

FIRST UNITARIAN FELLOWSHIP OF NANAIMO

CONSTITUTION

1. The name of the Society is the FIRST UNITARIAN FELLOWSHIP OF NANAIMO.
2. The purpose of the Society is to function as a church in the Unitarian Universalist religion. The Society shall endeavour to:
 - a. Further individual freedom of belief and the advancement of truth by conducting programs for religious education for children and adults; and
 - b. Promote the spiritual enrichment of the members of the congregation and the welfare of humanity.
3. The operations of the Society are to be chiefly carried on in the area of the Nanaimo Regional District. *This provision is unalterable.*
4. The Society shall be conducted as a charitable organization without purpose of financial gain for its members. Any profits or other gains to the Society shall be used for promoting its purposes. *This provision is unalterable.*
5. Directors and officers shall serve without remuneration. This article shall not apply to reimbursement of reasonable expenses incurred by a director or officer in the performance of their duties. *This provision is unalterable.*
6. Upon winding up or dissolution of the Society, any funds remaining after the satisfaction of its debts and liabilities shall be given or transferred to such registered Canadian charitable organization (or organizations) in Canada designated by the Board of Directors. *This provision is unalterable.*

Items 5 & 6 in this Constitution were approved by special resolution at a General Meeting of the Society on June 19, 2016 and filed with BC Registry Services on July 5, 2016.

BYLAWS

PART I – INTERPRETATION

1.1 Definitions

1.1 In these ByLaws —

“**Annual General Meeting**” means a General Meeting that meets the requirements set out in Section 3.5;

“**Board**” means the Board of Directors of the Fellowship;

"Director" means one of the six members of the Board of Directors for the time being;

"Fellowship" means the First Unitarian Fellowship of Nanaimo;

"Foundation" means the Unitarian Foundation of Nanaimo;

"Notice" means a written announcement that meets the requirements of Section 3.2 and informs Members of a forthcoming General Meeting;

"General Meeting" means a meeting of the Members for which proper Notice has been given, and includes the Annual General Meeting;

"Member" means an individual aged 19 years or more who has complied with Section 2.1 and has not ceased to be a Member pursuant to Section 2.4 or 2.5;

"Member in good standing" means a Member whose membership is not suspended pursuant to Section 2.5.

"Minister" means a member of the professionally trained clergy who has been called or hired by the Fellowship or is otherwise under contract with the Fellowship, either full- or part-time, and includes a Consulting Minister, an Interim Minister, and if there is no other Minister, a Student Minister;

"Ordinary Resolution" means a resolution at a General Meeting that has received an affirmative majority vote, that is, more votes having been cast in favour than against;

"Special Fund" means one of those funds described in one or more of the Subsections under Section 8.2;

"Special Resolution" means a resolution the wording of which has been distributed with the Notice for a General Meeting and at that meeting, or an adjournment of it, receives not less than a seventy-five percent affirmative vote, that is, three times as many votes cast in favour as those cast against.

PART II -- MEMBERSHIP

2.1 Becoming a Member

2.1 To become a Member an individual must—

- affirm support for Unitarian Universalist Principles;
- agree to adhere to the Fellowship Constitution and By Laws;
- be of the age of at least 19 years;
- make to the Fellowship an identified financial contribution, relative to the individual's personal means;
- sign the Fellowship membership book in the presence of three Members, including at least one Board member, and, if available, the Minister.

2.2 Non-discrimination

2.2 Subject to Section 2.1, membership is open to all adults without regard to national origin, ancestry, race, colour, physical or mental ability, gender or sexual orientation, or political belief or affiliation.

2.3 Financial contribution

2.3 To remain in good standing, the Member must make an identified financial contribution to the Fellowship during each fiscal year.

2.3.1 If a Member whose good standing has lapsed at the end of a fiscal year pursuant to this section makes an identified financial contribution within the immediately following six months, the Member will be reinstated to good standing.

2.4 Cessation of membership

2.4 An individual ceases to be a Member—

- Upon delivering or mailing a written resignation to the Secretary or the President;
- Upon membership having been revoked pursuant to Section 2.5;
- Upon failing to make an identified financial contribution during a fiscal year, and not having corrected the oversight within six months as described in Subsection 2.3.1; or
- Upon death.

