time and place of the meeting.
- b. Membership shall receive notice and an agenda of Board of Directors meetings seven days prior to the meeting.
- c. For a first meeting of Directors held immediately following the election of directors at an Annual or other General Meeting of Members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or directors for the meeting to be properly constituted.

### 41. Committees

- a. The Directors may delegate any, but not all, of their powers to committees consisting of such Members as they may appoint.
- b. The President shall be an ex officio Member of all committees.
- c. The Board shall establish a Lay Chaplaincy Committee as required by the Canadian Unitarian Council.
- d. The Board shall establish Committees to carry out functions of the Fellowship. The Committees may include but are not limited to the following:
  - i. Worship Committee
  - ii. Care and Concern
  - iii. Social and Environmental Action
  - iv. Finance
  - v. Membership and Growth
  - vi. Communications
  - vii. Lifespan Learning
  - viii. Internal Audit
  - ix. Nominating

- e. Upon beginning a ministerial search, the Board shall appoint a search committee consisting of not more than one Board Member and up to two other Members. Should more than three persons wish to be on the committee, an election shall be held at a General Meeting.

- f. Committee Chairperson

Each committee shall elect a member to act as Chairperson of its meetings; but if no one is elected, or if at a meeting the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, the Committee Members present shall choose one of their number to chair the meeting.

- g. Adjournment

The Members of a committee may meet and adjourn as they think proper.

#### 42. Borrowing

- a. In order to carry out the purposes of the society, the Directors may, on behalf of and in the name of the Society, borrow money and incur debt in the name of the Society for up to \$4,000.00, to be secured in such fashion as the Directors decide. Indebtedness in excess of \$4,000.00 can only be incurred in the name of the Society upon the members approving same by a special resolution.
- b. No debenture shall be issued without the sanction of a special resolution.
- c. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next Annual General Meeting.

#### 43. Seal

- a. The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- b. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and any one of the Secretary and Treasurer.

### ***Part 8 - Bylaws***

- 44.** The operations of the Society are to be chiefly carried on in the area of the Thompson-Nicola Regional District. This provision is unalterable.
- 45.** The Society shall be conducted as a charitable organization without purpose of lucrative gain for its members. Any profits or other accretions to the Society shall be used for promoting its purposes. This provision is unalterable.
- 46.** Should the Society cease to function and the membership vote to disband, any accrued assets of the fellowship shall be assigned to the Canadian Unitarian Council or the Unitarian Universalist Association or any of their affiliates, as the membership may direct. This provision is unalterable.
- 47.** Upon being admitted to membership, each Member is entitled to and the Society shall provide to that Member, a copy of the Society's Constitution and Bylaws.

These Bylaws shall not be altered, or added to except by special resolution of the Members.

Dated March 13, 1995; Amended April 6, 2003  
Amended March 9, 2014  
Amended March 20, 2016  
Amended January 17, 2017  
Amended March 18, 2018