

**THE CORPORATION OF
THE UNIVERSALIST UNITARIAN CHURCH OF HALIFAX
BYLAWS**

Revised June 2021

These Bylaws of the corporation of the Universalist Unitarian Church of Halifax, hereafter referred to as "The Church", are made in accordance with "An Act Respecting the Universalist Unitarian Church of Halifax, and to change the name of the Church of the Redeemer", being Bill No.14, 1962. They were adopted at the Church Annual Meeting of May 1969, and amended in 1970, 1974, 1975, 1986, 2010, 2011, 2013, 2014 and 2021 and supersede all previous bylaws.

ARTICLE I - PURPOSE

The Church shall exist to exercise its corporate power for and to devote its resources to religious, educational, and charitable purposes for the encouragement of free religion.

ARTICLE II - MEMBERSHIP

- a) Membership in the Church shall be open to any person who has reached sixteen years of age and who agrees to abide by the bylaws, and to discharge and share in responsibilities consistent with them.
- b) At no time shall any member of the Church be required to subscribe to any statement of belief, confession of faith, or similar declaration as a prerequisite of membership.
- c) A person shall become a member by signing, in the presence of a member of the Board or the Minister, the Membership Register which shall be kept in a public place in the Church.
- d) A member may relinquish membership on written communication to the Secretary of the Church.
- e) A member is entitled to vote at Church meetings thirty days after becoming a member.
- f) Dependent children of members may be registered by name in the Church records which shall be kept in such order to serve as documentary evidence of Church affiliation as required
- g) A member shall be designated an 'inactive Member' if there is no evidence of any activity in the Church by the Member for a one year period (as shown by the absence of any participation in Church activities or any contribution of time, talent, or financial support to the Church) as determined by the Board in consultation with its committees and with the Minister.
- h) An 'inactive Member' will not be included in the statistical records of the congregation, for the purposes of quorums, statistical reports and other such administrative matters.
- i) An 'inactive Member' remains a Member with all membership privileges pursuant to these Bylaws, including but not limited to the right to vote at any regular business or special meeting of the Church.

ARTICLE III - OFFICERS OF THE CHURCH

- a) The Officers of the Church shall be:
 - i. The President, who shall preside at meetings, who shall be an ex-officio member of all Church committees.
 - ii. The Vice-President, who shall preside at meetings in the absence of the President.
 - iii. The Secretary, who shall prepare and be responsible for the Minutes of the proceedings of the Church, the Membership Register, other books and records, and shall safe keep the seal of the Church.
 - iv. The Treasurer, who shall keep the record of accounts of the Church, and who shall be an ex-officio member of the Finance Committee.
 - v. The most recent Past-President resident in the Halifax area.
- b) Any vacancy among the officers of the Church, except the Past-President, shall be filled by the Church at a regular business or Special Meeting, within two months of the occurrence of the vacancy. If fulfilling the two-month requirement means that a meeting must be held in July or August, then an exception may be made. In this case the Special Meeting may be delayed until the second Sunday of regular services in the fall.
- c) Any two of the aforementioned officers shall be the signing officers for the Church.

ARTICLE IV - THE BOARD OF MANAGEMENT SHALL BE THE BOARD

The Board of Management of the Church shall be the Board and shall be composed of the Officers of the Church and two other members of the Church. The following committees: Finance (Fundraising), Membership, Property, Religious Education, and Worship shall provide reports to Board meetings and send a representative if required. Other committees can report to the Board as needed -- including but not limited to: Adult Program, Caring, Communication, Fellowship, Human Resources, Library, and Social Responsibility. If at such time as the youth of the Church, aged 16 to 21, wish to be represented on the Board, the Board shall have the power to increase its numbers by one, and appoint a Youth Member for a one year term.

Special meetings of the Board may be called at the discretion of the President or on written request of three members of the Board. The Secretary shall give three days' notice of such special meetings. Special meetings of the Board shall be confined to the matters advised in the request.

A quorum of the Board shall be any four members of the Board.

- a) Church employees or contract workers, either part time or full time, shall be ineligible to serve on Board.

ARTICLE V - RESPONSIBILITIES OF THE BOARD

The Board shall generally conduct the business of the Church and put into effect the policies adopted by the Church at any church meeting, and shall:

- a) Account to the Church for all business transacted in its name.
- b) Determine the manner in which the revenues of the Church are to be raised and provide for their collection.
- c) Propose a budget for approval of the Church at the Semi-Annual Meeting next following the election of the Board.
- d) Obtain an annual independent audit of the accounts of the Church.

