

The Comox Valley Unitarian Fellowship
Incorporated January 1st, 1984, Number S-18764

CONSTITUTION and BY-LAWS

CONSTITUTION

1. The name of the society is “The Comox Valley Unitarian Fellowship.”
2. The purpose of the Fellowship is to bring religious liberals into closer acquaintance and co-operation for the study and practice of religion and for the diffusion of the knowledge of Unitarianism and the furthering of its principles.

BY-LAWS

PART 1 – DEFINITIONS

- By-law 1-1 In these by-laws, unless the context otherwise requires:
- “**auditor**” means a person who examines and reports on the accounts and records of the Fellowship.
 - “**board**” means the board of directors of the Fellowship.
 - “**by-laws**” means these by-laws as altered from time to time.
 - “**director**” means a member of the board.
 - “**Fellowship**” means The Comox Valley Unitarian Fellowship.
 - “**minister**” means a member of the professionally trained clergy who has been called or contracted by the Fellowship (either full- or part-time). This includes a settled minister, consulting minister, interim minister, and if there is no other minister, a student minister.
 - “**registered address**” of a member means their address as recorded in the register of members.
 - “**Societies Act**” means the Societies Act of the Province of British Columbia (BC Registry Services) and all amendments to it.
- By-law 1-2 The definitions in the Societies Act apply to these by-laws.
- By-law 1-3 If there is a conflict between these by-laws and the Societies Act or the regulations under the Societies Act, the Societies Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERSHIP

- By-law 2-1 The members of the Fellowship are the applicants for incorporation of the society, and those persons who subsequently have become members, in accordance with these by-laws and, in either case, have not ceased to be members.
- By-law 2-2 Any person may become a member of the Fellowship who
- 2-2a is sympathetic to its purpose and
 - 2-2b is willing both to further the purpose and to participate in supporting the activities of the Fellowship and

- 2-2c submits a completed application form approved by the board and
- 2-2d makes an annual financial contribution of record. The board may waive this provision for any member based on compassionate grounds.

Such application must only be for the purpose of complying with the Societies Act and must not be construed as a declaration of religious belief, creed, or otherwise.

- By-law 2-3 The board of directors must consider the submitted application for membership and
 - 2-3a record the acceptance or rejection of the membership application in its minutes and
 - 2-3b satisfy itself that the membership acceptance will be announced in an appropriate manner.
- By-law 2-4 After being accepted as a member, the member is entitled to receive a copy of the constitution and by-laws.
- By-law 2-5 Every member must uphold the constitution and comply with these by-laws.
- By-law 2-6 A person must cease to be a member of the Fellowship
 - 2-6a by delivering their resignation in writing or electronically to the secretary of the Fellowship at the address of the Fellowship, or
 - 2-6b on their death or
 - 2-6c on failing for two consecutive years to make an annual financial contribution of record in accordance with by-law 2-2d.
- By-law 2-7 A member may be expelled by special resolution of the members passed at a general meeting:
 - 2-7a notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - 2-7b the person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to the vote
- By-law 2-8 The name of a person who ceases to be a member must be removed from the Register of Members, and the date recorded when they ceased to be a member.

PART 3 – MEETINGS of MEMBERS

- By-law 3-1 General meetings of the Fellowship must be held at the time and place in accordance with the Societies Act that the board decides:
 - 3-1a written notice of a general meeting must specify the place, day and hour of meeting, and the nature, in general, of the business to be conducted.
 - 3-1b 14 days' written notice of a general meeting must be given to registered members.
 - 3-1c 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.

- By-law 3-2 An Annual General meeting (AGM) of the Fellowship must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding meeting. The AGM is held for the purpose of electing directors, receiving reports of officers and committees, the Annual Financial Statement of the Fellowship, and for any other business that may arise.
- By-law 3-3 Emergency general meetings may be called without the 14 days' notice, at the discretion of the board, using the most expedient method to inform members. The quorum requirement of by-law 4-1 must apply to such meetings.