2.5 Suspension/removal of membership

2.5 If a Member is deemed to be disruptive or is acting otherwise in ways inimical to the welfare of the Fellowship, the Board may, after consideration of the relevant circumstances, suspend the individual's membership.

2.5.1 Promptly after the Board has taken this action, the Secretary and President must make reasonable efforts to inform the individual in question personally, and at the same time, must dispatch by registered mail a letter notifying the individual of the action.

2.5.2 The individual whose membership has been suspended may, not later than 28 days after receiving notice of the Board's action, notify the Secretary in writing of the wish to appeal the Board's decision.

2.5.2.1 If the individual does not notify the Secretary of a wish to appeal pursuant to Subsection 2.5.2, the suspension is converted into expulsion from membership.

2.5.2.2 If the individual issues a notice pursuant to Subsection 2.5.2, the Board must promptly invoke appropriate procedures commensurate with the principles of Natural Justice, by which the Members, at a duly called General Meeting, vote by secret ballot whether to lift the suspension or to convert it into expulsion from membership.

PART III – MEMBERSHIP MEETINGS

3.1 Meetings of Members

3.1 During each fiscal year, the Board must hold not less than two General Meetings, of which one is the Annual General Meeting.

3.1.1 Business at each General Meeting must include—

- financial statements current to the end of the preceding month; and
- 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.

3.1.2 If neither the President nor the Vice President is present at the time for which the meeting is scheduled, or if both decline to preside at the meeting, the Secretary, or in the absence of the Secretary, any Member, may call the meeting to order, and the Members must elect a Member to preside at the meeting.

3.1.3 The quorum for a General Meeting is the greater of twelve Members in good standing or thirty per cent of the total number of Members in good standing.

3.1.3.1 If at any time during a General Meeting the required quorum ceases to be present, the Chair must call an immediate ten-minute recess.

3.1.3.2 If there is still no quorum present at the end of the recess, the only business that can be conducted is to schedule another meeting, and to adjourn.

3.2 Notice

3.2.1 For each General Meeting, including the Annual General Meeting, the Secretary must issue to all Members in good standing, a written Notice stating the time, date and place of the meeting.

3.2.2 The Notice must be posted or sent by email, in each case not less than 19 days prior to the meeting, or delivered personally not less than 16 days prior to the meeting.

3.2.3 The Notice must include a description of the business that the Board intends to introduce, the wording of any Special Resolution that will be brought before the meeting, and if the meeting has been requisitioned pursuant to Section 3.3, the purpose of the meeting.

3.2.4 Inadvertent failure to give Notice to one or more Members does not invalidate the matters decided at the meeting.

3.3 Requisition of a General Meeting

3.3 Upon delivery to the Secretary or the President of a request signed by not less than twenty percent of the Members and specifying its purpose, the Board must, within not more than 35 days, hold a General Meeting, having given proper Notice.

3.3.1 The business for a General Meeting held pursuant to a requisition under Subsection 3.3 must consist of, and only of, the business that has been specified in the request that was delivered to the Secretary or President.

3.4 Voting

3.4 Each Member in good standing who is present at a General Meeting, except the presiding officer, is entitled to cast one vote on each matter for which a vote is called.

3.4.1 The presiding officer may cast a vote only in a secret ballot or when the presiding officer's vote would change the outcome.

3.4.2 Proxies must not be recognized.

3.4.3 Business at a General Meeting must be decided by a majority of the votes cast on a motion concerning the matter, except those procedural questions prescribed by the parliamentary authority, and except for the matters listed in paragraph 3.4.3.1.

3.4.3.1 Matters requiring a Special Resolution, as defined in Section 1, are—

- appointment or renewal of the contract for a Minister;
- amendment of the Constitution or By Laws;
- matters directly relating to the purchase or sale of real property; and
- matters directly relating to the borrowing of funds in excess of \$4,000, or for a period longer than ninety days.

3.5 Annual General Meeting

3.5 The Board must hold an Annual General Meeting during each calendar year, not later than 90 days after the close of the immediately preceding fiscal year.

