

Unitarian Fellowship of Regina, Inc.

Constitution and By-Laws

Adopted 1988, Amended 1997, 2003 & 2007.

CONSTITUTION

ARTICLE I NAME

The name of this religious society shall be the Unitarian Fellowship of Regina, Inc.

ARTICLE II PURPOSE

The purpose of this fellowship is to bring together religious liberals so that they may meet, study religious, moral and philosophical questions, promote social concern, and further the knowledge and interests of Unitarian Universalism.

ARTICLE III MEMBERSHIP

Any person who has attained the age specified in the By-Laws, who is in sympathy with the purpose of the Fellowship, and who is willing to abide by the Constitution and By-Laws of the Fellowship, may enroll as a member.

ARTICLE IV GOVERNANCE

Final control over the affairs of the Fellowship is vested in the members. They may elect officers and trustees, or a minister as provided in the By-Laws, and certain specified authority may be delegated to these elected persons, but nothing in this Constitution or By-Laws shall be interpreted as denying to the members the right to withdraw or alter the terms of such delegated authority.

ARTICLE V MEETINGS

At least one business meeting of the membership of the Fellowship shall be held each year.

ARTICLE VI BY-LAWS

Further rules of the Fellowship are contained in the By-Laws which are supplementary to this Constitution.

ARTICLE VII AMENDMENTS

This Constitution may be amended after proper notice at any business meeting of the membership by a vote of two thirds of those present and qualified to vote. The wording of the amendment shall be published in the call of the meeting and shall not be changed in

any substantive way at the meeting.

Unitarian Fellowship of Regina, Inc.

BY-LAWS

1. MEMBERSHIP

- 1.1 Subject to the other sections of this By-Law, the Fellowship shall consist of persons who are at least 18 years of age, who have attended 3 or more meetings; who make known their sympathy with the aims and objectives of the Fellowship by signing the Membership Book in the presence of a member of the Board of Trustees, who shall witness the signature in writing and record the date.
- 1.2 Any person in sympathy with the purposes of the Fellowship who is unable to sign the Membership Book in person may become a member of the Fellowship by having his/her name entered in the Membership Book on his/her behalf in response to a written application to the Secretary of the Board of Trustees.
- 1.3 In order to be eligible to vote or petition as a member for any purpose, a person must have been a member for at least 30 days preceding the date of such vote or petition. This provision shall not, however, apply to:
 - a) persons reinstated after a lapse of membership
 - b) persons transferring their membership directly from a Unitarian or Universalist church or fellowship elsewhere, and who shall produce satisfactory evidence of such membership.
- 1.4 The names of members shall be posted 30 days prior to the Annual General Meeting in the Fellowship's meeting place. This list is the joint responsibility of the Membership Chair and the Treasurer.
- 1.5 No subscription to creed, or participation in ceremony, shall be required of any person joining the Fellowship, nor shall distinctions of race, colour, nationality, sexual orientation, or other religious affiliation affect any person's right to membership.
- 1.6 A member shall make to the Fellowship a financial contribution of record in each financial year. This provision with respect to any particular member may be waived by resolution of the Board of Trustees.
- 1.7 Any member who has not made a financial contribution of record within a financial year, unless this provision has been waived as hereinbefore provided, shall be requested by the Secretary to indicate her/his intentions relative to membership. Any member who has been so notified and has not made a financial contribution of record within a period consisting of the said financial year and 6 months thereafter shall cease to be a member of the Fellowship.
- 1.8 Voluntary withdrawal from the membership shall be made by written request

addressed to the Fellowship.

2. MEETINGS

- 2.1 The Annual General Meeting shall be held prior to April 30 in each year, at a time and place fixed by the Board of Trustees.
- 2.2 The following business shall be transacted at the Annual General Meeting:
 - i) Consideration of financial statements.
 - ii) Election of officers, trustees, and Nomination Committee members.
 - iii) Consideration of any By-Laws made by the Board of Trustees since the last Annual General Meeting, or Special Business Meeting.
- 2.3 Any item of business may be presented without prior notice at the Annual General Meeting, except amendments to the Constitution or By-Laws, or as otherwise specifically exempted by these By-Laws.
- 2.4 Special Business Meetings of the Fellowship may be called by the Board of Trustees when deemed advisable.
- 2.5 Special Business Meetings shall be called by the Board of Trustees at the request, in writing, of five percent of the members of the Fellowship in good standing and qualified to vote, provided that the request specifies the object for which the meeting is sought.
- 2.6 No item of business other than those specified in the call of the meeting may be voted upon at a Special Business Meeting.
- 2.7 The Secretary shall give at least 15 days and not more than 50 days written notice to all members of the Fellowship of any Annual General Meeting or Special Business Meeting of the Fellowship, except that 28 days notice is required if amendments to the Constitution or By-Laws are to be considered.
- 2.8 The quorum for the Annual General Meeting and any Special Business Meeting of the Fellowship shall be 30 percent of the members qualified to vote. In calculating the quorum, those members residing outside the city of Regina shall not be included in the total number of members on which the quorum is calculated. However, if such members do attend, they will have all the rights of members to discuss and vote. If a quorum is not present within thirty minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by the Board of Trustees. The quorum for the meeting once reconvened must include at least five members who were present at the initial meeting. (March 9, 2003).
- 2.9 Decisions shall be determined on the basis of a majority of those members present and qualified to vote, at a duly called meeting. The following decisions however shall require a two-thirds majority:
 - i) To amend the Constitution.
 - ii) To elect a minister.

