

**The First Unitarian Church of Victoria
Granted a Certificate under the Societies
Act January 7, 1961
CONSTITUTION**

ARTICLE I – NAME

The name of the Society is The First Unitarian Church of Victoria.

ARTICLE II – Purposes

The purposes of the Society are:

- a) to promote Unitarianism in the area of Greater Victoria;
- b) to teach the Unitarian Principles to members, youth, children and the public at large and to encourage community participation that reflects these Principles;
- c) to act in furtherance of these Principles and to cooperate with like-minded individuals and organizations in the furtherance of these Principles and on mutual concerns for the benefit of the community on Vancouver Island, in Canada and in the world;
- d) to provide a place of worship, contemplation, discernment, music, celebration, fellowship and meeting for Unitarians and others.

BYLAWS

(Revised May 2, 2010 and registered September 2010)
(Revised January 20, 2013 and registered July 2013)
(Revised May 6, 2018 and registered June 2018)
(Revised June 21, 2020 and Registered July 14, 2020)

ARTICLE I – Interpretation

Section 1. -- In these bylaws, unless the context otherwise requires,

- a) “Church” is used to refer to the Society, “The First Unitarian Church of Victoria”;
- b) “Board” refers to the Board of Trustees of the Church;
- c) “Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it; and
- d) “Special Resolutions” require a majority vote of not less than 75% of the votes cast to pass. (Society Act, (RSBC 1996) c. 433, s 1 (1).

Section 2. -- The definitions in the Society Act on the date on which these bylaws become effective apply to these bylaws.

Section 3. -- Words implying the singular number shall include the plural number and vice versa.

Section 4. -- Wherever reference is made to an article or section it shall be deemed to extend and apply to any subsequent amendment to that article or section.

ARTICLE II – Membership

Section 1. -- The registered members of the Church are all persons who are members at the time this Bylaw becomes effective plus those person who become new members in accordance with Section 2 and minus those persons who cease to be members in accordance with Section 10.

Section 2. -- Any person, 16 years of age or over, who: (1) is willing to support the Church Constitution and Bylaws, (2) is supportive of the Canadian Unitarian Council Statement of Principles, (3) makes a financial contribution of record to the Church, as able, may become a registered member when his or her application for membership is made and the name is read into the minutes of the Board.

Section 3 – To remain a registered member in good standing, a member must have made a financial contribution of record to the church within the current or last fiscal year. For those experiencing financial hardship, a nominal contribution will satisfy this requirement.

Section 4. -- This congregation affirms and promotes the participation of all members in all activities and endeavours, including membership, programming, hiring practices and the calling of religious professionals, with regard only to competence and capability but without regard to race, colour gender, physical or mental challenge, affectional or sexual orientation, age, class, or religious origin.

Section 5. -- A registered member may exercise rights of voice and vote at general meetings, and be nominated for elected office, sixty days after his/her application for membership has been accepted and noted in the minutes of a Board meeting. In addition, a registered member has the right of access to minutes of Board and committee meetings and to financial records as set out in Article XII, Section 2 of these Bylaws.

Section 6. -- A member in good standing unable to attend a duly constituted general meeting may appoint another member in good standing to serve as her/his proxy by submitting a signed statement to the office or other designated area by a stipulated deadline, stating which member is to serve as the individual's proxy for which specific meeting.

Section 7. -- A member in good standing may carry no more than one proxy.

Section 8. -- As a mark of special recognition, the Congregation may grant an honorary membership to a non-member of the Church in accordance with Board policy. Any person so honored shall have all the privileges of a member without the liability of making a financial contribution.

Section 9 – The Board may grant an emeritus membership to a long standing member of the Church who is no longer able to participate fully in the life of the church. A Member Emeritus has all the privileges of membership but is not required to make an annual financial contribution.

Section 10. -- Membership may end through death, resignation, absence of financial support or disciplinary action or expulsion by the Board, in accordance with Board policy.