3.5.1 Business at the Annual General Meeting must include—

- the annual report of the Minister, if any;
- the annual report of the Directors;
- financial reports for the immediately preceding fiscal year, including a complete Balance Sheet, and a Statement of Revenues and Expenditures;
- the report of the Internal Audit Committee or of the external auditor if any;
- an election to fill Board positions that are vacant and those for which terms will expire at the close of the Annual General Meeting;

- election of a Nominating Committee;
 - election of an Internal Audit Committee; and
 - 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.
- 3.5.2 A separate election must be held for each office to be filled.
- 3.5.2.1 An election must be by secret ballot unless there is only one individual nominated for a position, in which case the presiding officer may declare the individual elected by acclamation.
- 3.5.3 In addition to Members nominated by the Nominating Committee, any Member in good standing may nominate one or more Members in good standing for any office to be filled.
- 3.5.3.1 Before declaring a Member nominated, the presiding officer must ascertain that the potential nominee has assented in writing, or orally at the meeting, to being nominated.

PART IV – BOARD OF DIRECTORS

4.1 Directors

- 4.1 The Directors are President, Committee-Board Liaison A, Committee-Board Liaison B, Vice President, Secretary, and Treasurer.
- 4.1.1 No-one may simultaneously hold more than one Director position.
- 4.1.2 At each Annual General Meeting held in an even-numbered year, the Members must elect or acclaim a Member to each of the positions of President, Committee-Board Liaison B, and Secretary.
- 4.1.3 At each Annual General Meeting held in an odd-numbered year, the Members must elect or acclaim a Member to each of the positions of Committee-Board Liaison A, Vice President, and Treasurer.
- 4.1.4 Subject to Subsection 4.1.7, a Director's term of office is from the close of the Annual General Meeting at which the Director is elected to the close of the second succeeding Annual General Meeting.
- 4.1.5 Subject to Paragraph 4.1.5.2, a Director may occupy the same office for up to but for not more than two consecutive full terms.
- 4.1.5.1 For the purposes of Subsection 4.1.5, occupancy of a position as Director for 365 days or longer is deemed to constitute a full term.
- 4.1.5.2 Notwithstanding Subsection 4.1.5, if the Nominating Committee and the Board are unsuccessful in identifying a Member with the requisite skills to fill the office of Treasurer, on recommendation of the Board, at an Annual General Meeting the individual holding that office who has done so for two full terms, may be re-elected for up to two additional two-year terms.

- 4.1.6 Notwithstanding Subsections 4.1.4 and 4.1.5, if at the Annual General Meeting at which a Director's term of office is scheduled to expire, no successor is elected or acclaimed, the individual occupying the office continues to hold that office until a successor is elected, acclaimed, or appointed pursuant to Paragraph 4.1.7.1.
- 4.1.7 Notwithstanding Subsection 4.1.4, if a vacancy occurs in a position of Director, the remaining Directors, by majority vote, may appoint a Member to fill that position until the close of the next succeeding Annual General Meeting.
 - 4.1.7.1 Notwithstanding Subsections 4.1.2, 4.1.3 and 4.1.4, if a vacancy occurs in a position of Director, that vacancy must be filled for the remainder of the term, if any, by election or acclamation at the next succeeding Annual General Meeting.

4.2 Meetings of Directors

- 4.2. The Board must meet in not less than ten months of each calendar year.
 - 4.2.1 Unless waived in writing by all Directors, not less than seven days before the date scheduled for a meeting of the Directors, the Secretary must give oral or written notice to each Director of the time and place scheduled for the meeting.
 - 4.2.2 One or more Directors may participate in any meeting of the Board by telephone or other communications medium provided that all Directors are able to communicate with each other at all times during the meeting.
 - 4.2.2.1 A Director who participates in a meeting pursuant to Subsection 4.2.2 is deemed for all purposes to be present at the meeting.
 - 4.2.3 The Board, by majority vote, may conduct a portion of any meeting *in camera*, for the sole purpose of dealing with personnel or financial matters that the Board, in its discretion reasonably exercised, believes would be contrary to the best interests of the Fellowship or the Foundation, if known at the time by other than members of the Board.
 - 4.2.3.1 Minutes of *in camera* sessions held pursuant to subsection 4.2.3 must be maintained by the Secretary separate from other minutes, and must not be made available to anyone except Board members, and anyone else that the Board by majority vote authorizes for this purpose.
 - 4.2.4 The Minister is entitled to, but is not required to, attend every meeting of the Board, including *in camera* portions, except those *in camera* portions held expressly to deal with personnel matters relating to the Minister.
 - 4.2.5 The quorum for a meeting of the Board is four members of the Board.