- iii) To alter or terminate a minister's contract.
 - iv) To buy or sell Real Property.
 - v) To issue public statements on behalf of the Fellowship.
- 2.10 Procedures for Meetings and Organizations, by M.K. Kerr and H.W. King, 3rd Edition, 1996, or later editions, shall govern regular or Special Business Meetings of the Fellowship, in all cases where they are not inconsistent with these By-Laws.
- 2.11 Every question shall be decided in the first instance by a show of hands, unless a ballot is demanded by a member. Unless a ballot is demanded, a declaration by the Chair that a resolution has been carried or not carried, and an entry to that effect in the minutes, shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded for or against any resolution. In case of an equality of votes at the Annual General Meeting or any Special Business Meeting, whether on a show of hands or on a ballot, the Chair is entitled to a casting vote.
- 2.12 Voting must be in person and not by proxy.

3. NOMINATIONS AND ELECTIONS

- 3.1 There shall be a Nominating Committee of three members, who shall choose their own Chair.
- 3.2 Vacancies on the Nominating Committee will be filled by election at the Annual General Meeting. The term of office will be two years. The Nominating Committee shall assume office immediately after the Annual General Meeting. The Nominating Committee shall keep an up-to-date list of persons in the Fellowship who would be prepared to serve on committees of the Fellowship. Not later than four weeks prior to the Annual General Meeting the Nominating Committee will submit to the Secretary and publish a complete slate of consenting candidates eligible for election to the Board of Trustees and the Nominating Committee. The Past-President or another Board of Trustees member chosen by the Board of Trustees shall be an advisor to the Nominating Committee. Any member may refer to the Nominating Committee, the names of members they deem qualified to serve on the Board of Trustees.
- 3.3 Nominations from the floor of the Annual General Meeting are in order provided that the prior written consent of the nominee has been obtained.
- 3.4 Each Trustee, other than the immediate Past-President, shall be elected at an Annual General Meeting to hold office for a two year term. The term of office of all Trustees shall commence at the conclusion of the meeting at which they are elected.

(Transition: At the 1997 Annual General Meeting and upon the retirement of all the Board members, one half of the positions on the Board shall be filled for a one year term, while the other half shall be filled for a two year term. Thereafter,

- elections to the Board of Trustees shall be for a two year term.)
- 3.5 If more than one candidate has been nominated for any position, the election shall be by ballot. The candidate with the greatest number of votes will be declared elected. In the case of a tie, the Chair of the Nominating Committee will decide the winner by tossing a coin. If there is only one candidate for a position, (s)he shall be declared elected by acclamation.

4. BOARD OF TRUSTEES

- 4.1 The activities and affairs of the Fellowship shall be managed by the Board of Trustees.
- 4.2 The Board shall consist of:
- 1 a president
 - 2 a vice-president
 - 3 a secretary
 - 4 a treasurer
 - 5 the immediate past-president
 - 6 4 trustees at large.
- 4.3 A quorum of the Board shall be a majority of the Board.
- 4.4 The Board, in consultation with the Nominating Committee, may fill any vacancy among the Trustees by appointing a Trustee to hold office until the next Annual General Meeting.
- 4.5 After notice addressed to the member, the Board may request the resignation from office of any Board member for unexplained absence from three consecutive Board meetings, or for neglect of duty. If the Board member refuses the request, then the circumstances shall be reviewed by the Nominating Committee. If the matter is still not resolved, then it shall go to a Special Business Meeting where the members of the Fellowship may by ordinary resolution remove the Board member from office.
- 4.6 All members of the Board must be members in good standing of the Fellowship.
- 4.7 A Board member shall not be entitled to vote upon any resolution with respect to remuneration under By-Law 7.13 which refers to that Board member.
- 4.8 Board meetings may be held at such time and at such places as the Board from time to time determines. A Board meeting may be called by the President or any two Board members.
- 4.9 Notice of Board meetings shall be given to each Board member not less than twenty-four hours before the date of the meeting. Meetings may be held at any

time without formal notice if all the Board members are present. A Board meeting may be called without notice immediately after the Annual General Meeting.