Section 11. -- In matters relating to discipline or expulsion, the Board may exercise any disciplinary powers the congregation may have, following procedures that meet the requirements of natural justice and fundamental fairness, in accordance with Board policy.

ARTICLE III – General Meetings

Section I. -- The Annual General Meeting will be held annually before June 30, at a time and place fixed by the Board.

Section 2. -- The Annual Reports, Agenda, Insurance Report, and the Report of the Nominating Committee shall be available to registered members fourteen days before the Annual General Meeting. At the Annual General Meeting all aspects of Church operations are open for discussion and resolution. Matters requiring a Special Resolution must be dealt with in a manner consistent with Section 7.

Section 3. -- Every general meeting, other than the Annual General Meeting, is an extraordinary general meeting.

Section 4.-- An extraordinary general meeting may be called at the discretion of the Board or shall be called on the written request of 10% or more of members in good standing. At an extraordinary meeting motions may be made only on matters identified in the distributed proposed agenda.

Section 5 -- At least fourteen days notice of the time, place, and proposed agenda of an extraordinary general meeting shall be available to registered members at the Church office and on Sunday mornings in the Sanctuary. An attempt shall be made to notify all members of an extraordinary general meeting; however, the failure of a registered member to become aware of the extraordinary general meeting does not invalidate proceedings at the meeting.

Section 6. -- A quorum for the transaction of business at a general meeting shall consist of at least forty registered members in personal attendance or represented by proxy.

Section 7. -- Special Resolutions must be included with the Notice of the general meeting made available to registered members fourteen days before the meeting.

Section 8. -- General meetings shall be chaired by the Board President, Board Vice-President or a registered member appointed by one of them.

Section 9. -- Draft minutes of all general meetings shall be posted in the Church

office within two weeks of the meeting.

ARTICLE IV – Board of Trustees

Section 1. -- The Board shall consist of up to 12 registered members elected at an Annual General Meeting, plus the Past President. The Minister is an ex-officio. The elected Trustees shall include a President, a Vice President, a Secretary and a Treasurer.

Section 2. -- The Trustees with the exception of the Past President, shall hold office from the commencement of the first Board meeting following the election of the new Board at the Annual General Meeting until termination pursuant to Section 6.

Section 3. -- The Past President shall hold office for at least one year but not more than two years.

Section 4. -- With the exception of the Past President, one half of the Trustees shall be elected for a two-year term at each Annual General Meeting.

Section 5. -- A member may serve several consecutive two year terms on the Board, but shall not be elected to more than two consecutive two years terms as a Trustee, President, Vice President, Secretary, or Treasurer.

Section 6.-- A Trustee's term of office shall terminate upon 1) the end of his/her two year term, 2) resignation, 3) unless excused by the Board, absence from three consecutive Board meetings, or 4) termination of membership.

Section 7. -- In the event of a vacancy on the Board, except in the position of President or Past President, the Board may select any registered member as a successor to serve until the next Annual General Meeting. If the position of the President becomes vacant, a successor shall be elected at a general meeting.

Section 8. -- A Trustee shall receive no remuneration for the performance of his/her duties, but may be reimbursed for expenses reasonably incurred while engaged in affairs of the Church.

ARTICLE V – Meetings of the Board of Trustees

Section 1. -- A meeting of the Board of Trustees may be called at any time by the President or any two members of the Board. Notice of the time and place of the meeting shall be communicated to all members of the Board.

Section 2. -- One half of the elected Trustees shall constitute a quorum for the transaction of business.

Section 3. -- All Board meetings are open to the registered members of the Church.

Section 4. -- Draft minutes of all Board meeting are to be posted in the Church office within two weeks of the meeting.

ARTICLE VI – Powers and Duties of Board of Trustees

Section 1. -- The Board may exercise all of the powers and do all the acts and things that the members may exercise and do at a General Meeting, except as provided in these Bylaws and the Society Act.

Section 2 -- To manage the affairs of the Church and to maintain and enhance the Church property and assets, the Board may hire such staff, establish such plans and policies, create such committees and sign such contracts as it deems necessary and appropriate.