- 4.2.6 The Director presiding as Chair of a Board meeting is entitled to make and second motions, participate in discussion, and vote, in the same manner as any other Director.
- 4.2.7 An act or proceeding of the Directors is not invalid solely because there are fewer than the prescribed number of Directors in office.

4.3 Reimbursement of Directors

- 4.3 A Director is entitled to be reimbursed for reasonable expenditures necessarily incurred in performance of that Director's duties.
- 4.3.1 Except as provided in Section 4.3, a Director must not receive any remuneration from the Fellowship.

4.4 Conflicts of Interest

- 4.4 A Director must immediately declare any direct or indirect conflict of interest, financial or otherwise, concerning a matter to be dealt with by the Board.
- 4.4.1 Upon making the disclosure described in Section 4.4, the Director must immediately depart from the meeting, and take no part in any discussion or vote concerning the matter in question, until it has been disposed of by the remaining Directors.
- 4.4.1.1 Subsection 4.4.1 does not apply if the matter impinges on all of the Directors in the same manner and to approximately the same degree.

4.5 Consent resolutions

- 4.5 A resolution in writing signed by all of the Directors entitled to vote on the matter is deemed to have been passed by a majority vote at a duly called meeting of the Board.
- 4.5.1 A consent resolution authorized by Section 4.5 is effective from the later of the date specified in the resolution, or the date on which the last Director's signature is affixed to the resolution
- 4.5.2 A consent resolution adopted pursuant to Section 4.5 must be reflected, with disclosure that it was approved by written consent, in the Minutes of the next meeting of the Board after the effective date of the resolution.

4.6 Duties of Directors

- 4.6.1 The President—
- must keep the Members reasonably well informed of important matters affecting the Fellowship, and of programs, activities, and condition of the Fellowship;
 - in consultation with the other Directors, must set the agendas for General Meetings and Board meetings;
 - may, but is not required to, preside at all General Meetings and meetings of the Board;

- must, to the extent authorized by the Board, represent the Fellowship externally; and
- must maintain liaison with the Committee on Ministry, reporting to the Board to the extent the Board deems appropriate.

4.6.2 Committee-Board Liaison A—

- must maintain liaison with the Chairs of the Committees assigned to this Director, reporting to the Board to the extent the Board deems appropriate;
- must review agendas and minutes of the assigned Committees;
- must assist the Chairs of the assigned Committees to communicate policy issues to and from the Board.

4.6.3 Committee-Board Liaison B—

- must maintain liaison with the Chairs of the Committees assigned to this Director, reporting to the Board to the extent the Board deems appropriate;
- must review agendas and minutes of the assigned Committees;
- must assist the Chairs of the assigned Committees to communicate policy issues to and from the Board.

4.6.4 The Vice President—

- may, but is not required to, preside at all General Meetings and at all meetings of the Board, at which the President is absent or declines to preside;
- must work collaboratively with the President;
- must ensure that the Board and Members are actively engaged in visioning and strategic planning; and
- must maintain liaison with the Joint Building Committee, reporting to the Board to the extent the Board deems appropriate.

4.6.5 The Secretary—

- must record and keep Minutes of General Meetings and of meetings of the Board;
- must issue Notices for those meetings;
- must maintain the Register of Members;
- must issue all non-financial correspondence as directed by the Board;
- must maintain liaison with the Archivist;
- must prepare and file with governmental agencies all required non-financial documents.

4.6.6 The Treasurer—

- must solicit a budget request from each Committee and propose to the Board and subsequently to a General Meeting, an appropriate budget;

- must inform Committees of their budgets and periodically of the record of Committee expenditures;
- must maintain financial records as prescribed by the Society Act and Regulations, and as directed by the Board;
- must issue current monthly financial reports to the Board and, in consultation with the Finance Committee, to every General Meeting of Members;
- must issue timely receipts to all donors;
- must file all required tax reports and financial documents required by relevant government agencies,
- must maintain liaison with the Joint Finance Committee, reporting to the Board to the extent the Board deems appropriate.