- e) Conduct the financial affairs of the Church in accordance with the approved budget of the Church except that in the event of an emergency a non-budgeted sum of up to \$2000 may be expended without prior consent of the Church.
- f) Provide every assistance to the Minister in producing services designed to be acceptable to the congregation.
- g) Define the terms of employment, remuneration, benefits, and responsibilities for any employee engaged on authority of the Church.
- h) Provide for the comfort and convenience of the congregation at Sunday services.
- i) Appoint assistants to the Church Officers or Committee Coordinators as the need arises.
- j) Define the responsibilities of all committees.
- k) Constitute the committees with the assistance of the appointed coordinators.
- l) Make regulations concerning the use of Church facilities or equipment by other than by members of the Church.
- m) Appoint annually trustees to the Board of Trustees of the West Bequest Fund in accordance with the terms of the Bequest; this to be normally three and done in September, the Trustees to take office the following January.
- n) Be responsible for the administration, supervision and maintenance of the West Bequest Fund and annually review the investment portfolio in accordance with the terms of the Bequest.
- o) Administer, supervise and maintain the West Bequest Fund and annually review the investment portfolio, making recommendations for changes to the Board.

ARTICLE VI - MEETINGS OF THE CHURCH

- a) The Church year shall be from 1st July to 30th June of the year following. The financial year shall be from 1st January to 31st December.
- b) There shall be two regular business meetings of the Church during each Church year. The first shall be the Semi-Annual Meeting in October, and the second shall be the Annual Meeting in May.
- c) At least 14 days notice shall be given for regular business meetings, in the following manner:
 - i. mailed or e mailed announcement to every member of the Church, and by
 - ii. an announcement at two preceding weekly services, and by
 - iii. an announcement on the Bulletin Board.
- d) A Special Meeting of the Church may be called by the Board at any time and shall be called on receipt of a written request signed by seven members of the Church for such purposes only as shall be stated in the request and within one month of receipt of such request.
- e) Notice for Special Meetings shall be as for regular business meetings, except that in exceptional circumstances, the Board may prescribe a shorter notice of not less than seven days.

ARTICLE VII - BUSINESS TO BE CONDUCTED AT MEETINGS

- a) At the SEMI-ANNUAL MEETING:
 - i. Proposals for church program and activities by President and Committee Coordinators.
 - ii. The Minister's report.
 - iii. Other reports requested by the Board.

- iv. Adoption of a budget for the church year.
- v. Adoption of proposed financial campaign.
- vi. Appointment of a Ministerial Search Committee as required.
- vii. Appointment of a Chaplaincy Committee as required.
- viii. Bylaw amendments
- ix. Any other business.

b) At the ANNUAL MEETING:

- i. Interim reports of President, Committee Coordinators, Minister.
- ii. Election of officers, other than the Past-President, and Board members for the Church year following.
- iii. Bylaw amendments.
- iv. Appointment of a Nominating Committee, whose chair will normally be the Vice-President, for Officers and Board members to be proposed for election at the next Annual Meeting.
- v. Appointment of Ministerial Search Committee, as required.
- vi. Appointment of a Chaplaincy Committee, as required.
- vii. Any other business.

c) At SPECIAL MEETINGS:

- i. Engagement of, or departure of, a minister.
- ii. Purchase and disposal of real property.
- iii. Expenditure of sums in excess of the budget total, except as provided at Article V(e).
- iv. Appointment of a Ministerial Search Committee, as required.
- v. Purposes defined in written requests for Special Meeting.

ARTICLE VIII - PROCEDURE AT MEETINGS

- a) At any regular business or Special Meeting, 20% of the membership, exclusive of the number of 'inactive Members', shall constitute a QUORUM.
- b) At regular meetings a simple majority of votes cast shall determine the vote, except that Bylaw Revision shall require a 2/3 majority of the votes cast to be carried.
- c) At Special Meetings, a 2/3 majority of the votes cast shall be required to carry a motion, except in the case of the dismissal of a Minister or Chaplain when a simple majority only will be required.
- d) The meeting shall conduct a secret ballot upon request of any member present.
- e) Non-members of the Church shall be welcome at the meetings and may be given the courtesy of the floor to speak to matters under consideration.
- f) The Bourinot's Rules of Order shall govern the procedure of any meeting.

ARTICLE IX - ELECTION OF OFFICERS AND BOARD

a) The Officers:

- i. The President shall be elected for a one year term.
- ii. The Vice-president shall be elected for a two-year term and in the second year of such will serve as President.
- iii. The Secretary, the Treasurer, and all other members of Board, except the Youth member, shall be elected for a two year term.