- 4.10 Questions arising at any meeting of the Board shall be decided by a majority of votes. A declaration by the Chair that a resolution has been carried, and an entry to that effect in the minutes is sufficient evidence of the fact, without proof of the number of votes recorded in favor of or against any resolution. In the case of an equality of votes the Chair shall have the privilege of casting a second and casting vote. A resolution in writing signed by all the Board members is as valid and effectual as if it had been passed in a meeting of the Board duly called and constituted.

5. DUTIES OF OFFICERS

- 5.1 The President shall be an ex-officio member of all committees except the Nominating Committee. (S)He shall, when present, preside at the Annual General Meeting and Special Business Meetings of the Fellowship, and at the meetings of the Board. (S)He shall represent the Fellowship at all appropriate occasions.
- 5.2 The Vice-President shall perform any or all of the duties of the President at the request of, or in the absence or inability of the President.
- 5.3 The Secretary is responsible to ensure:
- i) That accurate minutes are kept of all meetings of the Board and the Fellowship.
 - ii) That changes and additions to the Constitution and or By-Laws are inserted in the Fellowship records, and that revised copies are provided to the members of the Board of Trustees.
 - iii) That notice of any change in the Board is filed with the Corporations Branch within fifteen days of any such change, via the Notice of Directors Form, Corporations Branch.
- 5.4 The Treasurer shall:
- i) Be responsible for the receipt of all moneys paid to the Fellowship, and for their deposit in whichever financial institution the Board may order. (S)He shall make available to donors, as early as possible in the new year, but no later than February 28th, income tax receipts certifying the amounts donated during the previous calendar year.
 - ii) Properly account for the funds of the Fellowship and keep such books as the Board may direct.
 - iii) Present to the Board, when requested, a full detailed account of receipts and disbursements.
 - iv) Present to each regular business meeting of the Fellowship a statement of the financial position of the Fellowship as of the end of the previous month.
 - v) Present to the Annual General Meeting a financial statement for the previous year.
 - vi) Be responsible for filing the annual "Registered Charity Information Return and Public Information Return" with Revenue Canada, and for filing such other financial statements required by law.
 - vii) Share responsibility with the Chair of the Membership Committee for producing the membership list described in By-Law 1.4.
 - viii) Be responsible for filing a copy of the annual financial statement with the Corporations Branch, within four months of the fiscal year end, signed by at least one Trustee (Director).
 - ix) By the date each year specified by the Corporations Branch, file the "Non-Profit Corporations Act, 1995, Annual Return."
- 5.5 Deeds, transfers, contracts, and obligations on behalf of the Fellowship shall be signed by the officers of the Board, and the corporate seal shall be affixed to such

instruments as require the same. Notwithstanding the foregoing, the Board may at any time and from time to time direct by resolution the manner in which and the person or persons by whom any particular deeds, transfers, contracts or obligations of the Fellowship may or shall be signed.

6. COMMITTEES

- 6.1 There shall be the following Standing Committees of the Board:
- i) Program Committee.
 - ii) Membership Services Committee.
 - iii) Property Committee.
 - iv) Finance Committee.
- 6.2 The duties of these Standing Committees shall be as assigned to them from time to time by the Board of Trustees.
- 6.3 The Board shall appoint such Special Committees as it deems necessary from time to time.
- 6.4 The Board shall appoint the Chairs of the Standing Committees and any Special Committees.
- 6.5 The committee Chairs may determine the number of members of their committees.
- 6.6 Committee members may meet, adjourn and otherwise regulate their meetings as they may determine.
- 6.7 The Board will attempt to include a Board member on each Standing Committee.

7. FINANCES

- 7.1 The Board shall place before the Annual General Meeting:
- i) The financial statement for the year ended, not more than 4 months before the Annual General Meeting.
 - ii) Any further information respecting the financial affairs of the Fellowship.
- 7.2 The Board shall approve the financial statement and shall evidence its approval by the signature of one or more Trustees.
- 7.3 No financial statement shall be released or circulated unless it has been approved by the Board.
- 7.4 The Fellowship shall send to each member a copy of the financial statement, or may, in lieu thereof, send a notice stating the financial statement is available, and any member may, upon request, receive a copy at a meeting, or by mail.
- 7.5 (Repealed March 4, 2007)
- 7.6 The financial year of the Fellowship shall terminate on such day each year as the Board may determine, but shall not be later than December 31 in each year. (June