4.7 Appointment of Assistants

4.7 From time to time the Board may appoint an Assistant to a Director for a term not to exceed one year.

4.7.1 An Assistant appointed pursuant to Section 4.7 must be assigned specific duties, as decided upon mutually by the Board and the relevant Director.

4.7.2 Irrespective of the duties assigned to the Assistant, the relevant Director must remain accountable for the duties and responsibilities assigned in Section 4.6 and those assigned otherwise by the Board or by the Members at a General Meeting.

PART V - COMMITTEES

5.1 Nominating Committee

5.1 At each Annual General Meeting the Members must elect a Nominating Committee consisting of three, four, or five Members in good standing, for a term from the close of the current Annual General Meeting to the close of the next succeeding Annual General Meeting.

5.1.1 The membership of the Nominating Committee may include one, but not more than one, current Director.

5.1.2 Members of the Nominating Committee are eligible for re-election.

5.1.3 The Nominating Committee must make reasonable efforts to nominate at least one Member for each position that is to be filled at the Annual General Meeting..

5.1.4 Membership on the Nominating Committee does not preclude a member from being nominated for a Board position, provided the other members of the Nominating Committee approve unanimously in a secret ballot.

5.2 Internal Audit Committee

- 5.2 At each Annual General Meeting at which no external auditor has been selected by ordinary resolution, an Internal Audit Committee consisting of either two or three Members, none of whom is the Treasurer, must be elected, or failing this, appointed by the Board not more than 28 days after the Annual General Meeting, in each case for a term until the close of the next Annual General Meeting..
- 5.2.1 The Internal Audit Committee, in concert with the Treasurer, must conduct a general review of the Fellowship's financial records, and assure itself that the records are being fairly kept and financial matters appropriately reported.
- 5.2.2 The Internal Audit Committee must report its findings at the next succeeding Annual General Meeting.

5.3 Other Committees

- 5.3 The Board may, from time to time, create other committees, either standing or ad hoc, as well as task forces and other groups, to perform functions designed to advance the purposes of the Foundation.
- 5.3.1 Upon creation of such an entity, the Board, in consultation with the committee members and the relevant Committee-Board Liaison, must develop an appropriate mandate for it.
- 5.3.2 The Board, in consultation with committee members and the relevant Committee-Board Liaison, must appoint a Chair for each committee, and if deemed necessary for the good of the Fellowship, replace a Committee Chair.
- 5.3.3 No member of the Board may, while a Director, be a Chair of a Committee.

PART VI – MINISTER

6.1 Ministerial Search Committee

- 6.1 From time to time the Members may, by Special Resolution, instruct the Board to commence proceedings to search for, and to recommend the call or hire of a Minister, either full- or part-time.
- 6.1.1 Upon approval of the Special Resolution described in Section 6.1, the Members must, within 28 days, elect a Chair and either two, three, or four, additional Members to a Ministerial Search Committee.

6.2 Search and Call

- 6.2 The Ministerial Search Committee must conduct a diligent search for suitable candidates, and based on the search, inform the Board of the qualifications and professional details of the one person it will unanimously recommend.
- 6.2.1 Upon receiving the recommendation described in Section 6.2 the Board must in due course call a General Meeting to receive and act on the

recommendation and must propose a Special Resolution to call the person so recommended.

- 6.2.2 Voting on the Special Resolution must be by secret ballot.
- 6.2.3 At the General Meeting at which a Special Resolution is approved to call or hire a Minister, the Board must recommend the terms of an agreement with the person recommended, that includes terms of reference and all forms of compensation.
 - 6.2.3.1 The recommended agreement and any amendments to it are valid only when approved by a majority vote at a General Meeting, and when executed by the Minister.
 - 6.2.3.2 The financial provisions of the approved agreement must be reflected in the budgets for the current year and for each subsequent year during the term of the agreement.