- b) Notwithstanding section a) iii. above, the Nominating Committee, in special circumstances, may nominate such persons for a one year term.
- c) At succeeding Annual Meetings, retiring officers and members of the Board shall be replaced.
- d) The Vice-President shall ordinarily become President of the Board for the second year of office. This position, however shall be confirmed by the Annual Meeting.

ARTICLE X - THE MINISTER

- a) The Minister of the Church shall be in Fellowship with the Unitarian Universalist Association.
- b) Appointment of a Minister and the terms of employment, remuneration; benefits and responsibilities shall be made by resolution at a Special Meeting of the Church on recommendation of the Ministerial Search Committee.
- c) The Minister shall be responsible for the regular and special religious services of the Church. The Minister shall have freedom of the pulpit. The Minister shall render ministerial service to individuals and families. In a special book belonging to the Church, the Minister shall keep a record of marriages, dedications of children and funerals or memorial services involving church people and his or her ministry.
- d) The Minister shall consult with and advise the Board as to the management of the affairs of the Church and may attend all meetings of the Board as a non-voting member. The Minister shall be a member ex-officio, without vote, of all committees except a Ministerial Search Committee.
- e) The Minister shall represent the Church on suitable occasions in the community, and shall be free to participate personally in public affairs. The Minister may not undertake any additional employment for compensation without either the approval of the Board or of a meeting of the Church, except such honorariums or emoluments as accrue to the office.

ARTICLE XI - LAY CHAPLAIN

- a) The members of the Church may at any regular or special meeting of the Church initiate the appointment of a Lay Chaplain or Lay Chaplains by creating a Lay Chaplaincy Committee.
- b) The appointment of a Lay Chaplain shall be made by resolution at an Annual, Semi-Annual, or Special Meeting of the Church on recommendation of the Lay Chaplaincy Committee following the guidelines of the Ministerial and Lay Chaplaincy Committee of the Canadian Unitarian Council. The appointment shall be for a period of one year or less and may be renewed on a year-to-year basis by resolution at regular or special meetings of the Church. A Lay Chaplain may be dismissed by simple majority vote at a regular or special meeting of the Church.
- c) A Lay Chaplain may carry out weddings, child dedications, and funeral or memorial services involving church people and the community at large. A record of all such services shall be kept in a special book belonging to the Church.
- d) A Lay Chaplain shall function under the general supervision of the Minister, or, in the absence of a minister, shall be under the supervision of the Board. Reports of the Lay Chaplain's activities shall be made to regular business meetings of the Church.

ARTICLE XII - ARCHIVIST/HISTORIAN

The Church shall have a church Archivist/Historian who shall be appointed by the membership every year at the annual meeting. The church historian shall be responsible to the Board and shall carry out such duties as may from time to time be assigned by the Board.

ARTICLE XIII - COMMITTEE ON SHARED MINISTRY

- a) The Church shall have a Committee on Shared Ministry (COSM) that will be responsible for monitoring and supporting congregational well-being. It shall do this by encouraging the congregation to stay in covenant and to advance of its mission.
- b) The COSM shall consist of three members in addition to the Minister.
- c) The COSM is appointed by and accountable to the congregation, but the nominees to the committee are vetted by the minister and the Board in the manner described below.
- d) For each vacancy that occurs the Minister shall submit up to three names to the Board who will choose one to serve on the COSM. If none of the names submitted is acceptable to the Board, the Minister shall submit additional names. This process is established to ensure that the lay members of the COSM and the minister will work well as a team.
- e) Members will normally serve for three years and may be reappointed for one additional term.
- f) The proposed members of the COSM shall be presented for an up or down vote at the Annual General Meeting or the Semi-annual General Meeting. If the proposed slate of COSM members is voted down, then the Board and minister shall select a new slate to be voted on at a special meeting to be called for that purpose with at least two weeks of notice to the congregation.

ARTICLE XIV - BYLAW AMENDMENTS

- a) Bylaws shall be amended at the Annual Meeting or the Semi Annual Meeting of the Church.
- b) Details of the proposed Bylaws amendments shall be completely set out in the Notice of the Annual Meeting or the Semi Annual Meeting as provided for at Article VI, herein.

ARTICLE XV – THE UNIVERSALIST UNITARIAN CHURCH OF HALIFAX ENDOWMENT FUND

1. Name of the fund

THE UNIVERSALIST UNITARIAN CHURCH OF HALIFAX ENDOWMENT FUND, (hereafter called the "ENDOWMENT FUND")

2. Purpose of the fund

The purpose of this ENDOWMENT FUND is to establish long-term financial stability and to support special projects related to congregational growth and outreach activities in order to fulfill the mission of the THE UNIVERSALIST UNITARIAN CHURCH OF HALIFAX

3. The Endowment Fund Committee (hereinafter called the "TRUSTEES") shall be the custodian of the ENDOWMENT FUND;

- a) Endowment Fund Trustees must be members of the congregation.