PART 4 – PROCEEDINGS at GENERAL MEETINGS

- By-law 4-1 A quorum is 11 members present or 10% of the membership, whichever is greater.
- By-law 4-2 The requirements for voting are as follows:
- 4-2a any person wishing to vote must have been a registered member for at least thirty days prior to a general meeting.
 - 4-2b duly registered member is entitled to vote.
 - 4-2c unless members decide otherwise, members must be given cards for the purpose of voting
 - 4-2d unless members decide otherwise, voting must be by show of voting cards.
 - 4-2e voting may be by written proxy. No person present may cast more than one proxy vote and no person must be entitled to vote as a proxy unless entitled to vote at such a meeting.
- By-law 4-3 A matter to be decided at a general meeting must be decided by ordinary resolution requiring over fifty per cent (50%) affirmative vote of the members present, unless the matter is required by the Act or these Bylaws to be decided by special resolution having a higher voting threshold than the threshold for an ordinary resolution, and
- 4-3a where notice has been given in accordance with by-law 11.

PART 5 – The BOARD of DIRECTORS of the FELLOWSHIP

- By-law 5-1 Not fewer than four (4) but not more than nine (9) directors must be elected at the AGM, each to serve a one-year term. Directors may be elected for five (5) consecutive years; after which, they must step down for one year before seeking re-election. Directors so elected must constitute the board of directors.
Consulting Minister (ex-officio non-voting board member)

- By-law 5-2 The board must have general charge of the property of the Fellowship and be responsible for the conduct of all its business affairs and administration including the hiring or contracting of staff and the appointment of such committees as it may deem necessary.
- By-law 5-3 The tenure of office of directors must be from June 1st to May 31st or until their replacements are elected.
- By-law 5-4 The following officers are to be elected at the AGM:
1. The President.
 2. The Vice-President.
 3. The Secretary.
 4. The Treasurer
- In the case when a position is not filled at the AGM, the elected directors must appoint a director to that position at the first meeting of the board following the AGM.
- By-law 5-5 If not re-elected as a director, the retiring president is ex-officio, a director-at-large for one year following the year of office as president.
- By-law 5-6 Directors must have been members of the Fellowship for a period of at least six months prior to their election or appointment.
- By-law 5-7 Members transferring from another Unitarian/Universalist church or society must be exempt from by-law 5-6.
- By-law 5-8 The members may by special resolution vote to remove a director before the expiration of their term.
- 5-8a Notice of special resolution for removal must be accompanied by a brief statement of the reasons for the proposed removal.
- 5-8b The person who is the subject of the proposed resolution for removal must be given an opportunity to be heard at the general meeting before the special resolution is put to the vote.
- By-law 5-9 If a director has resigned, is removed, dies, or is incapacitated, the board may appoint another member as a director to serve in their place for the balance of the term.

PART 6 – PROCEEDINGS of the BOARD of DIRECTORS

- By-law 6-1 The board must hold a minimum of six meetings during each fiscal year.
- By-law 6-2 A minimum of two-thirds (2/3) of the members of the board must be present in order to form a quorum.
- By-law 6-3 A resolution in writing and signed by all directors and placed in the minutes of the directors is as valid as a meeting of the directors.

By-law 6-4 A purchase or sale of real property by the Fellowship must not be completed by the board without prior approval of a 2/3 majority of the total membership of the Fellowship, voting in a manner prescribed by the board.

PART 7 – DUTIES of OFFICERS

By-law 7-1 The president must preside at all meetings of the Fellowship and the board unless the members or the board otherwise decide.

By-law 7-2 The vice-president must carry out the duties of the president in their absence or when the president vacates the chair at a general or board meeting.

By-law 7-3 The secretary is responsible for doing, or making the necessary arrangements for, the following:

7-3a keeping the records of the Fellowship in accordance with the Societies Act;

7-3b conducting the correspondence of the board;

7-3c filing the annual report of the Fellowship and making any other filings with the registrar under the Societies Act.

7-3d issue notices of all general meetings and of meetings of the board.

7-3e keep minutes of all general meetings of the Fellowship and the board

7-3f have custody of all records and documents of the Fellowship except those kept by the treasurer.

7-3g serve as membership record keeper or may delegate that function while retaining the responsibility.

By-law 7-4 The treasurer is responsible for doing, or making the necessary arrangements for, the following as are necessary to comply with the Societies Act:

7-4a receiving and banking monies collected from the members or other sources;

7-4b keeping accounting records in respect of the Fellowship's financial transactions;

7-4c preparing the Fellowship's financial statements;

7-4d facilitating the audit;

7-4e making the Fellowship's filings respecting taxes;

7-4f rendering financial statements to directors, members and officers.

By-law 7-5 The board or members may add additional duties or remove existing duties or transfer or delegate responsibilities as seems appropriate.