- 2, 1991)
- 7.7 The Board shall be responsible for the preparation of the Fellowship Budget and for its submission to the Annual General Meeting, or to a Special Budget Meeting.
 - 7.8 The Budget, as approved by the Fellowship, shall be the authority for the expenditure of Fellowship funds. The Board may make such adjustments within the agreed total as may be deemed necessary.
 - 7.9 Expenditures exceeding or not included in the Budget may be approved by the Board up to an amount not exceeding one thousand dollars (\$1,000) in any year. Proposed expenditures in excess of this amount must be approved at a duly called business meeting, except for gifts earmarked for a special purpose.
 - 7.10 For the purpose of carrying out its objectives, the Fellowship may borrow or raise, or secure the payment of money in such manner, and subject to such regulations as the Board may from time to time think fit, provided that the Fellowship shall not issue any debentures without the approval of a Special Resolution of the members of the Fellowship.
 - 7.11 All funds of the Fellowship shall be deposited in one or more accounts in the name of the Fellowship, at a chartered bank, trust company or credit union designated by the Board.
 - 7.12 All cheques, promissory notes, bills of exchange or other negotiable instruments shall be executed in the name of the Fellowship and signed in accordance with resolutions passed by the Board for that purpose.
 - 7.13 No member shall receive any remuneration from the Fellowship for services as a member. Members may be reimbursed for expenses incidental to their duties, or for materials supplied. Such reimbursement shall be in such amounts as the Board determines.
 - 7.14 Subject to the availability of funds the Fellowship may authorize reimbursement of actual and reasonable expenses incurred by members representing the Fellowship as a delegate to conferences, seminars, meetings or training sessions. The Board must authorize delegates and attendance must be a clear benefit to the Fellowship. Should the Fellowship not have sufficient funds in its annual budget, a member could avail himself or herself of the 'cheque exchange' policy. (March 04, 2007)
 - 7.15 When a member or volunteer of the Fellowship incurs a legitimate expense on behalf of the Fellowship he/she is entitled to be reimbursed upon presentation of proper receipts. Such expenditures could include purchases of goods and services normally utilized in the maintenance and operation of the Fellowship, or for travel and registration costs incurred as a representative of the Fellowship at authorized conferences/meetings or training sessions. Occasionally a person who has

incurred expenses on behalf of the Fellowship would like to have a tax receipt in lieu of reimbursement. The usual and acceptable procedures in this instance is for the member or volunteer to submit their receipts for actual and reasonable expenses along with their cheques payable to the Fellowship (i.e. a donation) for an equal amount. They will then be issued a cheque from the Fellowship to cover the incurred expenses and a tax receipt at year-end. (March 04, 2007)

8. AFFILIATIONS

- 8.1 This Fellowship shall maintain membership in the Canadian Unitarian Council or its successor. (March 9, 2003)

9. AMENDMENT OF THE BYLAWS

- 9.1 The Board may, by resolution, amend, repeal, or make any By-Laws that regulate the activities and affairs of the Fellowship.
- 9.2 The Board shall submit any By-Laws, or amendment, or repeal thereof, to the next Annual General Meeting, or Special Business Meeting, and the members may, by ordinary resolution, confirm, reject or amend the By-Law, amendment or repeal.
- 9.3 Any By-Law, or an amendment, or repeal thereof, is effective from the day of the resolution of the Board, until confirmed, confirmed as amended, or rejected by the members.
- 9.4 If any By-Law, or an amendment, or repeal thereof, is rejected by the members, or is not submitted to the members as provided in 9.2, the By-Law, amendment, or repeal thereof ceases to be effective, and no subsequent By-Law, amendment, or repeal having substantially the same purpose or effect shall be effective until confirmed, or confirmed as amended by the members.
- 9.5 Except in the case of first By-Laws made by the Board, every By-Law, amendment, or repeal thereof, shall state an effective date which shall not be more than 30 days from the day on which the By-Law, amendment, or repeal is made.
- 9.6 Every By-Law, and every amendment, or repeal thereof, shall be brought to the attention of the membership before the effective date.

10. BOOKS AND RECORDS

- 10.1 The Fellowship shall maintain at its registered office those records required by The Non-Profit Corporations Act, including the Articles, By-Laws, amendments thereto, minutes of meetings, and resolutions of members, and an up-to-date register of members, adequate accounting records, and minutes of the Board.

11. SEAL

- 11.1 The Seal of the Fellowship shall be such as the Board may from time to time adopt. Any person authorized to sign any document may affix the corporate seal to it.

12. WINDING UP

- 12.1 Subject to the Non-Profit Corporations Act, in the event of dissolution of the Fellowship, its property and assets shall, after the payment of all liabilities, be transferred to the Canadian Unitarian Council. (March 9, 2003).

Approved at the Annual General Meeting, March 9, 2003, to be effective from the same date.