6.3 Termination

- 6.3 The agreement referred to in Section 6.2 remains in effect throughout its term unless and until the provisions following in this Section are invoked.
 - 6.3.1 The Minister may inform the Secretary or the President in writing of the wish to terminate the agreement, and thereupon the agreement is terminated ninety days after that information is received by either the Secretary or the President.
 - 6.3.2 The Fellowship, by a majority vote at a General Meeting, may decide to terminate the agreement.
 - 6.3.2.1 If the decision described in Subsection 6.3.2 is made, the President must forthwith notify the Minister, and the agreement is terminated ninety days after that information is received by the Minister.

6.4 Duties

- 6.4 The chief function of the Minister is to minister to the personal and spiritual needs of the Members through religious services, counselling, and participation in the life of the Fellowship and the Foundation and of the wider community.
 - 6.4.1 The Minister is entitled to, but is not required to, attend as a non-voting participant, any or all meetings of the Board and committees.
 - 6.4.2 The Minister must report to the Board at each of its regularly scheduled monthly meetings.
 - 6.4.3 The Minister must report at the Annual General Meeting any material matters the Minister believes are relevant to the general welfare of the Fellowship, together with such recommendations as the Minister may deem appropriate in the circumstances.

6.5 Student Minister

- 6.5 From time to time the Members may, by Special Resolution, and with the concurrence of the Minister if there is one, instruct the Board to commence proceedings to search for and hire a Student Minister, either full-or part-time.
- 6.5.1 Upon approval of the Special Resolution described in Section 6.5, the provisions of Sections 6.1, 6.2, 6.3, and 6.4 must be adapted and applied in accordance with the practices and procedures then currently approved for Student Ministers by the Canadian Unitarian Council and the Unitarian Universalist Association, and reflecting advice from a supervising minister who is in final fellowship.
- 6.5.2 If there is no Minister the provisions of these By Laws that apply to a Minister, except Sections 6.1, 6.2, and 6.3, apply equally to a Student Minister.

PART VII – LAY CHAPLAINS

7.1 Appointment

- 7.1 From time to time the Board may appoint a Lay Chaplain Search Committee of three, four or five Members, to search for, and to recommend unanimously the appointment of, one or more Lay Chaplains.
- 7.1.1 On recommendation of the Board, a Lay Chaplain may be appointed by a three-quarter affirmative vote at any General Meeting.
- 7.1.2 The term of a Lay Chaplain is from the close of the General Meeting at which the appointment is made to the close of the next following Annual General Meeting.
- 7.1.3 An incumbent Lay Chaplain may be reappointed for up to the maximum number of terms allowed by the relevant provisions of the Canadian Unitarian Council.

7.2 Mandate

- 7.2 A Lay Chaplain may officiate at weddings, funerals, memorial services, infant naming and dedications, and other rites of passage, all in accordance with relevant legislation and with the then-current Lay Chaplaincy Program of the Canadian Unitarian Council.
- 7.2.1 The Board must establish policies, consistent with those of the Lay Chaplaincy Program of the Canadian Unitarian Council.

PART VIII – FINANCIAL AND ORGANIZATIONAL MATTERS

8.1 Access to information

- 8.1.1 Every Member is entitled, on giving reasonable notice to the Secretary, to receive a copy of the Constitution and By Laws, and a copy of the Register of Members, and to view Minutes of General Meetings and, subject to 8.1.1.1, Minutes of meetings of the Board.
 - 8.1.1.1 Access to Minutes of *in camera* portions of meetings of the Board must be restricted to Directors, and to the Minister for the portions that do not directly relate to the Minister.
- 8.1.2 Every Member is entitled, on giving reasonable notice to the Treasurer, to view the Fellowship's financial records, subject to Paragraph 8.1.2.1
 - 8.1.2.1 Contribution records must be kept confidential and access to them must be restricted to the President, the Treasurer, and from time to time to specific individuals expressly given that authority on a temporary basis by majority vote of the Board, on the basis that tasks assigned to those individuals by the Board or by a General Meeting require them to make use of the information contained in those records.