PART 8 – REMUNERATION of DIRECTORS and SIGNING AUTHORITY

By-law 8-1 These by-laws do not permit the Fellowship to pay to a director remuneration for being a director, but the Fellowship may, subject to the Societies Act, pay remuneration to a director for services provided by the director to the Fellowship in another capacity.

- 8-1a A director may be reimbursed for expenses necessarily and reasonably incurred by the person while engaged in the affairs of the Fellowship.
- By-law 8-2 A contract or other record to be signed by the Fellowship must be signed on behalf of the Fellowship
 - 8-2a by the president, together with one other director,
 - 8-2b if the president is unable to provide a signature, by the vice-president together with one other director,
 - 8-2c if the president and vice-president are both unable to provide signatures, by any two (2) other directors, or
 - 8-2d in any case, by one or more individuals authorized by the board to sign the record on behalf of the Fellowship.

PART 9 – BORROWING

- By-law 9-1 Any monies borrowed on behalf of the Fellowship must be underwritten personally by members of the Fellowship. Debentures must not be issued without the sanction of a special resolution passed at a general meeting.

PART 10 – AUDITOR and INSPECTION of RECORDS

- By-law 10-1 At each AGM, the Fellowship must appoint an auditor to hold office until the person is elected or their successor is elected at the next AGM.
- By-law 10-2 The auditor must:
 - 10-2a conduct a general review of the Fellowship's financial records, and assure themselves that the records are being fairly kept and financial matters appropriately reported.
 - 10-2b report their findings at the next succeeding Annual General Meeting.
- By-law 10-2 The books and records of the Fellowship must be open to inspection of members on reasonable notice to the secretary.

PART 11 – NOTICES to MEMBERS

- By-law 11-1 A notice may be given to a member either personally, or by mail, or electronically, at their registered address.
- By-law 11-3 Fourteen (14) days' written notice of a general meeting must be given to:
 - 11-3a every member shown in the register of members on the day notice is given, and
 - 11-3b the auditor if Part 9 applies.
- By-law 11-4 Inadvertent failure to give Notice to one or more Members does not invalidate the matters decided at the meeting.

PART 12 – FISCAL YEAR

By-law 12-1 The fiscal year must be from January 1st to December 31st.

PART 13 – DENOMINATIONAL AFFILIATION

By-law 13-1 The Fellowship must be a member of the Canadian Unitarian Council (CUC). The amount of the Annual Program Contribution paid to the CUC must be reported at the AGM.

PART 14 – NOMINATIONS and ELECTIONS

By-law 14-1 At each Annual General Meeting the members must elect a nominating committee consisting of three members for a term from the close of the current Annual General Meeting to the close of the next succeeding Annual General Meeting.

By-law 14-2 Nominations for elective office must be made by a nominating committee or by nominations from the floor at the AGM, subject to the consent of the nominee and in accordance with the Societies Act.

PART 15 – RULES of PROCEDURE

By-law 15-1 The rules of procedure contained in “*Democratic Rules of Order*” (Fred Francis, Peg Francis. Eighth edition) must be followed at all meetings of members and the board except where inconsistent with these by-laws.

PART 16 – MINISTER

By-law 16-1 The Fellowship affirms the principle of freedom of the pulpit and ministerial practice while the minister affirms the freedom of belief and practice of the Fellowship, which are inherent in the Unitarian tradition.

16-1a The duties of the minister shall be stated in the minister’s letter of agreement.

16-1b The minister is an *ex officio* non-voting member of the board and all committees of the church.

By-law 16-2 The process used in calling and contracting with a minister, as well as terminating that agreement shall be decided by the board, being informed by the guidelines currently recommended by the Unitarian Universalist Association’s Ministerial Transitions Office and the Canadian Unitarian Council’s recommended practices.

PART 17 – LAY CHAPLAINS

By-law 17-1 The board may appoint one or more lay chaplains for a period of one year for the purpose of officiating at infant naming, marriages, funerals, memorial services and other rites of passage.