- b) A person may not be an Endowment Fund trustee at the same time as he/she is a member of the Board.
- c) There shall be not less than 3 and not more than 4 trustees of the Endowment Fund, elected at the Annual or Semiannual General Meeting. Any two may be signing officers.
- d) To provide continuity, the trustees' terms of office shall be staggered with a limit of two 3-year terms. The Nominating Committee shall be responsible for nominating replacement trustee(s) each year.
- e) If the number of trustees falls below 3, a special congregational meeting shall be called to elect a new trustee(s).
- f) The Trustees shall employ and reasonably compensate from the Endowment Fund income, any accountant, lawyer, endowment management agent, investment counsellor or other agent to assist and advise in the execution of the Endowment Fund, without liability for their omissions or neglect, but using reasonable care in their selection, and to rely on the advice of the persons so employed. The Trustees shall not be liable for any losses which may be incurred upon investments of the Endowment Fund except to the extent those losses have been caused by bad faith, willful neglect or default, or gross negligence of the Trustees. No Trustee shall be personally liable as long as he or she acts in good faith and with ordinary prudence in discharging the duties of the office. Each Trustee member shall be liable only for his or her own willful misconduct or omissions in bad faith. No Trustee shall be liable for the acts or omissions of any other Trustee, or of any accountant, lawyer, endowment management agent, investment counsellor or other agent selected with reasonable care.
- g) Duties of the trustees:
 - i. Accepting and refusing gifts to the Endowment Fund,
 - ii. Making prudent, appropriate and socially responsible investment decisions,
 - iii. Complying with all national and provincial regulations concerning the management of endowments,
 - iv. Liaising with the Treasurer, Board and relevant congregational committees,
 - v. Recommending to the UUCH Treasurer the issuance of charitable receipts for tax purposes,
 - vi. Reporting on fund activities to the Congregation and the Board at least annually,
 - vii. Administering the application for and distribution of spendable income, and
 - viii. Promoting the Endowment Fund.

4. Gifts deposited to the fund

The following monies shall be deposited to the Endowment Fund:

- a) All monies, including that realized from the statutory requirement for the sale of stocks, bonds, real property, art, jewellery at the time of donation, which have been identified by the donor for the Endowment Fund,
- b) The proceeds of all or any life insurance policies of which UUCH is the beneficiary or owner,
- c) All unspecified bequests, and
- d) All other monies, including surplus funds from the operating budget, which the members of UUCH at the Annual General Meeting, or any special congregational meeting, by ordinary resolution direct to be deposited to the Fund.

5. Disbursements

- a) No disbursements will occur until the Endowment Fund has grown to \$100,000.
- b) After that point, to conserve the value of the principal, a portion of the annual earned income will be returned to the principal following the CUC guidelines of an amount equal to inflation rate.
- c) The principal of the Endowment Fund shall remain intact. The Endowment Fund may be pledged as surety for any loan or mortgage taken out by the congregation.
- d) Administrative costs of the Endowment Fund will be charged to the annual earned income of the Endowment Fund.
- e) The remainder of the annual earned income, hereafter referred to as the spendable income, may be distributed by the congregation on the recommendation of the Endowment Fund Trustees, to support projects related to congregational growth and outreach activities.
- f) unallocated annual spendable income will be carried forward to become part of the next year's spendable income.

6. Applications

The Endowment Fund Trustees will:

- a) develop and publicize an application process for disbursing the spendable income.
- b) receive completed applications from members and friends. The deadline date will be set by the Trustees.
- c) review applications and prepare recommendations for inclusion with the Notice of Meeting for the congregational meeting where the disbursements will be approved
- d) notify all applicants of the outcome, in writing, following the congregational meeting.

7. Account

The congregation, through the Trustees, will establish bank account(s) for the Universalist Unitarian Church of Halifax Endowment Fund, separate from all other accounts maintained by UUCH.

8. Dissolution

In the event that the Universalist Unitarian Church of Halifax ceases to exist either through merger or dissolution, disposition or transfer of the fund shall be at the discretion of the Board in conformity with the congregational bylaws and in consultation with the Canadian Unitarian Council.

9. Change to Terms of Reference

The Terms of Reference will be subject to regular review by the Endowment Fund Trustees, the Board, and the congregation at least every 5 years. Any change will be subject to Article VIII (b).