Section 3. -- The President shall be responsible for the general management and supervision of affairs and operation of the Church. The President is an ex-officio member, with a vote, of all committees except the Nominating Committee and the Ministerial Search Committee. At any time, the President may delegate any of his/her responsibilities to another elected member of the Board.

Section 4. -- In the absence of the President, The Vice President shall temporarily assume the duties of the President.

Section 5. -- The Secretary shall be responsible for keeping an accurate record of the transactions of the Board and general meetings and perform such other duties as may be prescribed by the Board. A permanent record of all Board documents shall be maintained in a place of safe custody such as the Church office.

Section 6. -- The Treasurer shall be responsible for keeping full and accurate account of all financial receipts and disbursements and for those duties set out in Article XI (1).

Section 7. -- The Past President and Trustees shall perform such duties as may be assigned by the Board.

Section 8. -- It is the duty of the Board to provide adequate insurance to cover the activities of staff and volunteers and to cover damage to the buildings and physical assets of the Church. The Board shall table a report on insurance coverage at each Annual General Meeting.

Section 9. -- The Board shall have the authority to borrow money or hypothecate assets of the Church up to the value of \$10,000. Any borrowing transactions involving borrowing in excess of \$10,000 shall be authorized by a Special Resolution at a General Meeting.

Section 10. -- The Board shall approve the fee schedule for the use of Church property, buildings or equipment.

Section 11 – The Board may appoint Lay Chaplains for the purpose of officiating at

weddings, funerals, memorial services and other rites of passage in accordance with the guidelines of the Ministerial and Lay Chaplaincy Committee of the Canadian Unitarian Council.

ARTICLE VII – Minister

Section 1. -- The process used in calling a Minister shall be in general accordance with the prevailing guidelines recommended by the denomination's Ministry and Professional Leadership Program of the Unitarian Universalist Association.

Section 2. -- After a Ministerial Search Committee has recommended a candidate, a general meeting shall be called for the purpose of considering a) the desirability of the candidate and b) the terms of the agreement with the minister. A favorable vote of at least 85% shall be required for approval.

Section 3. -- If the vote is favorable and the candidate accepts in writing the proposed agreement, these documents become the contract. The Minister's letter of acceptance shall be made available to the members. Thereafter, the Minister's salary and allowances shall be regular items in the budget.

Section 4. -- The agreement may be terminated by the Minister or by the Board by either party giving three months notice, but the period may be altered by mutual agreement. Such notice by the Board shall be given only after a simple majority vote at a general meeting called for that purpose.

Section 5. -- The Minister is the religious and spiritual leader of the Church.

Section 6. -- The Church affirms the principles of freedom of the pulpit and ministerial practice which are inherent in the Unitarian tradition.

Section 7. -- The Minister shall be an ex-officio non voting member of the Board and Board Committees.

Section 8. -- It shall be the duty of the Minister to report in writing to the Annual General Meeting and to bring to the attention of the Board any matters which seem pertinent to the general welfare of the Church, together with recommendations as may seem proper to the Minister, but the final decision in matters of policy and procedure shall remain with the Board or a general meeting.

ARTICLE VIII – Nominating Committee

Section 1.-- The Committee shall consist of five members elected for two-year terms at the Annual General Meeting plus the past President. No member shall be eligible for more than two consecutive elected terms. Other Board members, outside of the past President may not serve on the Committee.

Section 2. -- At each Annual General Meeting, the Nominating Committee shall present nominees from the membership for the following positions: 1) All Board

vacancies 2) Vacancies on the Nominating Committee, and 3) the Financial Review Committee.

Section 3. -- If a vacancy occurs on the Committee, the Board, on recommendation of the Nominating Committee, shall appoint a replacement for the remainder of that year.

ARTICLE IX – Financial Review Committee

Section 1.-- The mandate of the Committee is to review the year end financial statements of the Church with the Accountant and the Treasurer and to report to the Congregation at the Annual General Meeting on the accuracy and adequacy of the year end financial statements.