8.2 Special Funds

- 8.2 From time to time the Board, by a majority vote, may create Special Funds the balances of which carry over past the end of the fiscal year.
 - 8.2.1 The Board may create a Designated Fund for a specified purpose by setting aside monies from operations, the principal and income from which must be expended for that purpose.
 - 8.2.1.1 At any time the Board, by a three-quarters vote, may reverse a Designated Fund, returning all or a portion of the remaining balance to operating funds.
 - 8.2.2 The Board may create a Current Restricted Fund to contain monies and securities donated by an individual or organization for a specified purpose, the principal and income from which must be expended for that purpose or returned to the donor.
 - 8.2.3 The Board may create a Quasi-Endowment Fund for a specified purpose by setting aside monies from operating funds, the income from which may be expended to support operations.
 - 8.2.3.1 At any time the Board, by a three-quarters vote, may reverse a Quasi-Endowment Fund, returning all or a portion of the balance to operating funds.
 - 8.2.4 The Board may create an Endowment Fund to contain monies and securities donated by an individual or organization for the purpose of establishing or

supplementing a permanent fund to provide financial stability for the Fellowship.

8.2.4.1 Income earned and received from investment of an Endowment Fund may be expended for general operations, or if the donor has specified a purpose, for that purpose only.

8.2.4.2 The principal, including any capital gains resulting from investment of the monies, must remain inviolate in perpetuity.

8.2.5 Fund balances of Special Funds must be recorded and reported separately, but assets of Special Funds, except Endowment Funds, may be commingled.

8.3 Borrowing Authority

8.3 In case of financial exigency, the Board, by a three-quarters vote, may borrow up to \$4,000 for a term not to exceed 90 days.

8.4 Contributions to other organizations

8.4 The Fellowship may, upon approval at a General Meeting or by majority vote at a meeting of the Board, make charitable contributions to other charitable organizations as long as the total given to other organizations within a calendar year does not exceed any limits imposed by relevant tax authorities.

8.5 Dissolution

8.5 If the Fellowship approves a Special Resolution to cease functioning, or if it no longer has any Members, its assets and its records are hereby assigned contingent on one or both of those events occurring, to the Canadian Unitarian Council or its successor organization.

8.6 Parliamentary authority

8.6 For all procedural matters not covered in these By Laws or in applicable legislation, the parliamentary authority is the latest edition of “Robert’s Rules of Order, Newly Revised”, or of its successor if it has been replaced by the Trustees for the Robert’s Rules Association.

8.7 Fiscal year

8.7 The fiscal year is from July 1 of each year through the immediately following June 30.

8.8 Amendment of Constitution and By Laws

8.8 A special Resolution is required to amend the By Laws and the portions of the Constitution that are alterable.

8.8.1 An amendment adopted pursuant to Section 8.8 comes effective on the later of the date specified within it and the date on which it is filed with the appropriate provincial authority.

PART IX – EFFECTIVE DATE AND TRANSITION

9.1 Effective date

9.1 This Constitution is confirmed, and these By Laws come into effect, on December 3, 2010.

9.2 First fiscal “year”

9.2 The first fiscal year in which this Constitution and these By Laws are effective is from January 1, 2011 through June 30, 2011.

9.3 Terms of Directors elected in 2010

9.3 In November or December 2010, the Board must call and hold a General Meeting at which the six Directors provided for in these By Laws will be elected.

9.3.1 Notwithstanding anything contrary contained in these By Laws, in order to account for the change in fiscal year and the adoption of new By Laws, the terms of the President, the Committee-Board Liaison B, and the Secretary, who are elected at the General Meeting required pursuant to Section 9.3, will commence on January 1, 2011, and continue until the close of the Annual General Meeting that is held in 2012.

9.3.2 Notwithstanding anything contrary contained in these By Laws, in order to account for the change in fiscal year and the adoption of new By Laws, the terms of the Committee-Board Liaison A, the Vice President, and the Treasurer, who are elected at the General Meeting required pursuant to Section 9.3, will commence on January 1, 2011, and continue until the close of the Annual General Meeting that is held in 2013.

9.3.3 Notwithstanding anything contrary contained in these By Laws or in former By Laws, the terms of Directors who were in office on November 1, 2010 will continue to, and will expire on, December 31, 2010.

END OF BY LAWS

Adopted as a Special Resolution at a General Meeting held on November 28, 2010.