- By-law 17-2 The minister, and any other Unitarian officiant approved by the board, may also officiate at rites of passage for members of the Fellowship as well as for the larger community.
- 17-2a The rites of passage requests will be served in accordance with the process defined in the minister's letter of agreement and the lay chaplain's contract.
- By-law 17-3 Lay chaplain appointments are for a maximum of six (6) years and must be re-affirmed at each AGM following the year of appointment.
- By-law 17-4 Persons appointed as lay chaplains must have fulfilled the lay chaplaincy requirements of the CUC and carry out lay chaplaincy duties in accordance with the Lay Chaplaincy Guidelines of the CUC.
- By-law 17-5 Lay chaplains must have been members of the Fellowship for a period of at least six months before their appointment.
- By-law 17-6 Fees and expenses for lay chaplaincy services (including distribution of same) must be set by the board (in keeping with CUC guidelines).
- By-law 17-7 A report (to include revenue and expenses) of lay chaplaincy services performed during the year must be given at the AGM.

PART 18 – STANDING COMMITTEES

- By-law 18-1 Except as specified in these by-laws, the chairperson of each standing committee must be appointed by the board or, if the board so decides, elected by the members of the committee at the first meeting of the committee following the AGM.
- By-law 18-2 The following must be the standing committees of the board:
1. Financial Stewardship Committee.
 2. Community Gathering Team (Worship Committee)
- By-law 18-3 The board may:
- 18-3a appoint such other committees as may be necessary from time to time
and
- 18-3b dissolve a committee or committees as deemed necessary.
- By-law 18-4 The Congregational Handbook, published by the board, must describe the specific role, the responsibilities and the lines of communication of each committee.

PART 19 – FELLOWSHIP FINANCES

- By-law 19-1 The financial records of the Fellowship, except for the records of individual pledges and contributions, may be inspected by any member by making an appointment with the treasurer.
- By-law 19-2 Individual contribution records shall be available only to the treasurer, bookkeeper, chair of the canvass committee, minister, and chair of any capital campaign committee that the Fellowship may establish.
- By-law 19-3 The board may retain a bookkeeper to assist the treasurer in keeping the financial accounts and records of the Fellowship.
- By-law 19-4 A Capital Fund may be established should the Fellowship acquire any physical and/or property assets.
- By-law 19-5 The Operating Fund comprises all the funds from the annual canvass, fundraising events and other income sources included in the annual budget. These funds are used to provide Fellowship staff and programs, and to maintain any property and/or physical assets that the Fellowship may acquire.
- By-law 19-6 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 fundraising, 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.
- By-law 19-7 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.
- By-law 19-8 The board may establish Revolving Funds comprising funds held in the Fellowship'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.
- By-law 19-9 The Annual Financial Statement of the Fellowship 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.
- By-law 19-10 The purposes must be carried out without purpose of financial gain for its members and any profit or other accretions to the Fellowship shall be used for promoting its purposes. This provision was previously unalterable.
- 19-10a By-law 19-10 can only be amended at any general or annual meeting of the Fellowship by a special resolution adopted by 100% of the members present and where notice has been given in accordance with by-law 11.

PART 20 – WINDING UP AND DISSOLUTION

- By-law 20-1 In the event of winding up or dissolution of the Fellowship, funds and assets of the Fellowship remaining after the satisfaction of its debts and liabilities, must be given or transferred to the Canadian Unitarian Council (CUC). This provision was previously unalterable.
- 20-1a By-law 20-1 can only be amended at any general or annual meeting of the Fellowship by a special resolution adopted by 100% of the members present and where notice has been given in accordance with by-law 11.

PART 21 – AMENDING THE BY-LAWS.

- By-law 21-1 The by-laws of the Fellowship may be amended:
- 21-1a at any general or annual meeting of the Fellowship by a special resolution adopted by seventy-five per cent (75%) of the members present and
- 21-1b where notice has been given in accordance with by-law 11.

The original Constitution and by-laws were signed by the following members as subscribers on the fourth day of January, 1984:

Joy Isabelle Johnston, Donalda Frances Regehr, Phyllis Freeman Money, Benjamin Arthur Johnston, Dorothy Irene Carmichael.

The society was registered as Number S- 18764 on the 10th day of January 1984.

Amended October 1986, January 1996, June 2006, and April 2008.

Amended and filed with B.C. Registry Services – Society Act – September 2012.

Amended and filed with B.C. Registry Services – Societies Act – November 28, 2016.

Certified by the New BC Societies Act copy sent :May 23, 2018 to Leila Abou-Hamad, Program Analyst, Client Services Section, Charities Directorate Canada Revenue Agency, Ottawa Ontario, K1A0L5

Consulting Minister (ex-officio non-voting board member)-April 6, 2019 added to bylaw 5-1