Section 2. -- The Committee shall consist of three members elected at the Annual General Meeting. Members who are serving on the Board or currently involved in the financial management of the Church may not sit on this Committee.

Section 3. -- Vacancies on this Committee may be filled by members selected by the Board.

ARTICLE X – Signing Officers

Section 1. -- Signing officers for any bank account operated by, or about to be operated by the Church, shall be any two of the following: President, Treasurer, and three other elected Board members appointed by the Board.

Section 2. -- The signature of any one signing officer shall be sufficient for interaccount transfers of funds, including transactions involving Term Deposits, but this authority shall not extend to withdrawal of funds from any of the Church accounts.

ARTICLE XI – Church Finances

Section 1. -- The Treasurer is the custodian of all the Church financial records. The financial records of the church shall be retained for at least the length of time specified in the Canadian Income Tax Legislation. The Treasurer shall oversee the destruction of old financial records in a manner which preserves their confidentiality.

Section 2. -- The financial records of the Church, except for the records of individual pledges and contributions, may be inspected by any member by making an appointment to do so with the Treasurer.

Section 3. -- Individual contribution records shall be available only to the Treasurer, assistant Treasurer, Accountant, Bookkeeper, chair of the Canvass Committee, chair of the Capital Campaign Committee, and the Capital Campaign Consultant.

Section 4. -- The Board shall retain an Accountant to assist the Treasurer in

keeping the financial accounts and records of the Church. The Accountant must be a member in good standing of the Canadian Institute of Chartered Accountants or the Certified General Accountant Association of Canada.

Section 5. -- The Capital Fund comprises all the physical and property assets to which the Church holds title and claim.

Section 6. -- The Operating Fund comprises all the funds from the annual canvass, rental donations, fund raising events and other income sources included in the annual budget. These funds are used to provide Church staff and programs, and to maintain the property and physical assets of the Church.

Section 7. -- A Discretionary Fund may be established by the members at a general meeting to retain funds for specific long term purposes. Monies for these funds may be derived from any source including fund raising, bequests, donations and annual operating surpluses. Withdrawal of funds from a Discretionary Fund must be authorized only by a specific motion passed at a general meeting.

Section 8. -- Trust Funds may from time to time be established by the Board for the purposes and conditions of the funds indicated by the testator or donor of the monies to establish the fund. The Board shall ensure that all withdrawals from Trust Funds are consistent with the instructions of the testator or donor.

Section 9. -- The Board may establish Revolving Funds comprising funds held in the Church's operating account to the credit of a committee. These funds are available to be used by a committee for the purposes defined by the Board.

Section 10. -- The Annual Financial Statement of the Church shall contain a full report on the Capital Fund, Operating Fund, Discretionary Funds, Trust Funds and Revolving Funds, including the balance of each fund and any changes which may have taken place in each fund in the past fiscal year.

Section 11. -- The fiscal year begins on January 1 of each year and ends on December 31.

Section 12. -- The Board shall oversee the investment of funds held in the Discretionary Funds and the Trust Funds. The Board may only invest these monies in securities as authorized by the Trustees Act of British Columbia (RSBC 1996) c. 464, as amended from time to time. The Board shall determine how income from these investments shall be used or allocated.

ARTICLE XII – Seal of the Church

Section 1. -- The seal of the Church shall be in the custody of the Secretary who shall ensure it is used appropriately and in conformity with Board Policy.

ARTICLE XIII – Alteration of Bylaws

Section 1. -- These bylaws may not be changed except by a Special Resolution passed at a general meeting.

ARTICLE XIV – Non-Profit Status

The Society shall operate without the purpose of financial gain for its members and any profits or other accretions to the Society shall be used for promoting the purposes in the Constitution.

ARTICLE XV – Dissolution

In the event the members of the Society vote for dissolution at a meeting duly called for that purpose, all of its assets after payment of all liabilities shall be transferred to the Canadian Unitarian Council or its successor.